

## **MAMMOTH RESOURCES CORP.**

150 YORK STREET, SUITE 410  
TORONTO, ONTARIO M5H 3S5

### **INFORMATION CIRCULAR**

(as at April 30, 2018 except as otherwise indicated)

### **SOLICITATION OF PROXIES**

This information circular (the “**Circular**”) is provided in connection with the solicitation of proxies by the Management of Mammoth Resources Corp. (the “**Company**”). The accompanying form of proxy (the “**Proxy**”) is for use at the Annual General and Special Meeting of the shareholders of the Company to be held on Wednesday, June 6, 2018 (the “**Meeting**”), at the time and place set out in the accompanying notice of Meeting (the “**Notice of Meeting**”). While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone, facsimile or electronically by the directors and regular employees of the Company or other proxy solicitation services. The Company will bear the cost of this solicitation.

### **VOTING INSTRUCTIONS**

#### **Registered Shareholders**

Registered shareholders hold common shares that are registered directly in their names. **Registered shareholders may vote by attending the Meeting, by appointing proxyholders, by telephone or by voting online.**

Registered shareholders that wish to vote in person at the Meeting do not need to complete and deposit the accompanying form of Proxy and should register with the scrutineer at the Meeting.

Registered shareholders that wish to appoint a proxyholder to vote at the Meeting may complete the accompanying form of Proxy. The accompanying form of Proxy names a director and/or officer of the Company as a proxyholder/alternate proxyholder (the “**Management Nominees**”). **Registered shareholders that wish to appoint another person who need not be a shareholder to serve as proxyholder/alternate proxyholder at the Meeting may do so by striking out the names of the Management Nominees and inserted the desired name(s) in the blank space provided in the accompanying form of Proxy. Registered shareholders may direct the manner in which their common shares are to be voted or withheld from voting at the Meeting by marking their instructions on the accompanying form of Proxy. The common shares represented by the accompanying form Proxy will be voted or withheld from voting by the Management Designees in accordance with the instructions of registered shareholders. If there are no instructions, those common shares will be voted for each matter. The accompanying form Proxy grants the proxyholder discretion to vote as such person sees 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 Circular, Management knows of no other matters which may come before the Meeting other than those referred to in the Notice of Meeting.**

Alternatively, registered shareholders may vote by telephone (1-866-734-8683) or online ([www.investorvote.com](http://www.investorvote.com)) using the control number listed on the accompanying form of Proxy.

To be valid, completed proxies must be deposited with or telephonic/online votes must be received by Computershare Investor Services Inc. (“**Computershare**”) by 10:00 a.m. (local time in Toronto, Ontario) on Monday, June 4, 2018, or before 48 hours (excluding Saturdays, Sundays and holidays) before any postponement or adjournment of the Meeting.

The Proxy may be revoked by:

- (a) completing a Proxy with a later date and depositing it by the time and in accordance with the instructions above;
- (b) signing and dating a written notice of revocation and delivering it to the Company’s registered office any time up to and including the last business day preceding the day of the Meeting, or any postponement or adjournment or to the Chairman of the Meeting on the day of the Meeting, or any postponement or adjournment; or
- (c) attending the Meeting, or any postponement or adjournment, and registering with the scrutineer as a shareholder present in person.

### **Non-Registered Shareholders**

Non-registered shareholders hold common shares that are registered in the name of an intermediary (such as a broker, bank, trust company, securities dealer, trustees or administrators of RRSP’s, RRIF’s, RESP’s or similar plans) or clearing agency (such as CDS Clearing and Depository Services Inc. or The Depository Trust Company). **Non-registered shareholders may vote in person or through a proxyholder at the Meeting or through intermediaries using the voting instruction form (or other form) accompanying the Circular. Alternatively, some non-registered shareholders may be able to vote by telephone or online and should refer to the voting instruction form (or other form) accompanying the Circular for further details and instructions.**

If non-registered shareholders wish to vote in person or through a proxyholder at the Meeting, it is critical to follow the required procedures for appointing proxyholders given that the Company does not have unrestricted access to the names of the Company’s non-registered shareholders and accordingly would not otherwise have any record of a non-registered shareholder’s entitlement to vote at the Meeting.

**Non-registered shareholders may appoint themselves or nominees as proxyholders using one of the following procedures:**

- (a) **carefully following the instructions for appointing a proxyholder contained in the accompanying voting instruction form (or other form) accompanying the Circular and ensuring that such request is communicated to the appropriate person well in advance of the Meeting and in accordance with such instructions; or**
- (b) **unless prohibited by applicable corporate law, submitting any other document in writing to its intermediary requesting the non-registered shareholder or its nominee be given authority to attend, vote and otherwise at for and on behalf of the registered shareholder in respect of all matters that may come before the Meeting or any postponement or adjournment by 10:00 a.m. (local time in Toronto, Ontario) on Monday, June 4, 2018 (or before 72 hours, excluding Saturdays, Sundays and holidays before any postponement or adjournment of the Meeting.**

**Non-registered shareholders that wish to vote through their intermediaries using the voting instruction form (or other form) accompanying the Circular should carefully follow the instructions contained in the voting instruction form (or other form) accompanying the Circular and should ensure that such instructions are communicated to the appropriate person well in advance of the Meeting.**

**Non-registered shareholders should refer to the voting instruction form (or other form) accompanying the Circular to determine if telephonic or online voting is available.**

**Non-registered shareholders that wish to change voting instructions or to appoint a proxyholder after delivering voting instructions in accordance with the instructions on a voting instruction form (or other form) accompanying the Circular should contact their intermediary to discuss whether this is possible and what procedures must be followed.**

### **Distribution to Non-Registered Shareholders**

Pursuant to the provisions of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), the Company is sending proxy-related materials to both registered and non-registered shareholders. Non-registered shareholders fall into two categories: those who object to their identity being known to the Company (“**OBOs**”) and those who do not object to their identity being made known to the Company (“**NOBOs**”).

The Company is sending proxy-related materials to intermediaries for distribution to NOBOs pursuant to NI 54-101. Unless NOBOs waive the right to receive proxy-related materials, intermediaries are required to deliver materials to NOBOs and to seek voting instructions from NOBOs.

The Company will not assume the costs of delivery of proxy-related materials for the Meeting to OBOs. Accordingly, OBOs may not receive proxy-related materials for the Meeting unless intermediaries assume the cost of delivery.

### **Financial Statements**

The audited financial statements of the Company for the year ended January 31, 2017, together with the auditor’s report on those statements and Management Discussion and Analysis, will be presented to the shareholders at the Meeting.

## **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

As at the date of the accompanying Notice of Meeting, the Company’s authorized capital consists of an unlimited number of common shares of which 28,824,205 common shares are issued and outstanding. All common shares in the capital of the Company carry the right to one vote.

Registered shareholders as at the close of business on April 24, 2018, are entitled to attend and vote at the Meeting. Shareholders who wish to be represented by proxy at the Meeting must, to entitle the person appointed by the Proxy to attend and vote, deliver their Proxies at the place and within the time set out in the notes to the Proxy.

To the knowledge of the directors and executive officers of the Company, as of the date of this Circular, no person beneficially owns, directly or indirectly, or exercises control or direction over, 10% or more of the issued and outstanding common shares of the Company.

## 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. Management of the Company proposes to nominate the persons listed below for election as directors of the Company to serve until their successors are elected or appointed. In the absence of instructions to the contrary, Proxies given pursuant to the solicitation by the Management will be voted for the nominees listed in this Circular. Management does not contemplate that any of the nominees will be unable to serve as a director. The number of directors of the Company is currently set at five.

The Company has previously approved an Advance Notice of Policy dealing with the nomination of Directors at an Annual General Meeting. A copy of the Company's Advance Notice Policy is attached to this Information Circular as Schedule "B".

The following table sets out the names of the nominees for election as directors, the offices they hold within the Company, their occupations, the length of time they have served as directors of the Company, and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised, as of the date of this Circular.

Name, province or state and country of residence and position, if any, held in the Company	Principal occupation during the past five years	Served as director of the Company since	Number of common shares of the Company beneficially owned, directly or indirectly, or controlled or directed at present <sup>(1)</sup>
Thomas Atkins <sup>(2)(3)</sup> Ontario, Canada <i>President, Chief Executive Officer and Director</i>	CEO of Mammoth Resources Corp.; business development, CEO of Rockex Mining Corp., and Castle Gold Corp.	April 12, 2012	1,233,852
Richard Simpson <sup>(2)(3)</sup> Quebec, Canada <i>Director</i>	Vice-President of Exploration of Mammoth Resources Corp.	January 13, 2015	1,705,750
Paul O'Brien <sup>(2)(3)(4)</sup> Ontario, Canada <i>Director</i>	President and Director of Anthem Capital Group Inc.	May 25, 2017	nil

Notes:

- (1) The information as to common shares beneficially owned or controlled has been provided by the nominees themselves.
- (2) A member of the governance and nomination committee.
- (3) A member of the audit committee.

No proposed director is being elected under any arrangement or understanding between the proposed director and any other person or company.

### Corporate Cease Trade Orders or Bankruptcies

No director or proposed director of the Company is, or within the ten years prior to the date of this Circular has been, a director or executive officer of any company, including the Company, that while that person was acting in that capacity:

- (a) was the subject of a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days, other than Mammoth Resources Corp. which was issued a Management Cease Trade Order (“MCTO”) on June 3, 2015 by the British Columbia Securities Commission, for failure to file its annual audited statements of January 31, 2015 and its interim financial statements of April 30, 2015, within the time prescribed by the Securities Act (British Columbia). The unfiled financial statements were subsequently filed on August 4, 2015 and August 10, 2015 respectively. The MCTO was revoked and removed effective August 11, 2015. Mammoth was also issued a MCTO on June 1, 2016 by the British Columbia Securities Commission, for failure to file its annual audited statements of January 31, 2016 and its interim financial statements of April 30, 2016, within the time prescribed by the Securities Act (British Columbia). The unfiled financial statements were subsequently filed on August 2, 2015 and August 9, 2016 respectively. The MCTO was revoked and removed effective August 10, 2016.

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

### **Individual Bankruptcies**

No director or proposed director of the Company has, within the ten years prior to the date of this Circular, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency, or been 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 that individual.

### **Penalties or Sanctions**

None of the proposed directors have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable security holder making a decision about whether to vote for the proposed director.

## **EXECUTIVE COMPENSATION**

### **Named Executive Officers**

During the financial year ended January 31, 2017, the Company had three Named Executive Officers (“NEOs”) being, Thomas Atkins, the President and Chief Executive Officer (“CEO”), and Errol Farr, the Chief Financial Officer (“CFO”), and Richard Simpson, Vice-President of Exploration (“VPEX”) of the Company.

“Named Executive Officer” means: (a) each CEO, (b) each 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; and (d) each individual who would be a NEO under (c) above but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

## **COMPENSATION DISCUSSION AND ANALYSIS**

### **Compensation Discussion and Analysis**

The Board of Directors (the “**Board**”) compensation program is designed to provide competitive levels of compensation, a significant portion of which is dependent upon individual and corporate performance and contribution to increasing shareholder value. The Board recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executives as well as align the compensation level of each executive to that executive’s level of responsibility. In general, a NEO’s compensation is comprised of management/consulting fees and stock option grants.

The objectives and reasons for this system of compensation are generally to allow the Company to remain competitive compared to its peers in attracting and retaining experienced personnel. All salaries and/or consulting fees are to be set on a basis of a review and comparison of compensation paid to executives at similar companies.

The Board has not proceeded to a formal evaluation of the implications of the risks associated with the Company's compensation policies and practices. Risk management is a consideration of the Board when implementing its compensation programme, and the Board does not believe that the Company's compensation programme results in unnecessary or inappropriate risk taking including risks that are likely to have a material adverse effect on the Company.

The Company's NEOs and directors are not permitted to purchase financial instruments, including for greater certainty, 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.

### Share-Based and Option-Based Awards

The Company does not grant share-based awards. The Board is responsible for granting options to the NEOs. Stock option grants are designed to reward the NEOs for success on a similar basis as the shareholders of the Company, but these rewards are highly dependent upon the volatile stock market, much of which is beyond the control of the NEOs. When new options are granted, the Board takes into account the previous grants of options, the number of stock options currently held, position, overall individual performance, anticipated contribution to the Company's future success and the individual's ability to influence corporate and business performance. The purpose of granting such stock options is to assist the Company in compensating, attracting, retaining and motivating the officers, directors and employees of the Company and to closely align the personal interest of such persons to the interest of the shareholders.

The exercise price of the stock options granted is generally determined by the market price at the time of grant, less any allowable discount.

### SUMMARY COMPENSATION TABLE

Set out below is a summary of compensation paid or accrued during the Company's three most recently completed financial years to the Company's NEOs.

#### Summary Compensation Table

Name and principal position	Year	Salary (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation <sup>(1)</sup> (\$)	Total compensation (\$)
				Annual Incentive plans	Long-term incentive plans			
Thomas Atkins <sup>(2)</sup> , <i>CEO</i>	2017	Nil	Nil	N/A	N/A	N/A	Nil	Nil
	2016	Nil	Nil	N/A	N/A	N/A	Nil	Nil
	2015	150,404	3,351	N/A	N/A	N/A	Nil	153,755
Errol Farr <sup>(3)</sup> , <i>CFO &amp; Corp. Secretary</i>	2017	11,000	-	N/A	N/A	N/A	Nil	11,000
	2016	5,000	-	N/A	N/A	N/A	Nil	5,000
	2015	30,000	-	N/A	N/A	N/A	Nil	30,000

Name and principal position	Year	Salary (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation <sup>(1)</sup> (\$)	Total compensation (\$)
				Annual Incentive plans	Long-term incentive plans			
Richard Simpson, VPEX	2017	Nil	-	N/A	N/A	N/A	Nil	Nil
	2016	Nil	-	N/A	N/A	N/A	Nil	Nil
	2015	95,875	3,990	N/A	N/A	N/A	Nil	99,865

Notes:

- (1) Perquisites and other personal benefits have not been included as they do not reach the prescribed threshold of the lesser of \$50,000 or 10% of the total salary for the financial year.
- (2) Mr. Atkins was appointed President, Chief Executive Officer of the Company and a director on April 12, 2012.
- (3) Mr. Farr was appointed Chief Financial Officer of the Company on May 23, 2012.

### INCENTIVE PLAN AWARDS

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

The Company does not have any share-based awards held by a NEO. The following table sets out the outstanding option-based awards held by the NEOs of the Company at the end of the most recently completed financial year:

#### Outstanding Option-Based Awards

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(1)</sup>
Thomas Atkins, CEO	Nil	-	-	Nil
Errol Farr, CFO & Corp. Secretary	12,500	\$0.40	June 30, 2017	Nil
	10,000	\$0.24	September 19, 2018	Nil
Richard Simpson, VPEX	18,750	0.24	September 13, 2018	Nil
	25,000	0.20	April 4, 2019	Nil

Notes:

- (1) “In-the-Money Options” means the excess of the market value of the Company’s shares on January 31, 2017 over the exercise price of the options. The market price for the Company’s common shares on January 31, 2017 was \$0.08. The fair value of option-based awards is determined by the Black-Scholes Option Pricing Model. The Company has chosen the Black-Scholes methodology to calculate the grant date fair value of option-based awards as it is the methodology used in the Company’s financial statements.

#### Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out details of the value vested or earned for all incentive plan awards during the most recently completed financial year by each NEO:

**Value Vested or Earned for Incentive Plan Awards During the Most Recently Completed Financial Year**

Name	Option-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
Thomas Atkins, <i>CEO</i>	Nil	Nil
Errol Farr, <i>CFO &amp; Corp. Secretary</i>	Nil	Nil
Richard Simpson, <i>VPEX</i>	Nil	Nil

**Narrative Discussion**

The following information is intended as a brief description of the Stock Option Plan and is qualified in its entirety by the full text of the Stock Option Plan, which will be available for review at the Meeting.

1. The maximum aggregate number of shares that may be issued upon the exercise of stock options granted under the Stock Option Plan shall not exceed 10% of the issued and outstanding share capital of the Company, the exercise price of which, as determined by the Board in its sole discretion, shall not be less than the last closing price of the Company's shares traded through the facilities of the TSX Venture Exchange (the "**Exchange**") prior to the grant of the option, less any discount permitted by the Exchange, or such other price as may be required by the Exchange.
2. The Board shall not grant options to any one person in any 12 month period which could, when exercised, result in the issuance of shares exceeding 5% of the issued and outstanding shares of the Company unless the Company has obtained the requisite disinterested shareholder approval to the grant, or to any one consultant or to those persons employed by the Company who perform investor relations services which could, when exercised, result in the issuance of shares exceeding 2% of the issued and outstanding shares of the Company.
3. Upon expiry of an option, or in the event an option is otherwise terminated for any reason, the number of shares in respect of the expired or terminated option shall again be available for the purposes of the Stock Option Plan. All options granted under the Stock Option Plan may not have an expiry date later than the tenth anniversary of the date the option is granted.
4. If the option holder ceases to be a director, officer, employee or consultant of the Company (other than by reason of death) then the option granted shall expire on a date stipulated by the Board at the time of grant and, in any event, must terminate within 60 days after the date on which the option holder ceases to be a director, officer, employee or consultant, subject to the terms and conditions set out in the Stock Option Plan. Options granted to those persons employed by the Company who perform investor relations services must terminate within 30 days after the date on which the option holder ceases to be employed in such capacity.

The Board retains the discretion to impose vesting periods on any options granted. In accordance with the policies of the Exchange, stock options granted to consultants performing investor relations services must vest in stages over a minimum of 12 months with no more than one-quarter of the stock options vesting in any three month period.

## PENSION BENEFITS

The Company does not have a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.

## TERMINATION AND CHANGE OF CONTROL BENEFITS

Other than as described below, the Company has not entered into any other contract, agreement, plan or arrangement that provides for payments to a NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement a change in control of the Company or a change in an NEOs responsibilities.

The Company and Thomas Atkins have entered into a consulting agreement (the “**Atkins Agreement**”) dated April 12, 2012 whereby the Company engages Mr. Atkins as President and Chief Executive Officer.

Pursuant to the Atkins Agreement, the Company has the right to terminate the agreement by providing 12 months’ notice (\$10,833 per month).

If the Company terminates the Atkins Agreement in connection with a change of control of the Company, the Company is required to provide Mr. Atkins a severance payment equal to 24 months of fees plus other payments owing under such agreement (the “**Severance Payment**”) and has the discretion to vest any unvested options granted to Mr. Atkins. If a change of control of the Company occurs within 6 months of the termination of such agreement by the Company, the Company is required to provide Mr. Atkins with the Severance Payment, less amounts paid in connection with such termination.

The Company and Richard Simpson have entered into a consulting agreement (the “**Simpson Agreement**”) dated January 11, 2012 whereby the Company engages Mr. Simpson as Vice-President of Exploration.

Pursuant to the Simpson Agreement, the Company has the right to terminate the agreement by providing 60 days’ notice (\$12,500 per month).

## DIRECTOR COMPENSATION

Other than compensation paid to the NEOs, and except as noted below, no compensation was paid to directors in their capacity as directors of the Company or its subsidiaries, in their capacity as members of a committee of the Board or of a committee of the board of directors of its subsidiaries, or as consultants or experts, during the Company’s most recently completed financial year.

Set out below is a summary of compensation paid or accrued during the Company’s most recently completed financial year to the Company’s directors, other than the NEOs previously disclosed:

**Director Compensation Table**

Name	Fees earned (\$)	Option-based awards (\$)	Non-equity inventive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Wanda Cutler <sup>(1)</sup>	Nil	Nil	N/A	N/A	Nil	Nil

Notes:

- (1) Wanda Cutler was appointed to the Company’s Board of Directors on July 2, 2015 and resigned on May 24, 2017.

### INCENTIVE PLAN AWARDS

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

The Company does not have any share-based awards held by a director. The following table sets out details of all awards granted to directors of the Company which are outstanding at the end of the most recently completed financial year.

#### Outstanding Option-Based Awards

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$) <sup>(1)</sup>	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(1)</sup>
Wanda Cutler	Nil	-	-	Nil

Notes:

- (1) “In-the-Money Options” means the excess of the market value of the Company’s shares on January 31, 2014 over the exercise price of the options. The market price for the Company’s common shares on January 31, 2015 was \$0.03 and January 31, 2016 was \$.
- (2) Wanda Cutler was appointed to the Company’s Board of Directors on July 2, 2015 and resigned on May 24, 2017.

#### Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out details of the value vested or earned for all incentive plan awards during the most recently completed financial year by each director:

#### Value Vested or Earned for Incentive Plan Awards During the Most Recently Completed Financial Year

Name	Option-based awards - Value vested during the year (\$) <sup>(1)</sup>	Non-equity incentive plan compensation - Value earned during the year (\$)
Wanda Cutler	-	-

Notes:

- (1) All options granted to the directors vested on the date of grant and the exercise price of such options was equal to the closing price of the Company’s shares as of the date of grant.
- (2) Ms. Cutler was appointed to the Company’s Board of Directors on July 2, 2015.

### EQUITY COMPENSATION PLAN INFORMATION

The following table sets out those securities of the Company which have been authorized for issuance under equity compensation plans, as at the end of the most recently completed financial year:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by the securityholders	66,250	0.09	1,547,129
Equity compensation plans not approved by the securityholders	Nil	N/A	N/A
<b>Total</b>	66,250	0.09	1,547,129

### INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the current or former directors, executive officers, employees of the Company, the proposed nominees for election to the Board, or their respective associates or affiliates, are or have been indebted to the Company since the beginning of the most recently completed financial year of the Company.

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

Other than as disclosed elsewhere in this Circular, no director or executive officer of the Company or any proposed nominee of Management of the Company for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, since the beginning of the Company's last financial year in matters to be acted upon at the Meeting, other than the election of directors, the appointment of auditors and the confirmation of the Stock Option Plan.

### INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

None of the persons who were directors or executive officers of the Company or a subsidiary at any time during the Company's last completed financial year, the proposed nominees for election to the Board, any person or company who beneficially owns, directly or indirectly, or who exercises control or direction over (or a combination of both) more than 10% of the issued and outstanding common shares of the Company, nor the associates or affiliates of those persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction or proposed transaction which has materially affected or would materially affect the Company.

## APPOINTMENT OF AUDITOR

### Auditor

Management intends to nominate Davidson & Company LLP, Chartered Accountants, of Suite 1200 - 609 Granville Street, Vancouver, British Columbia, for re-appointment as auditor of the Company. Forms of proxies given pursuant to this solicitation will, on any poll, be voted as directed and, if there is no direction, for the re-appointment of Davidson & Company LLP, Chartered Accountants, as the auditor of the Company to hold office for the ensuing year with remuneration to be fixed by the directors.

## MANAGEMENT CONTRACTS

Other than as disclosed elsewhere in this Circular, no Management functions of the Company are to any substantial degree performed by a person or company other than the directors or NEOs of the Company.

## AUDIT COMMITTEE

The Company is required to have an audit committee (the “**Audit Committee**”) comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company.

### Audit Committee Charter

The text of the Audit Committee’s charter is attached as Schedule “A” to this Circular.

### Composition of Audit Committee and Independence

The Company’s current Audit Committee consists of Nigel Kirkwood, Guy Le Bel and Paul Carroll.

National Instrument 52-110 - *Audit Committees* (“**NI 52-110**”) provides that a member of an audit committee is “independent” if the member has no direct or indirect material relationship with the Company, which could, in the view of the Company’s Board, reasonably interfere with the exercise of the member’s independent judgment. A majority of the Company’s current Audit Committee members are “independent” within the meaning of NI 52-110.

NI 52-110 provides that an individual is “financially literate” if he or she has 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 Company’s financial statements. All of the members of the Audit Committee are “financially literate” as that term is defined. The following sets out the Audit Committee members’ education and experience that is relevant to the performance of his responsibilities as an audit committee member.

### Relevant Education and Experience

Paul O’Brien – Mr. O’Brien brings more than 20 years of mining focused investment banking, corporate development and equity research. Currently as president of Anthem Capital Group Inc. he provides mining corporations and resource-based buy side/funds with : i) independent valuations of corporations, mines and development projects for internal and M&A purposes, ii) financial modelling, DCF and NAV analysis, iii) offtake reviews, negotiations and recommendations, iv) forecasted production and financial data for corporate guidance requirements, v) M&A and acquisition target analysis vi) introductions to the sell side, buy side community, vii) transactional analysis and viii) corporate strategy.

Richard Simpson - Mr. Simpson is a Professional Geologist with more than 20 years of exploration experience throughout Latin America. He is a graduate from the Universite de Montreal with a B.Sc. in geology and has a strong background in grassroots, advanced project, and mine site exploration. Mr. Simpson has worked for several companies, such as Iamgold and Cambior, and juniors including Normabec, as an exploration geologist throughout South America and Mexico.

Thomas Atkins - Mr. Atkins is an accomplished mining executive who has successfully lead exploration and development initiatives in the Americas over the past 28 years. He has an extensive background in geology, investment banking, investor relations, management and corporate governance. As a director of investment banking for CIBC World Markets, Mr. Atkins participated in raising over \$1.7 billion in equity, combined equity and debt related capital for numerous small to large capitalization companies and advised on numerous M&A mandates. As a senior executive of small to large capitalization international mining companies he has had the responsibility of the planning, executing and communicating short and long-term corporate objectives and initiatives.

### **Audit Committee Oversight**

Since the commencement of the Company's most recently completed financial year, the Audit Committee of the Company has not made any recommendations to nominate or compensate an external auditor which were not adopted by the Board.

### **Reliance on Certain Exemptions**

Since the commencement of the Company's most recently completed financial year, the Company has not relied on:

- (a) the exemption in section 2.4 (De Minimis Non-Audit Services) of NI 52-110; or
- (b) an exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemptions).

### **Pre-Approval Policies and Procedures**

The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services.

### **Audit Fees**

The following table sets out the fees paid by the Company and its subsidiaries to Davidson & Company LLP, Chartered Accountants, for services rendered in the last two fiscal years:

	<b><u>2017</u></b>
Audit fees <sup>(1)</sup>	(\$) 22,000
Audit related fees <sup>(2)</sup>	Nil
Tax fees <sup>(3)</sup>	Nil
All other fees <sup>(4)</sup>	Nil
Total	<b><u>\$22,000</u></b>

Notes:

- (1) "Audit fees" include aggregate fees billed by the Company's external auditor in each of the last two fiscal years for audit fees.
- (2) "Audited related fees" include the aggregate fees billed in each of the last two fiscal years for assurance and related services by the Company's external auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under "Audit fees" above. The services provided 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 the aggregate fees billed in each of the last two fiscal years for professional services rendered by the Company’s external auditor for tax compliance, tax advice and tax planning. The services provided include 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 the aggregate fees billed in each of the last two fiscal years for products and services provided by the Company’s external auditor, other than “Audit fees”, “Audit related fees” and “Tax fees” above.

### **Exemption in Section 6.1**

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

## **CORPORATE GOVERNANCE DISCLOSURE**

National Instrument 58-101 - *Disclosure of Corporate Governance Practices*, requires all reporting issuers to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the “**Guidelines**”) adopted in National Policy 58-201. These Guidelines are not prescriptive, but have been used by the Company in adopting its corporate governance practices. The Board and Management consider good corporate governance to be an integral part of the effective and efficient operation of Canadian corporations. The Company’s approach to corporate governance is set out below.

### **Board of Directors**

Management is nominating three (3) individuals to the Board, all of whom are current directors of the Company.

The Guidelines suggest that the board of directors of every reporting issuer 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. The “material relationship” is defined as a relationship which could, in the view of the Company’s Board, reasonably interfere with the exercise of a director’s independent judgement. All of the current members of the Board are considered “independent” within the meaning of NI 52-110, except for Thomas Atkins, who is the President and CEO of the Company and Richard Simpson, VP Exploration.

The Board has a stewardship responsibility to supervise the management of and oversee the conduct of the business of the Company, provide leadership and direction to Management, evaluate Management, set policies appropriate for the business of the Company and approve corporate strategies and goals. The day-to-day management of the business and affairs of the Company is delegated by the Board to the CEO and the President. The Board will give direction and guidance through the President to Management and will keep Management informed of its evaluation of the senior officers in achieving and complying with goals and policies established by the Board.

The Board recommends nominees to the shareholders for election as directors, and immediately following each annual general meeting appoints an Audit Committee, Governance and Nomination Committee and New Projects Acquisitions Committee and the chairperson of each committee. The Board establishes and periodically reviews and updates the committee mandates, duties and responsibilities of each committee, elects a chairperson of the Board and establishes his or her duties and responsibilities, appoints the CEO, CFO and President of the Company and establishes the duties and responsibilities of those positions and on the recommendation of both the CEO and the President, appoints the senior officers of the Company and approves the senior management structure of the Company.

The Board exercises its independent supervision over management by its policies that (a) periodic meetings of the Board be held to obtain an update on significant corporate activities and plans; and (b) all material

transactions of the Company are subject to prior approval of the Board. The Board shall meet not less than three times during each year and will endeavour to hold at least one meeting in each fiscal quarter. The Board will also meet at any other time at the call of the President, or subject to the Articles of the Company, of any director.

The mandate of the Board, as prescribed by the *Business Corporations Act* (British Columbia) (the “Act”), is to manage or supervise management of the business and affairs of the Company and to act with a view to the best interests of the Company. In doing so, the Board oversees the management of the Company’s affairs directly and through its committees.

### **Directorships**

The following directors of the Company are also directors of other reporting issuers as stated:

- Thomas Atkins is a director of Transition Metals Corp;
- Richard Simpson is not a director of any other company;
- Paul O’Brien is not a director of any other company.

### **Orientation and Continuing Education**

Prospective new board members are provided a reasonably detailed level of background information, verbal and documentary, on the Company’s affairs and plans prior to obtaining their consent to act as a director.

The Board provides training courses to the directors as needed, to ensure that the Board of Directors is complying with current legislative and business requirements.

### **Ethical Business Conduct**

The Board encourages and promotes a culture of ethical business conduct through communication and supervision as part of their overall stewardship responsibility.

### **Nomination of Directors**

The Board identifies new candidates for board nomination by an informal process of discussion and consensus-building on the need for additional directors, the specific attributes being sought, likely prospects, and timing. Prospective directors are not approached until consensus is reached. This process takes place among the Chairman and a majority of the non-executive directors.

The purpose of the Governance and Nominations Committee is to monitor and to generally be responsible for developing the Company’s governance and human resources policies and guidelines relating to corporate governance and human resources and overseeing their implementation and administration.

The Governance and Nominations Committee is responsible for ensuring a compensation policy and practice that is supportive of the Company’s business strategies and that appropriately links senior management performance and compensation. In addition, the Governance and Nominations Committee shall ensure the recruitment, ongoing long-term development and deployment of high calibre senior management. In particular, the Governance and Nominations Committee shall establish levels of salary, bonus, benefits and incentives provided to persons acting as officers of the Company.

Annually, following the annual general meetings of the Company, the Board elects from its members not less than three directors to serve on the Governance and Nominations Committee. Each member holds office until the close of the next annual general meeting of the Company or until the member resigns or is replaced, whichever first occurs. The Board appoints one of the directors on the Governance and Nominations Committee as the chairperson (the “**Governance and Nominations Committee Chairperson**”), whose duties include overseeing the proper functioning of the Corporate Governance Committee to ensure the proper discharge of its duties, to schedule meetings and to ensure timely reporting to the Board.

The Governance and Nominations Committee meets at least once per year and may call special meetings as required.

The members of the Governance and Nominations Committee are Tom Atkins and Paul O’Brien.

### **Assessments**

The Board annually reviews its own performance and effectiveness as well as the effectiveness and performance of its committees. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of individual directors are informally monitored by other Board members, bearing in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

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

The Board believes its corporate governance practices are appropriate and effective for the Company, given its size and operations. The Company’s corporate governance practices allow the Company to operate efficiently, with checks and balances that control and monitor Management and corporate functions without excessive administration burden.

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

### **General Matters**

#### **Confirming Stock Option Plan**

Shareholders are being asked to confirm approval of the Stock Option Plan which was last approved by shareholders of the Company on December 14, 2016. There have been no changes to the Stock Option Plan since it was last confirmed by shareholders.

The following information is intended as a brief description of the Stock Option Plan and is qualified in its entirety by the full text of the Stock Option Plan, which will be available for review at the Meeting.

1. The maximum aggregate number of shares that may be issued upon the exercise of stock options granted under the Stock Option Plan shall not exceed 10% of the issued and outstanding share capital of the Company, the exercise price of which, as determined by the Board in its sole discretion, shall not be less than the last closing price of the Company’s shares traded through the facilities of the Exchange prior to the grant of the option, less any discount permitted by the Exchange, or such other price as may be required by the Exchange.
2. The Board shall not grant options to any one person in any 12 month period which could, when exercised, result in the issuance of shares exceeding 5% of the issued and outstanding shares of the Company unless the Company has obtained the requisite disinterested shareholder approval to

the grant, or to any one consultant or to those persons employed by the Company who perform investor relations services which could, when exercised, result in the issuance of shares exceeding 2% of the issued and outstanding shares of the Company.

3. Upon expiry of an option, or in the event an option is otherwise terminated for any reason, the number of shares in respect of the expired or terminated option shall again be available for the purposes of the Stock Option Plan. All options granted under the Stock Option Plan may not have an expiry date later than the tenth anniversary of the date the option is granted.
4. 4. If the option holder ceases to be a director, officer, employee or consultant of the Company (other than by reason of death) then the option granted shall expire on a date stipulated by the Board at the time of grant and, in any event, must terminate within 60 days after the date on which the option holder ceases to be a director, officer, employee or consultant, subject to the terms and conditions set out in the Stock Option Plan. Options granted to a those persons employed by the Company who perform investor relations services must terminate within 30 days after the date on which the option holder ceases to be employed in such capacity.

The Board retains the discretion to impose vesting periods on any options granted. In accordance with the policies of the Exchange, stock options granted to consultants performing investor relations services must vest in stages over a minimum of 12 months with no more than one-quarter of the stock options vesting in any three month period.

In accordance with the policies of the Exchange, a plan with a rolling 10% maximum must be confirmed by shareholders at each annual general meeting.

Accordingly, at the Meeting, the shareholders will be asked to pass the following resolution: **“IT IS RESOLVED THAT the Stock Option Plan is hereby approved and confirmed.”**

### **General Matters**

It is not known whether any other matters will come before the Meeting other than those set out above and in the Notice of Meeting, but if any other matters do arise, the person named in the Proxy intends to vote on any poll, in accordance with his or her best judgement, exercising discretionary authority with respect to amendments or variations of matters set out in the Notice of Meeting and other matters which may properly come before the Meeting or any adjournment or postponement of the Meeting.

### **ADDITIONAL INFORMATION**

Additional information relating to the Company may be found on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information about the Company is provided in the Company’s comparative annual financial statements to January 31, 2017, a copy of which, together with Management’s Discussion and Analysis thereon, can be found on the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com). Additional financial information concerning the Company may be obtained by any securityholder of the Company free of charge by contacting the Company, at Suite 410 – 140 York Street, Toronto, Ontario M5H 3S5 Phone: (416) 479-0887 Fax: (416) 363-4567.

### **BOARD APPROVAL**

The contents of this Circular have been approved and its mailing authorized by the directors of the Company.

DATED at Toronto, Ontario, the 30th day of April, 2018.

**ON BEHALF OF THE BOARD**

*(signed) "Thomas Atkins"* \_\_\_\_\_

Thomas Atkins

Director, President and Chief Executive Officer

**MAMMOTH RESOURCES CORP.**

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**Schedule "A"**  
**Audit Committee Charter**

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The Audit Committee will be governed by the following charter:

The Audit Committee of the Board will be a standing Committee and will be responsible for oversight of all account reporting, financial and internal control practices of the Company and its subsidiaries. The Audit Committee will report to the Board and its primary function will be to assist the Board in fulfilling its responsibilities to shareholders related to financial accounting and reporting, the system of internal controls established by management and the adequacy of internal and independent auditing relative to these activities. The Audit Committee will have the authority to retain persons having special competence as necessary to assist the Audit Committee in fulfilling its responsibilities.

The Audit Committee will:

1. Be composed of at least three members, the majority of whom will ideally be independent, non-management and financially literate directors and a majority of whom will be unrelated directors.
2. Meet quarterly and otherwise as required. Minutes will be recorded and reports of Audit Committee meetings will be presented at the next regularly scheduled Board meeting.
3. Be directly responsible for monitoring the Company's systems and procedures for financial reporting, risk management and internal controls, reviewing all public disclosure documents and monitoring the performance of the Company's auditors.
4. Be responsible for recommending to the Board the appointment and compensation of the Company's external auditors.
5. Be directly responsible for the auditors oversight (including the resolution of any disagreements between management and the auditors regarding financial reporting), and the auditors will report directly to the Audit Committee.
6. Have the authority to engage independent counsel and other advisors.
7. Be provided by the Company with appropriate funding, as determined by the Audit Committee, for payment of compensation to the auditors and advisors to the Audit Committee.
8. Provide for an open avenue of communications between the independent auditors, management and the Board and, at least once annually, meet with the Company's auditors in a private session.
9. Review the qualifications and evaluate the performance of the independent auditors and make recommendations to the Board regarding the selection, fee arrangements, appointment or termination of the auditors.
10. Establish procedures for the confidential anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

11. Review and pre-approve all audit and non-audit services, including tax services, provided by the auditors to the Company, or delegate such authority to one or more designated members of the Audit Committee who are independent directors.
12. Ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information attracted or derived from the Company's financial statements. The Audit Committee shall periodically review these procedures.
13. Review with the independent auditors (a) the proposed scope of their examination with emphasis on accounting and financial areas where the Audit Committee, the independent auditors or management believe special attention should be directed, (b) results of their audit, including a letter of recommendations for management (c) their evaluation of the adequacy of the system of internal controls, (d) significant areas of disagreement, if any, with management and (e) cooperation received from management in the conduct of the audit.
14. Review significant accounting, reporting, regulatory or industry developments affecting the Company.
15. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters.
16. Discuss with management and the independent auditors any issues regarding significant business risks or exposure and assess the steps management has taken to minimize such risk.
17. Review the Company's financial statements, MD&A and annual and interim earnings press releases before the Company publicly discloses this information.
18. Ascertain that significant matters identified as a result of interim review procedures have been brought to the attention of the Audit Committee.
19. Perform such other functions as assigned by law, the Company's bylaws or as the Board deems necessary and appropriate.
20. Review the Company's hiring policies regarding current and former partners and employees of the Company's current and former auditors.

## MAMMOTH RESOURCES CORP.

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### Schedule “B” Advance Notice Policy

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#### INTRODUCTION

The Company is committed to: (i) facilitating an orderly and efficient annual general or, where the need arises, special meeting, process; (ii) ensuring that all shareholders receive adequate notice of the director nominations and sufficient information with respect to all nominees; and (iii) allowing shareholders to register an informed vote having been afforded reasonable time for appropriate deliberation.

The purpose of this Advance Notice Policy (the “**Policy**”) is to provide shareholders, directors and management of the Company with a clear framework for nominating directors. This Policy fixes a deadline by which holders of record of common shares of the Company must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Company for the notice to be in proper written form in order for any director nominee to be eligible for election at any annual or special meeting of shareholders.

It is the position of the Company that this Policy is in the best interests of the Company, its shareholders and other stakeholders. This policy will be subject to an annual review, and will reflect changes as required by securities regulatory agencies or stock exchanges, or so as to meet industry standards.

#### NOMINATIONS OF DIRECTORS

1. Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Company. Nominations of persons for election to the board of directors of the Company (the “**Board**”) may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors:
  - (a) by or at the direction of the Board, including pursuant to a notice of meeting;
  - (b) by or at the direction or request of one or more shareholders pursuant to a “proposal” made in accordance with Division 7 of the *British Columbia Business Corporations Act* (the “**Act**”), or a requisition of the shareholders made in accordance with section 167 of the Act; or
  - (c) by any person (a “**Nominating Shareholder**”): (A) who, at the close of business on the date of the giving by the Nominating Shareholder of the notice provided for below in this Policy and at the close of business on the record date for notice of such meeting, is entered in the securities register of the Company as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and (B) who complies with the notice procedures set forth below in this Policy.
2. In addition to any other requirements under applicable laws, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given notice thereof that is both timely (in accordance with paragraph 3 below) and in proper written form (in accordance with

paragraph 4 below) to the Secretary of the Company at the principal executive offices of the Company.

3. To be timely, a Nominating Shareholder's notice to the Secretary of the Company must be made:
  - (a) in the case of an annual meeting of shareholders, not less than 36 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date (the "**Notice Date**") on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the tenth (10th) day following the Notice Date; and
  - (b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made.

The time periods for the giving of a Nominating Shareholder's notice set forth above shall in all cases be determined based on the original date of the applicable annual meeting or special meeting of shareholders, and in no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of such notice.

4. To be in proper written form, a Nominating Shareholder's notice to the Secretary of the Company must set forth:
  - (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director: (A) the name, age, business address and residential address of the person; (B) the principal occupation or employment of the person; (C) the citizenship of such person; (D) the class or series and number of shares in the capital of the Company which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; and (E) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below); and
  - (b) as to the Nominating Shareholder giving the notice, full particulars regarding any proxy, contract, agreement, arrangement or understanding pursuant to which such Nominating Shareholder has a right to vote or direct the voting of any shares of the Company and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below).

The Company may require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as an independent director of the Company or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee.

5. No person shall be eligible for election as a director of the Company unless nominated in accordance with the provisions of this Policy; provided, however, that nothing in this Policy shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at

a meeting of shareholders of any matter that is properly before such meeting pursuant to the provisions of the Act or the discretion of the Chairman. The Chairman of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

6. For purposes of this Policy:

(a) “**public announcement**” shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Company under its profile on the System of Electronic Document Analysis and Retrieval at [www.sedar.com](http://www.sedar.com); and

(b) “**Applicable Securities Laws**” means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada.

7. Notwithstanding any other provision of this Policy, notice given to the Secretary of the Company pursuant to this Policy may only be given by personal delivery, facsimile transmission or by email (at such email address as may be stipulated from time to time by the Secretary of the Company for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery to the Secretary at the address of the principal executive offices of the Company, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received); provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Vancouver time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the next following day that is a business day.

8. Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this Policy.

#### **EFFECTIVE DATE**

This Policy was approved and adopted by the Board on May 13, 2013 (the “**Effective Date**”) and is and shall be effective and in full force and effect in accordance with its terms and conditions from and after such date. Notwithstanding the foregoing, if this Policy is not approved by ordinary resolution of shareholders of the Company present in person or voting by proxy at the next meeting of those shareholders validly held following the Effective Date, then this Policy shall terminate and be void and of no further force and effect following the termination of such meeting of shareholders.

#### **GOVERNING LAW**

This Policy shall be interpreted and enforced in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable in that province.