



MANAGEMENT INFORMATION CIRCULAR

For the Annual and Special Meeting of Shareholders

To be held at 10:00 am on Wednesday, July 12, 2017

MANAGEMENT INFORMATION CIRCULAR

GENERAL PROXY INFORMATION

THIS MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF MINERA ALAMOS INC. (THE “COMPANY”) OF PROXIES TO BE USED AT THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF THE COMPANY TO BE HELD ON WEDNESDAY, JULY 12, 2017 AT SUITE 402, 55 YORK STREET, TORONTO, ONTARIO, M5J 1R7, AT 10:00 A.M. (TORONTO TIME), AND AT ANY ADJOURNMENT OR POSTPONEMENT THEREOF (THE “MEETING”) FOR THE PURPOSES SET OUT HEREIN AND IN THE NOTICE OF MEETING.

The Company has elected to utilize the notice-and-access system under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Ongoing Requirements for Issuers and Insiders* of the Canadian Securities Administrators (the “**Notice and Access System**”) for delivery of the management proxy circular (the “**Management Information Circular**”) to each of the shareholders of the Company whose proxy is solicited for the Meeting. Notwithstanding the use of the Notice and Access System, the Company has delivered paper copies of the notice of meeting (including in which the notice regarding the Company’s election to use the Notice and Access System which directs the Shareholders to the website on which this Management Information Circular is posted) (the “**Notice**”) and a form of proxy (the “**Proxy**”) to its shareholders eligible to attend the Meeting. Detailed information relating to the Notice and Access System is contained below under the heading “Notice and Access” and Shareholders are encouraged to read the information contained therein for an explanation of their rights.

In this Management Information Circular, “**Common Shares**” means common shares of the Company. “**Shareholder**” means Registered Shareholders and Non-Registered Shareholders. “**Registered Shareholders**” means shareholders of the Company who hold Common Shares in their own names and whose names appear on the register of the Company as the registered holders of Common Shares. “**Non-Registered Shareholders**” means shareholders of the Company who do not hold Common Shares in their own names.

SOLICITATION OF PROXIES

This Circular is furnished in connection with the solicitation of proxies by the management of the Company for use at the Meeting. It is expected that the solicitation will be primarily by mail but proxies may also be solicited personally or by telephone by the directors, officers and employees of the Company who will not receive any additional compensation for such services. The cost of solicitation by management will be borne by the Company.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the Proxy are officers or directors of the Company. **A REGISTERED SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON TO REPRESENT HIM OR HER AT THE MEETING MAY DO SO** either by inserting such person’s name in the blank space provided in the Proxy or by completing another proper form of proxy and, in either case, delivering the completed Proxy to the Company’s transfer agent, CST Trust Company (“**CST**”), PO Box 721, Agincourt, ON M1S 0A1, by fax (1-866-781-3111) or by email at proxy@canstockta.com not later than 10:00 a.m. (EST) on Monday July 10, 2017, being 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) preceding the date of the Meeting or any adjournment or postponement thereof, or

delivered to the chairman on the day of the Meeting or any adjournment or postponement thereof. A Proxy must be signed in writing or, subject to the means of electronic signature permitting a reliable determination that the document was created or communicated by or on behalf of the Registered Shareholder or the attorney, as the case may be, by electronic signature by the Registered Shareholder or an attorney who is authorized by a document that is signed in writing or by electronic signature or, if the Registered Shareholder is a body corporate, by an officer or attorney of the body corporate duly authorized.

Each Registered Shareholder is entitled to appoint a person to represent such shareholder at the Meeting, who need not be one of the persons named in the Proxy.

A Proxy given pursuant to this solicitation may be revoked by instrument in writing, including another proxy bearing a later date, executed by the Registered Shareholder or by his or her attorney authorized in writing, and deposited either at the offices of CST or the principal office of the Company at 55 York Street, Suite 402, Toronto, Ontario, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment or postponement thereof, at which the Proxy is to be used, or with the chairman of the Meeting on the day of the Meeting, or adjournment or postponement thereof, or in any other manner permitted by law.

A Registered Shareholder attending the Meeting has the right to vote in person and if he or she does so, his or her proxy is nullified with respect to the matters such person votes upon and any subsequent matters thereafter to be voted upon at the Meeting or any adjournment or postponement thereof.

EXERCISE OF DISCRETION BY PROXIES

The persons named in the Proxy will vote or withhold from voting the Common Shares represented by such Proxy in accordance with instructions of the Registered Shareholder on any ballot that may be called for. If the Registered Shareholder specifies a choice on the Proxy with respect to any matter that may be acted upon, the Common Shares represented by such Proxy will be voted in accordance with the choice so specified. **WHERE NO CHOICE IS SPECIFIED, THE PROXY WILL CONFER DISCRETIONARY AUTHORITY AND WILL BE VOTED FOR THE ITEMS SET OUT IN THE NOTICE CALLING THE MEETING AND AS STATED ELSEWHERE IN THIS MANAGEMENT INFORMATION CIRCULAR.**

The Proxy also confers discretionary authority upon the persons named therein with respect to any amendments or variations to the matter identified in the notice of meeting, and with respect to other matters which may properly come before the Meeting in such manner as such nominee in his or her judgment may determine. **HOWEVER, IF OTHER MATTERS WHICH ARE NOT PRESENTLY KNOWN TO MANAGEMENT OF THE COMPANY SHOULD PROPERLY COME BEFORE THE MEETING, THE PERSONS NAMED IN THE PROXY WILL VOTE THE COMMON SHARES REPRESENTED BY THE PROXY ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGEMENT OF THE PERSONS NAMED IN THE PROXY.** As of the date of this Management Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to herein.

VOTING BY NON-REGISTERED SHAREHOLDERS

Only Registered Shareholders of the Company or the persons they appoint as their proxyholders are permitted to vote at the Meeting. However, in many cases, Common Shares of the Company beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary (an “**Intermediary**”) with whom the Non-Registered Shareholder deals in respect of Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or

administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as CDS Inc.) of which the Intermediary is a participant. The Company is not required to, and does not intend to, deliver the meeting materials directly to its Non-Registered Shareholders. In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Company has distributed copies of the Notice, the Proxy and the voting instructions form (as defined below; together with Notice and Proxy, the “**meeting materials**”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Shareholders. Intermediaries are required to forward the meeting materials to Non-Registered Shareholders. Notwithstanding the foregoing, the Company is not required to, and does not intend to, pay for an Intermediary to deliver meeting materials to Non-Registered Shareholders who objected to their Intermediary disclosing their ownership information (“**Objecting Beneficial Shareholders**”). As a result, the Objecting Beneficial Shareholders of the Company will not receive the meeting materials unless their Intermediary assumes the cost of delivery.

Non-Registered Shareholders receiving the meeting materials will be given, in substitution for the Proxy, a request for voting instructions (the “**voting instructions form**”) which, when properly completed and signed by the Non-Registered Shareholder and returned to the Intermediary, will constitute voting instructions which the Intermediary must follow.

The purpose of this procedure is to permit Non-Registered Shareholders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Shareholder who receives the voting instructions form wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should so indicate in the place provided for that purpose in the voting instructions form and a form of legal proxy will be sent to the Non-Registered Shareholder. A Non-Registered Shareholder who has submitted a proxy may revoke it by contacting the Intermediary through which the Common Shares of such Non-Registered Shareholder are held and following the instructions of the Intermediary respecting the revocation of proxies.

In any event, Non-Registered Shareholders should carefully follow the instructions of their Intermediary set out in the voting instructions form.

NOTICE AND ACCESS

The Company has elected to utilize the Notice and Access System for delivery of the Circular to each of the shareholders of the Company whose proxy is solicited for the Meeting.

Under the Notice and Access System, instead of delivering a paper copy of the Circular, the Company is permitted to provide its Shareholders with a notice directing them to a website where they can access an electronic copy of the Circular online and vote their shares using their preferred method either through email or via paper return. The Company anticipates that the Notice and Access System can directly benefit the Company through a substantial reduction in both postage and printing costs, and also promote environmental sustainability by reducing the large volume of paper documents generated by printing proxy related materials.

In spite of the use of the Notice and Access System, the Company has delivered paper copies of the Notice and the Proxy to its Shareholders eligible to attend the Meeting. In addition, the Company has delivered paper copies of the Audited Financial Statements and MD&A to its Registered Shareholders (unless such registered shareholder has informed the Company in writing declining to receive a paper copy of such annual documents) as well as its Non-Registered Shareholders who have submitted a completed supplemental card to the Company or its transfer agent requesting for the delivery of such annual documents.

Website Where the Circular is Posted

Shareholders of the Company can access the Circular for the Meeting on the following website: www.meetingdocuments.com/cst/MAI or by accessing the Company's filings on SEDAR at www.sedar.com.

Requesting Paper Copies of the Circular

Shareholders of the Company may also request paper copies of the Circular to be delivered to them by mail at no cost to them by calling the following toll-free number: 1-888-433-6443 or by emailing to fulfilment@canstockta.com. In order for the requesting Shareholder to receive the paper copy in advance of the deadline for submission of voting instructions and the date of the Meeting, the request must be made prior to 4:30 pm (EST) on Wednesday, June 28, 2017. Shareholders of the Company may continue to request a paper copy of the Circular within one year from the date the Circular is filed on SEDAR. In the case of a request received prior to the date of the Meeting, a paper copy of the Circular so requested will be sent free of charge by the Company to the requesting shareholder at the address specified in the request, by first class mail, courier or the equivalent within 3 business days after receiving the request; in the case of a request received on or after the date of the Meeting, and within one year of the Circular being filed, a paper copy of the Circular will be sent free of charge by the Company to the requesting Shareholder within 10 calendar days after receiving the request, by prepaid mail, courier or the equivalent.

REQUIRED SHAREHOLDER APPROVALS

Unless otherwise noted under "PARTICULARS OF MATTERS TO BE ACTED UPON", all resolutions which the Shareholders will be asked to pass must be approved by a majority of the votes cast by Shareholders present in person or represented by proxy at the Meeting.

VOTING SHARES AND PRINCIPAL SHAREHOLDERS

The authorized capital of the Company consists of an unlimited number of Common Shares without nominal or par value. As of the Record Date, the Company has issued and outstanding 88,452,958 Common Shares.

To the knowledge of the Company's directors and executive officers, as at the date hereof, no person or company owns, or controls or directs, directly or indirectly, 10% or more of the Common Shares as of the Record Date, other than Norvista Capital Corp. which directly or indirectly owns or controls 12,500,000 Common Shares, representing 14.13% of the total issued and outstanding Common Shares of the Company as of the Record Date.

In accordance with the provisions of the *Business Corporations Act* (Ontario) (the "OBCA"), the Company has prepared a list of all persons who are Registered Shareholders as of May 18, 2017 (the "Record Date") and the number of Common Shares registered in the name of each person on such date. Each Shareholder is entitled to one vote for each Common Share registered in such Shareholder's name as it appears on the list except to the extent that such Shareholder has transferred any of his or her Common Shares after the Record Date and the transferee of those Common Shares produces properly endorsed share certificates or otherwise establishes that he or she owns the Common Shares and demands, not later than ten days before the date of the Meeting, that his or her name be included in the list. In such case the transferee is entitled to vote his or her Common Shares at the Meeting.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No director or executive officer of the Company, no proposed nominee for election as a director of the Company, and no associate or affiliate of any such person has any material interest, direct or indirect, by

way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of directors of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

I. FINANCIAL STATEMENTS

Shareholders will receive the audited financial statements of the Company for the financial year ended December 31, 2016, together with the accompanying auditors' report, copies of which have been mailed to all persons who are Registered Shareholders as of the Record Date or Non-Registered Shareholders who have completed a supplemental card requesting for such mailing.

II. ELECTION OF DIRECTORS

The term of office of each of the present directors expires at the conclusion of the Meeting. The persons named below will be presented for election at the Meeting as management's nominees. Each director elected will hold office until the conclusion of the next annual general meeting of the Company or until his successor is elected or appointed, unless his office is earlier vacated in accordance with the articles and bylaws of the Company or the provisions of the OBCA.

The following table sets forth the name of each person proposed to be nominated by management of the Company for election as a director, his principal occupation, business or employment, his current position held with the Company, if any, the period of time for which he has been a director of the Company, and the number of Common Shares beneficially owned, directly or indirectly, or subject to control or direction, by such person as of the date hereof.

Name and Municipality Of Residence	Director Since	Number Of Common Shares Beneficially Owned or Controlled ⁽⁴⁾	Principal Occupation
Borys Chabursky ⁽¹⁾ Toronto, Ontario, Canada	July 2009	5,000,162	Founder and Chairman of Shift Health.
Darren Koningen President ⁽¹⁾ Toronto, Ontario, Canada	July 2009	5,940,070	President of the Company.
Bruce Durham ⁽¹⁾ Toronto, Ontario, Canada	May 2015	170,000	President and CEO of Nevada Zinc Corporation. Managing Director of Norvista Capital Corporation
Ruben Padilla Tucson, Arizona U.S.A.	June 2017	Nil	Chief geologist of Talisker Exploration Services Inc., an Ontario based Mining and exploration services company, since 2010

Notes:

- (1) Member of the Audit Committee. Mr. Durham serves as the Chair of the Audit Committee.
- (2) The information as to shares beneficially owned has been furnished and confirmed by the directors individually.

Other than Ruben Padilla, each of the above individuals is currently a director of the Company and was elected to the present term of office by a vote of the Shareholders of the Company at the annual general and special shareholders' meeting held on June 28, 2016, the notice of which was accompanied by an information circular.

Unless a Proxy specifies that the Common Shares it represents are to be withheld from voting for the candidates proposed above, the persons named in Proxy intend to vote for the candidates proposed above. Management of the Company does not contemplate that any of the nominees will be unable to serve as a director of the Company for the ensuing year. However, if that should occur for any reason prior to the Meeting or any adjournment thereof, the persons named in the Proxy have the right to vote for the election of the remaining nominees and may vote for the election of a substitute nominee at their discretion.

Corporate Cease Trade Orders, Bankruptcies or Penalties

No proposed director, is as at the date hereof, or has been within the 10 years prior to the date of this Management Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:

(a) was the subject of a cease trade or similar order or an order that denied the company access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) was the subject of a cease trade or similar order or an order that denied the company access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No proposed director is, as at the date hereof, or has been within the past ten years prior to the date of this Management Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

No proposed director has, within the past ten years before the date of this Management Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

No proposed director has been subject to:

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

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

III. RE-APPOINTMENT OF AUDITORS

The Shareholders will be asked to approve the re-appointment of MNP LLP as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorize the board of directors of the Company to fix the remuneration of the auditors for the ensuing year. MNP LLP (formerly known as MSCM LLP) was first appointed as the auditors of the Company on July 14, 2010.

Unless a Proxy specifies that the Common Shares it represents are to be withheld from voting for the re-appointment of MNP LLP as the auditors of the Company to hold office until the close of the next annual general meeting of the Company and authorizing the Board of Directors to fix the remuneration of the auditors of the Company for the ensuing year, the persons named in the Proxy intend to vote for such re-appointment and authorization.

IV. ANNUAL APPROVAL OF STOCK OPTION PLAN

The Shareholders will be asked to consider and, if thought appropriate, pass a resolution approving the continuation of the stock option plan (the “**Stock Option Plan**”) of the Company. Pursuant to the policies of the TSX Venture Exchange (“**TSXV**”), the Company is required to obtain shareholder approval of the Stock Option Plan each year because the Stock Option Plan is a rolling-maximum option plan whereby the maximum number of Common Shares that may be reserved for issuance and which can be purchased upon the exercise of all options granted under the Stock Option Plan is fixed at 10% of the issued and outstanding Common Shares from time to time. The Stock Option Plan was first adopted by the Company in June, 2006 and its continuation has been approved by the Shareholders of the Company at the annual meeting of Shareholders in each of the subsequent years.

A summary of the Stock Option Plan is set out under “SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS”.

The complete text of the resolution which management intends to place before the Meeting for approval, confirmation, and adoption, with or without modification is set out in Schedule “A” to this Management Information Circular. In order to be effective, this resolution requires the approval of a majority of the votes cast by Shareholders who vote in respect of the resolution.

Unless a Proxy specifies that the Common Shares it represents are to be voted against the approval of the Stock Option Plan, the persons named in the Proxy intend to vote for such approval.

V. Approval of Amended & Restated Shareholder Rights Plan

The Shareholders will be asked to consider and, if thought appropriate, to pass a resolution (the “**Rights Plan Resolution**”) to approve certain amendments to and re-confirming, the shareholder rights plan agreement initially entered into between the Company and CST Trust Company (the “**Rights Agent**”) dated April 16, 2014 and amended and restated on June 12, 2017 (the “**Rights Plan**”).

Proposed Amendments

Effective May 9, 2016, significant amendments to the take-over bid regime in Canada came into force with the adoption of National Instrument 62-104 - *Take-Over Bids and Issuer Bids* (“**NI 62-104**”). Among other changes introduced by NI 62-104, the minimum period that a take-over bid must remain open for deposits of securities thereunder was increased from 35 days to 105 days,

which may be reduced upon occurrence of certain competing take-over bids or alternative change in control transactions.

The Company has amended and restated the Rights Plan to reflect the implementation of NI 62-104 on June 12, 2017 with the effectiveness of such amendments and restatement remaining subject to the requisite shareholder approval to be sought at this Meeting.

The only proposed substantive amendment to the Rights Plan is with respect to the amendment of the definition of a Permitted Bid under the Rights Plan to provide that any offer by way of take-over bid must be made to all holders of Common Shares of the Company pursuant to and in compliance with NI 62-104. In addition, certain non-substantive, technical or administrative amendments have been made to the Rights Plan to address the changes to the take-over bid regime made by NI 62-104, including, among other things, the amendment of the definition of a Competing Permitted Bid to reflect the changes made to the definition of a Permitted Bid.

The following is a summary of the principal terms of the Rights Plan (as amended and restated). This summary is qualified in its entirety by reference to the text of the Rights Plan. A Shareholder or any other interested party may obtain a copy of the Rights Plan by contacting the Corporation or by accessing it under the Corporation's SEDAR profile at www.sedar.com.

Purpose of the Shareholder Rights Plan

The primary purpose of the Rights Plan is to protect Shareholders from unfair, abusive or coercive takeover strategies, including the acquisition of control of the Company by a bidder in a transaction or series of transactions that does not treat all the Shareholders equally or fairly or that does not afford all the Shareholders an equal opportunity to share in any premium paid upon an acquisition of control. Under the current securities legislation, an offeror may still obtain control or effective control of a corporation without treating all shareholders equally through purchases exempt from the current take-over bid rules (“**Exempt Purchases**”), which include acquisitions of control through creeping bids which are the accumulation of more than 20% of the Common Shares of the Company. For example, an acquirer could acquire blocks of Common Shares by private agreement from one or a small group of Shareholders at a premium to market price, which premium is not shared by the other shareholders. In addition, a person could slowly accumulate Common Shares through acquisition of Common Shares on or through the facility of TSXV which may result, over time, in an acquisition of control or effective control without paying a control premium or fair sharing of any control premium among Shareholders. Under the Rights Plan, in order to qualify as a Permitted Bid (as defined in the Rights Plan), any offer to acquire 20% or more of the Company's Common Shares, including any offer of Exempt Purchases, must be made by way of take-over bid circular to all holders of Common Shares.

The Rights Plan is also designed to afford both the Shareholders and the Board of Directors of the Company sufficient time to assess offers made for the control stake of the Company and to pursue, explore and develop alternative courses of action in any attempt to maximize shareholder value. The Rights Plan encourages potential acquirers who seek to acquire a control stake of the Company to proceed either by way of a Permitted Bid, which requires their take-over bids to satisfy certain

minimum standards designed to promote fairness in accordance with NI 62-104, or to obtain the concurrence of the Board under certain circumstances permitted by the Rights Plan.

Issue of Rights

Upon approval and reconfirmation of the Rights Plan by the Shareholders, the Board authorized the issuance of one right (a “**Right**”) in respect of each Common Share outstanding at the close of business on April 16, 2014 (the “**Record Time**”) which is the effective date of the original shareholder rights plan agreement between the Company and the Rights Agent. In addition, the Board authorized the issuance of one Right in respect of each additional Common Share issued after the Record Time. The Rights initially trade together with the Common Shares and are represented by the certificates representing such Common Shares (including certificates issued prior to the Record Time). Until the Rights separate from the Shares and become exercisable, certificates representing the Rights will not be distributed to Shareholders.

Term

Unless the Rights Plan receives the requisite shareholder approval at this Meeting, it will terminate and be void and of no further force or effect. If the Rights Plan receives the requisite shareholder approval at this Meeting, at the annual meeting of shareholders of the Company to be held in 2020 and every third anniversary thereafter, the Board of Directors may submit a resolution ratifying the continued existence of the Rights Plan (as it may be amended or restated) to the Shareholders for their consideration and approval. If no such resolution is submitted to any such meeting or the resolution does not receive the requisite shareholder approval, the Rights Plan and all outstanding Rights shall terminate and be void and of no further force and effect.

Permitted Bid

The requirements for a Permitted Bid under the Rights Plan include the following:

- (a) the take-over bid must be made by way of a take-over bid circular;
- (b) the take-over bid must be made to all holders of Common Shares, other than the offeror;
and
- (c) the take-over bid must be made pursuant to and in compliance with NI 62-104.

The Rights Plan allows for a competing Permitted Bid (a “**Competing Permitted Bid**”) to be made while a Permitted Bid is in existence. A Competing Permitted Bid must satisfy all the requirements of a Permitted Bid except that it may expire on the same date as the Permitted Bid, subject to the requirements of NI 62-104.

Exercise of Rights

Notwithstanding the effectiveness of the Rights Plan, the Rights are not exercisable until the Separation Time. Unless waived by the Board in the circumstances permitted by the Rights Plan, the Separation Time would generally be the close of business on the tenth trading day after the the following event, whichever is the earliest to occur:

(a) the first public announcement that a person or a group of affiliated or associated persons has acquired beneficial ownership of 20% or more of the outstanding Common Shares (i.e. becoming an “Acquiring Person”) other than as a result of, among other things (i) a reduction in the number of Common Shares outstanding, or (ii) a “Permitted Bid” or a “Competing Permitted Bid”;

(b) the date of commencement of, or the first public announcement of an intention of any person (other than the Corporation or any of its subsidiaries) to commence a take-over bid (other than a Permitted Bid or a Competing Permitted Bid) where the Common Shares that are subject to the bid together with the Common Shares beneficially owned by that person (including affiliates, associates and others acting jointly or in concert therewith) would constitute 20% or more of the outstanding Common Shares; and

(c) the date upon which a Permitted Bid or a Competing Permitted Bid ceases to be such.

The acquisition by an Acquiring Person of 20% or more of the voting shares of the Corporation, other than by way of a Permitted Bid, is referred to as a “Flip-in Event”. A Flip-in-Event does not include certain acquisitions approved by the Board or acquisitions pursuant to a Permitted Bid or Competing Permitted Bid. Any Rights held by an Acquiring Person (including affiliates, associates and others acting jointly or in concert therewith) will become void upon the occurrence of a Flip-in Event. From and after the Separation Time, each Right entitles the holder thereof to purchase one Common Share at an exercise price equal to two times of the prevailing market price at the Separation Time, which in effect, permit the Rights holders to purchase Common Shares at a 50% discount to the market price.

In the event of an unsolicited takeover bid or a bid that is not a Permitted Bid under the Rights Plan, the Board believes that the effect of the Shareholder Rights Plan will be to enhance Shareholder value, ensure equal treatment of Shareholders in the context of an acquisition of control, and lessen the pressure on Shareholders to tender to a bid. It is not the intention of the Board to entrench themselves or avoid a bid for control that is fair and in the best interest of Shareholders. For example, Shareholders may tender to a bid which meets the Permitted Bid criteria without triggering the Shareholder Rights Plan, regardless of the acceptability of the bid to the Board. The Rights Plan does not diminish or detract from the duty of the Board to act honestly, in good faith and in the best interests of the Company and its Shareholders, or to consider on that basis any take-over bid that is made, nor does the Rights Plan alter the proxy mechanism to change the Board, create dilution on the initial issue of the rights, or change the way in which the Company’s Common Shares trade.

Shareholder Approval

For the Rights Plan to continue in effect after the Meeting, it must be approved and re-confirmed by a majority of votes cast by Independent Shareholders at the Meeting. “**Independent Shareholders**” is defined in the Rights Plan as all holders of voting shares, excluding: (i) any Acquiring Person (as defined in the Rights Plan); (ii) any person that is making, or has announced a current intention to make, a take-over bid for the voting shares; (iii) affiliates or associates of the foregoing persons; (iv) persons acting jointly or in concert with such excluded persons; or (v) any employee benefit, deferred profit sharing, stock participation or other similar plan or trust for the

benefit of employees of the Company unless the beneficiaries of the plan or trust direct the manner in which the voting shares are to be voted.

Pursuant to the applicable policies of the TSXV, the TSXV may also require that the Rights Plan be ratified by a vote of Shareholders of the Corporation that excludes any shareholder holding greater than 20% of the outstanding voting shares of the Company, and any affiliates, associates or insiders thereof.

As of the date hereof, the Company is not aware of any holder of Common Shares of the Company that would be excluded from voting on the Rights Plan Resolution.

If the Rights Plan Resolution is not passed by the requisite majority at the Meeting, the Rights Plan will terminate and be void and of no further force or effect.

The complete text of the Rights Plan Resolution which management intends to place before the Meeting for approval, confirmation, and adoption, with or without modification is set out in Schedule "B" to this Management Information Circular.

The Board recommends that Shareholders vote FOR the Rights Plan Resolution. Unless the Shareholder directs that his, her or its Common Shares are to be voted against the Rights Plan Resolution, the person named in the enclosed form of proxy will vote FOR the Rights Plan Resolution. In order to be adopted, the Rights Plan Resolution must be passed by a majority of the votes cast by Independent Shareholders at the Meeting.

VI. APPROVAL OF NAME CHANGE

Shareholders will be asked to consider and, if thought appropriate, to pass a special resolution authorizing the Board of Directors to change the name of the Company to such name as may be approved by the Board of Directors and applicable regulatory authorities (the "**Name Change**").

Notwithstanding the approval by the Shareholders, the Board of Directors may, without further shareholder action, revoke the special resolution authorizing the Name Change and not proceed with the Name Change, if in the sole discretion of the Board, it is deemed desirable to do so.

The complete text of the resolution (the "**Name Change Resolution**") which management intends to place before the Meeting for approval, confirmation, and adoption, with or without modification is set out in Schedule "C" to this Management Information Circular.

The Board recommends that Shareholders vote FOR the Name Change Resolution. Unless the Shareholder directs that his, her or its Common Shares are to be voted against the Name Change Resolution, the person named in the enclosed form of proxy will vote FOR the Name Change Resolution. In order to be effective, the Name Change Resolution requires the approval of at least two thirds (2/3) of the votes cast by Shareholders who vote in respect of the resolution.

INFORMATION CONCERNING THE COMPANY

EXECUTIVE COMPENSATION

Summary Compensation Table of Named Executive Officers

The purpose of this section is to describe the compensation of certain Named Executive Officers of the Company in accordance with Form 51-102F6 – *Statement of Executive Compensation* published by the Canadian Securities Administrators. When used in this Management Information Circular, “Named Executive Officer” means: (i) each person who acted as the Chief Executive Officer or the Chief Financial Officer of the Company (or in similar capacities thereof) during the most recently completed financial year of the Company; and (ii) the other three most highly compensated executive officers of the Company whose compensation exceeded \$150,000 during the most recently completed financial year of the Company.

As of December 31, 2016, the last day of the most recently completed financial year of the Company, the Company has three Named Executive Officers: Christopher Frostad, Chief Executive Officer, Darren Koningen, President and Janet O’Donnell, Chief Financial Officer of the Company. The following table provides information for the three most recently completed financial years ended December 31, 2016 regarding compensation paid to or earned by each of the Named Executive Officers.

Name and Principal Position	Fiscal Year	Salary (\$)	Share-based Awards (\$)	Option-based Awards (\$) ⁽¹⁾	Non-equity incentive plan compensation (\$)		Pension Value (\$)	All Other Compensation (\$) ⁽³⁾	Total Compensation (\$)
					Annual Incentive Plans ⁽²⁾	Long-term Incentive Plans			
Christopher Frostad ⁽⁴⁾⁽⁵⁾ CEO	2016	132,800	-	116,350	-	-	-	-	248,150
	2015	28,000	-	78,000	-	-	-	-	106,000
	2014	110,000	-	-	-	-	-	-	110,000
Darren Koningen ⁽⁶⁾⁽⁷⁾ President	2016	188,800	-	116,350	-	-	-	-	305,150
	2015	0	-	78,000	-	-	-	-	78,000
	2014	110,000	-	-	-	-	-	-	110,000
Janet O’Donnell CFO	2016	12,000	-	-	-	-	-	-	12,000
	2015	12,000	-	-	-	-	-	-	12,000
	2014	36,000	-	-	-	-	-	-	36,000

Notes:

- (1) No stock options were granted in the financial year ended December 31, 2014. Grant date fair values for the financial year ended December 31, 2015 and the financial year ended December 31, 2016 were determined as \$0.104 and \$0.179 per Option, respectively, using the Black-Sholes method and the following assumptions:

	December 31, 2016	December 31, 2015	December 31, 2014
Risk free interest rate	0.65%	0.96%	N/A
Expected dividend yield	0%	0%	N/A
Expected volatility	169.75%	170.96%	N/A
Expected life	5 years	5 years	N/A

The Company chose the Black-Scholes method because it is recognized as the most common methodology for valuing options and doing value comparisons.

- (2) Represents bonuses paid in respect of each financial year.
- (3) The aggregate value of all perquisites for each Named Executive Officer does not exceed the lesser of \$50,000 and 10% of his/her total salary and bonus.
- (4) Mr. Frostad was also a director of the Company. He received the aforementioned salary payments and option-based awards in his capacity as CEO of the Company and did not receive any additional compensation for serving as a director of the Company in each of the last three financial years.
- (5) Mr. Frostad ceased to be the CEO and a director of the Company effective May 31, 2017.
- (6) Mr. Koningen was appointed President of the Company on May 27, 2015. Prior to such appointment, He acted as Vice President, Technical Services of the Company. Mr. Koningen is also a director of the Company. He received the aforementioned salary payments and option-based awards in his capacity as Vice President, Technical Services for the financial year ended December 31, 2014 and as President of the Company for the financial years ended December 31, 2015 and 2016. Mr. Koningen did not receive any additional compensation for serving as a director of the Company in each of the last three financial years.
- (7) Mr. Koningen was appointed CEO in addition to being the current President of the Company effective May 31, 2017

Compensation Discussion and Analysis

The compensation of the directors and officers of the Company is set by the Board of Directors. The Board of Directors reviews on an annual basis the cash compensation, performance and overall compensation package for each Named Executive Officer and report their findings and recommendations to the Board of Directors.

Executive Compensation Program Objectives

The objectives of the Company's executive compensation program are:

1. to attract and retain qualified and experienced executives in order to drive the continued development of the Company and its current and future exploration and development assets;
2. to align the interests of the Company's executives with the interests of the Company's shareholders;
3. to reward executives for reinforcing the Company's business objectives and values, for achieving the Company's performance objectives and for their individual performances; and
4. to provide to the Company's executives the compensation packages that are competitive with those received by executives with similar talents, qualifications and responsibilities at companies with similar financial, operating and industrial characteristics.

Elements of Executive Compensation

Compensation for the Company's Named Executive Officers consists of the following elements:

1. fixed compensation in the form of base salary;
2. short-term incentive in the form of annual performance bonus; and
3. long-term equity-based incentive in the form of incentive stock options.

Purpose of Each Compensation Element

Base salary is designed to attract and retain executives by providing reasonable income certainty at a level that is competitive with the base salaries for executives with similar talents, qualifications and responsibilities at companies with similar financial, operating and industrial characteristics.

Annual performance bonuses are intended to provide short-term incentives to executives by rewarding them for their yearly individual contribution and achievement of the Company's performance objectives in the context of overall annual corporate performance.

Equity incentive awards are designed to, among other things, motivate executives to achieve longer-term sustainable business results and align their interests with those of the Shareholders, since grantees of equity incentive awards benefit only if the market value of the common shares at the time of stock option exercise is greater than the exercise price of the stock options determined with reference to the market price of the common shares at the time of grant. Consistent with most other junior mining companies who do not have significant revenues, the Board of Directors believes that security-based compensation arrangements are a critical component of the Company's compensation arrangements and are necessary and vital to attracting and retaining key individuals.

Determination of the Amount of Each Compensation Element

Base Salary – Base salaries of the Named Executive Officers are generally negotiated at the time of engagement and set forth in their respective employment or consulting agreements entered into with the Company. Upon engagement, the Named Executive Officers' base salaries are subject to annual review by the Board of Directors. The determination of base salaries of Named Executive Officers is based on the assessment of a number of factors such as current competitive market conditions, experience of the Named Executive Officers with other issuers in the industry and factors particular to the Named Executive Officers, including individual performance in the context of the Company's overall performance, the scope of the Named Executive Officer's role with the Company and retention considerations.

Annual Performance Bonus – The granting of annual performance bonuses to the Named Executive Officers will only be made under extraordinary circumstances and is at the discretion of the Board of Directors of the Company. The decision of the Board of Directors to grant annual performance bonuses is based on the evaluation by the Board of Directors of each Named Executive Officer's yearly individual contribution to the achievement of the Company's performance objectives and in the context of the overall annual performance of the Company. The Company is a junior mining company involved primarily in exploration and development and has not generated significant revenues from operations for a significant period of time. As a result, the use of traditional performance standards, such as corporate profitability, is not considered by the Board of Directors to be appropriate in the evaluation of the performance of the Named Executive Officers. Instead, effective completion of the Company's exploration work programs within pre-determined budgets, significant exploration discoveries, mineral resource and reserve upgrades, advancement of exploration projects to producing mines, fulfillment of option agreement conditions, successful acquisitions and/or financings required for meeting the Company's objectives and its sustainability and growth are among the key factors for Board of Directors' evaluation of the Named Executive Officers' yearly performance. Other considerations such as working capital level, cash position of the Company and overall market environment are also taken into consideration by the Board of Directors in the determination of annual performance bonuses. In respect of the Company's financial year ended December 31, 2016, no bonus was granted to the Named Executive Officers.

Option-based awards – The Company has established the Stock Option Plan under which incentive stock options are granted to directors, officers, employees and consultants of the Company as an incentive to serve the Company in attaining its goal of improving Shareholder value. Incentive stock options are generally awarded to the Named Executive Officers on an annual basis. The determination of incentive option awards is based on a variety of factors, such as the need to attract or retain key individuals,

competitive market conditions and internal equity. The amounts and terms of historical and outstanding awards are taken into account from time to time in the determination of option awards. Options are awarded by the Board of Directors with recommendation by the Board of Directors in a manner that ensures that the total number of options granted to any particular individual, including previous grants of options, is commensurate with the individual's level of ongoing responsibility and contribution to the Company. All options under the Stock Option Plan vest immediately upon granting. The Board of Directors determines at the date of grant of the option the exercise price for each option, in accordance with the policies of the TSXV. A summary of the Stock Option Plan is set out under "SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS".

The allocation of an executive's compensation to the foregoing elements of the executive compensation packages is not based on a formula or comparison to a defined benchmark group, but rather is intended generally to reflect market practices and realities as well as the discretionary assessment by the Board of Directors of each Named Executive Officer's past contribution and ability to contribute to future short-term and long-term business results.

Outstanding Option-Based Awards for Named Executive Officers

The following table sets forth all option-based awards of the Company granted to the Named Executive Officers that were granted before, and remain outstanding as of the end of, the financial year ended December 31, 2016.

Named Executive Officer	Option-Based Awards			
	Number of Securities Underlying Unexercised Options	Option Exercise Price (\$) ⁽¹⁾	Option Expiration Date	Value of Unexercised in-the-money Options (\$) ⁽²⁾
Christopher Frostad, CEO	650,000	\$0.19	July 20, 2021	Nil
	750,000	\$0.11	June 18, 2020	\$22,500
Darren Koningen, President	650,000	\$0.19	July 20, 2021	Nil
	750,000	\$0.11	June 18, 2020	\$22,500
Janet O'Donnell, CFO	Nil	N/A	N/A	N/A

Notes:

- (1) Options are exercisable for the purchase of Common Shares.
- (2) The in-the-money value is equal to the number of options multiplied by the difference between the exercise price of the options and \$0.14, the closing trading price of the Common Shares on the TSXV on December 30, 2016.

Value Vested or Earned During the Year for Named Executive Officers

The following table sets forth, in respect of the share-based and option-based awards of the Company granted to the Named Executive Officers that vested during the most recently completed financial year, the aggregate dollar value that would have been realized if the options under the option-based awards had been exercised on the vesting date and the aggregate dollar value realized upon vesting of share-based awards.

Named Executive Officer	Option-Based Awards – Value Vested During the Year (\$) ⁽¹⁾	Share-Based Awards – Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)
Christopher Frostad, CEO	Nil	Nil	Nil
Darren Koningen, President	Nil	Nil	Nil
Janet O’Donnell, CFO	Nil	Nil	Nil

Note:

- (1) Based on the difference between the exercise price of the options and the closing trading price of the Common Shares on the TSXV as of the date of vesting.

Management Contracts

The management functions of the Company are performed by the executive officers and directors of the Company. As of the date hereof, the Company has not entered into any management contracts with any third parties.

Termination and Change of Control Benefits

In the financial year ended December 31, 2016, the Company did not provide any compensation, monetary or otherwise, to any person who now or previously acted as a Named Executive Officer of the Company, in connection with or related to the retirement, termination or resignation of such person, or as a result of a change of control of the Company.

Other than described below, the Company currently has no contracts, agreements, plans or arrangements that provide for payments to an Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in a Named Executive Officer’s responsibilities.

Christopher Frostad

The services of Mr. Frostad as Chief Executive Officer of the Company for the period from July 1, 2010 until April 30, 2016 were provided under the terms of a consulting agreement between the Company and Frostad Advisory Services Inc. (“**FASI**”, together with Mr. Frostad, the “**Consultant**”), a wholly owned company of Mr. Frostad, effective as of July 1, 2010. The agreement provides for a monthly fee of \$10,000 and option awards at least equal to or greater than the number of stock options granted to any other officers or directors of the Company. The monthly fee was adjusted from \$10,000 to \$9,167 for the financial year ended December 31, 2014, to \$0 for the first five months of the financial year ended December 31, 2015 and to \$4,000 per month until April 30, 2016.

On May 1, 2016, the Consultant entered into a new consulting agreement (the “**2016 Consulting Agreement**”) with the Company with respect to Mr. Frostad’s services as Chief Executive Officer for the Company. The 2016 Consulting Agreement provides for an annual fee of \$160,000 (the “**Annual Consulting Fee**”) payable in equal monthly instalments of \$13,333, and a discretionary bonus of up to 10% of the Annual Consulting Fee (the “**Additional Discretionary Fees**”). The agreement further provides that until (a) a project financing is secured for the Company’s La Fortuna project, (b) termination of the 2016

Consulting Agreement pursuant to the terms thereof or (c) such earlier date as may be determined by the Compensation Committee of the Company (each a “**Full Payment Event**”), the Company shall only pay a monthly fee of \$7,000 with the balance of the consulting fee (the “**Deferred Amount**”) being subject to an additional payment equal to 20% of the Deferred Amount (the “**Additional Deferred Fee**”) payable upon the occurrence of a Full Payment Event.

Pursuant to the terms of the 2016 Consulting Agreement, the Company may immediately terminate the agreement for cause by written notice. The Company also has the right to terminate the agreement without cause by providing the Consultant with the balance of any amounts owing, if any, and a termination fee (the “**Termination Fee**”) equal to (a) 12 months of monthly Consulting Fee, and (b) an amount equal to the Additional Discretionary Fees that the Consultant received in the 12 months immediately prior to the termination date. .

Upon the occurrence of a corporate event or transaction that leads to the change of control of the Company (“**Change of Control**”), the Consultant may terminate the 2016 Consulting Agreement with a 30-day prior written notice to the Company (the “**Change of Control Termination Notice**”). Upon delivery of such notice, the Company shall pay to the Consultant: (a) the Termination Fee and (b) the balance of any other amounts owing, if any, to and including the date the Change of Control Termination Notice is provided to the Company or the last day on which services are provided by Mr. Frostad in his capacity as the CEO of the Company, whichever is later.

Darren Koningen

The services of Mr. Koningen are provided under the terms of a consulting agreement between the Company and Mr. Koningen effective as of October 1, 2010, as amended in subsequent years. As of the latest amendment on June 1, 2015 and subsequent agreement between Mr. Koningen and the Company, Mr. Koningen is entitled to invoice the Company at a rate of \$800 per day.

Pursuant to the terms of the consulting agreement, the Company may immediately terminate the agreement for cause by written notice. The Company also has the right to terminate the agreement without cause by providing Mr. Koningen a lump sum termination fee of \$100,000.

Janet O’Donnell

The services of Ms. O’Donnell as Chief Financial Officer of the Company are provided under the terms of a consulting agreement between the Company and Ms. O’Donnell effective as of September 1, 2010. The agreement provides for a monthly fee of \$6,000 and option awards to be determined by the Board of Directors. The monthly fee was adjusted to \$3,000 for the financial year ended December 31, 2014, and to \$3,000 for every quarter (i.e. \$1,000 per month) for the financial years ended December 31, 2015 and 2016

Pursuant to the terms of the consulting agreement, the Company may immediately terminate the agreement for cause by written notice. The Company also has the right to terminate the agreement without cause by providing Ms. O’Donnell with a two-month notice or two-month cash compensation in lieu of such notice.

Compensation of Directors

The following table provides details of the compensation for the most recently completed financial year provided to the directors of the Company, other than Christopher Frostad and Darren Koningen who are Named Executive Officers by virtue of being Chief Executive Officer and President, respectively, of the Company. The details of the compensation for Mr. Frostad and Mr. Koningen have been provided under

“EXECUTIVE COMPENSATION – Summary Compensation Table for Named Executive Officers”.

Name	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Borys Chabursky	\$10,000	Nil	\$107,400	Nil	Nil	Nil	\$117,400
Bruce Durham	\$10,000	Nil	\$107,400	Nil	Nil	Nil	\$117,400
Ruben Padilla	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Note:

- (1) Please refer to the “EXECUTIVE COMPENSATION – Summary Compensation Table for Named Executive Officers” for a discussion on the determination of grant date fair values.

The Company has not paid any additional compensation to its directors during the financial year ended December 31, 2016. No compensation is paid to the directors of the Company for attendance at board or committee meetings.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth all option-based awards of the Company granted to the directors (other than Christopher Frostad and Darren Koningen who are Named Executive Officers) that were granted before, and remain outstanding as of the end of, the most recently completed financial year. The relevant information for Mr. Frostad and Mr. Koningen has been provided under “EXECUTIVE COMPENSATION - Outstanding Option Based Awards for Named Executive Officers”.

Name	Number of Securities Underlying Unexercised Options	Option Exercise Price (\$) ⁽¹⁾	Option Expiration Date	Value of Unexercised in-the-money Options (\$) ⁽²⁾
Borys Chabursky	600,000	\$0.19	July 20, 2021	Nil
	500,000	\$0.11	June 18, 2020	\$15,000
Bruce Durham	600,000	\$0.19	July 20, 2021	Nil
	500,000	\$0.11	June 18, 2020	\$15,000
Ruben Padilla	Nil	Nil	Nil	Nil

Notes:

- (1) Options are exercisable for the purchase of Common Shares.
- (2) The in-the-money value is equal to the number of options multiplied by the difference between the exercise price of the options and \$0.14, the closing trading price of the Common Shares on the TSXV on December 30, 2016.

Value Vested or Earned During the Year

The following table sets forth, in respect of the share-based and option-based awards of the Company granted to the directors of the Company (other than Christopher Frostad and Darren Koningen who are Named Executive Officers) that vested during the most recently completed financial year, the aggregate dollar value that would have been realized if the options under the option-based awards had been exercised

on the vesting date and the aggregate dollar value realized upon vesting of share-based awards. The relevant information for Mr. Frostad and Mr. Koningen has been provided under “EXECUTIVE COMPENSATION – Value Vested or Earned During the Year for Named Executive Officers”.

Name	Option-Based Awards – Value Vested During the Year (\$) ⁽¹⁾	Share-Based Awards – Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)
Borys Chabursky	Nil	Nil	Nil
Bruce Durham	Nil	Nil	Nil
Rubin Padilla	Nil	Nil	Nil

Note:

- (1) Based on the difference between the exercise price of the options and the closing trading price on the TSXV as of the date of vesting.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Stock Option Plan was approved by Shareholders of the Company at the Company’s Shareholders meeting held in June 2006 and its continuation has been approved by the Shareholders of the Company at the annual meeting of Shareholders in each of the subsequent years.

The purpose of the Stock Option Plan is to encourage ownership of Common Shares by directors, officers, employees and consultants of the Company and thereby provide additional incentive for them to promote the successes of the Company.

The Stock Option Plan provides that the Board of Directors may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Company, or any subsidiary of the Company, the option to purchase Common Shares. The Stock Option Plan provides for a floating maximum limit of 10% of the outstanding Common Shares.

Under the Stock Option Plan, the number of Common Shares reserved for any one person may not exceed 5% of the outstanding Common Shares (on a non-diluted basis) at the time of grant, the number of Common Shares reserved for issuance to insiders under the Stock Option Plan and any other security based compensation arrangements cannot exceed 10% of the number of issued and outstanding Common Shares and the number of Common Shares issued to insiders, within any one year period, under the Stock Option Plan and any other security based compensation arrangements cannot exceed 10% of the aggregate outstanding Common Shares (on a non-diluted basis).

The Board of Directors determines the price per Common Share and the number of Common Shares that may be allotted to each director, officer, employee and consultant and all other terms and conditions of the options, subject to the rules of the TSXV. Assuming the approval of the Stock Option Plan, the granting of options to such eligible persons will be subject to the rules of the TSXV.

The Stock Option Plan does not set out explicit vesting requirements for options granted to directors, officers, employees and consultants, although the Board of Directors may attach a vesting period or periods to individual grants as it deems appropriate. The price per Common Share set by the Board of Directors

cannot be less than the market price in Canadian dollars of the Common Shares at the time of the granting of such option under the Stock Option Plan. The term of an option shall not be for less than one year and not more than ten years from the date the option is granted.

The nature of the Company's business gives rise to a number of periods each year during which directors, officers and employees are precluded from trading in the securities of the Company in accordance with the Company's policy respecting restrictions on employee trading (which, for greater certainty, does not include the period during which a cease trade order is in effect to which the Company or in respect of an insider, that insider, is subject). These periods are referred to as "blackout periods". At the Company's shareholders meeting held in May 2008, shareholders approved an amendment to the Stock Option Plan providing for an automatic extension of the term of an option of ten business days after the expiry of the blackout period if the option would have otherwise expired during, or within ten business days after, a Company-imposed blackout period.

In the event of the death of an optionee while in the employment, or as a consultant, a director or an officer of the Company or a subsidiary of the Company prior to the expiry date of the option, the option may be exercised by the legal representatives of such optionee at any time up to the earlier of: (i) the date which is the first anniversary of the date of death of such optionee; or (ii) the expiry date of the option, whichever is the earlier, after which the option shall terminate.

In the event that an optionee ceases to be an officer, director or full-time employee of the Company or one of its subsidiaries by reason of resignation, removal or discharge for cause, then the options shall terminate on the date that notice of resignation is received by the Company or the date that notice of removal or discharge is given to the optionee, or upon such later date as the Board may approve. In the event that an optionee ceases to be an officer, director or full-time employee of the Company or one of its subsidiaries for reasons other than those described above, the optionee shall be entitled to exercise the options for 30 days following such cessation, or such longer period as the Board may determine, provided that the date of expiry provided in the original grant of the options shall not be extended.

The options granted under the Stock Option Plan are not transferable or assignable, except in certain circumstances relating to the death of an eligible optionee.

The Stock Option Plan includes provisions typical of these types of plans for adjustments to be made to the type, number and/or price of securities subject to the option upon the occurrence of certain events, such as the subdivision, consolidation, reclassification, conversion, or substitution of the Common Shares, payment of a stock dividend or an amalgamation involving the Company.

On April 26, 2011, the Board of Directors approved certain amendments to the Stock Option Plan to reflect the new tax withholding requirements under the Income Tax Act (the "*Tax Act*"). Pursuant to the amendments, if the Company is required under the Tax Act or any other applicable law to remit to any governmental authority an amount on account of tax on the value of any taxable benefit associated with the exercise or disposition of options by an optionee, the optionee must, concurrently with the exercise or disposition (i) pay the Company an amount equal to the required tax remittance, (ii) authorize the Company to sell in the market a portion of the Common Shares being issued upon exercise of the options as is required to realize cash proceeds to fund the required tax remittance, or (iii) make other acceptable arrangements to fund the required tax remittance. These amendments were approved at the annual and special meeting of shareholders held on June 9, 2011.

The foregoing summary is qualified in its entirety by the full text of the Stock Option Plan, which is available under the Company's profile on SEDAR (www.sedar.com) or on written request to the Company at 55 York Street, Suite 402, Toronto, ON M5J 1R7, Fax: (416) 603-8368.

The following table sets out the number of Common Shares reserved for issuance, the weighted average exercise price, and the number of Common Shares remaining for future issuance under the Company's equity compensation plans as of December 31, 2016:

Stock Option Plan Information			
Plan Category	Number of Common Shares to be Issued on the Exercise of Outstanding Options	Weighted-Average Exercise Price of Outstanding Options	Number of Securities Remaining Available for Future Issuance under the Stock Option Plan
Plans Approved by Shareholders	7,600,000	\$0.16	1,079,424
Plans Not Approved by Shareholders	Nil	N/A	Nil
Total	7,600,000	\$0.16	1,079,424

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the present or former directors, proposed nominees or senior officers of the Company or their respective associates or affiliates are, were or have been indebted to the Company or subject to a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company, at any time since the beginning of the last completed financial year of the Company and as at the date hereof.

CORPORATE GOVERNANCE

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) adopted by the Canadian securities regulatory authorities requires that, if management of any issuer solicits proxies from its security holders for the purpose of electing directors, certain disclosure of its corporate governance practices must be included in its management information circular.

National Policy 58-201 – *Corporate Governance Guidelines* (“**NP 58-201**”) establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines. However, the Board of Directors considers that some of the guidelines are not suitable for the Company at its current stage of development. Therefore, certain guidelines under NP 58-201 have not been adopted. The Company will continue to review and implement the corporate governance guidelines set out in NP 58-201 as the business of the Company progresses.

The Board of Directors

Independence of the Board of Directors

Three of the four current members of the Board of Directors, Borys Chabursky, Bruce Durham and Rubin Padilla are independent within the meaning of NI 58-101. The basis for this determination is that, since the beginning of the financial year commencing January 1, 2016, none of the independent directors have worked as executives or employees for the Company, received remuneration from the Company or had material contracts with or material interests in the Company which could interfere with their ability to act with a view to the best interests of the Company.

Darren Koningen is considered to be not independent because he serves as President and CEO of the Company.

To facilitate the directors of the Company functioning independent of management, the following structures and processes are in place:

- where a majority of the Board of Directors are members of management, the Company will actively recruit qualified independent directors; and
- where appropriate, during regularly scheduled meetings, non-independent directors and members of management are excluded from certain discussions.

Directorships with Other Reporting Issuers

The following directors are presently directors of other reporting issuers:

Name of Director	Name of other Reporting Issuers
Borys Chabursky	Purepoint Uranium Group Inc. and Acerus Pharmaceuticals Corp.
Bruce Durham	Canoe Mining Ventures Corp., Nebu Resources Inc. Norvista Capital Corp Schyan Exploration Inc. and Rockcliff Copper Corporation.
Darren Koningen	Norvista Capital Corp.
Rubin Padilla	Unigold Inc.

Orientation and Continuing Education

New directors are provided with details of the Company's organizational structure, the structure of the Board of Directors and its committees, compliance requirements for directors, corporate policies and by-laws. They also meet with a number of directors and senior management personnel of the Company and its material subsidiaries to learn of the functions and activities of the Company. On an ongoing basis, presentations are made to the Board of Directors on various aspects of the Company's operations.

The Company has established a process to provide an orientation and education program for new members of the Board of Directors. Such orientation and education program consists of orientation sessions with management, a review of prior activities of the Board of Directors and a review of prior activities of the board committees.

Ethical Business Conduct

In March 2007, the Company adopted a code of business conduct and ethics and related policies (the "Code"), which sets high standards for ethical behaviour throughout the organization. The code was reviewed and updated by the Board of Directors in November 2008.

The Code provides the entire organization with the same frame of reference for dealing with sensitive and complex issues such as conflicts of interest, use of information, confidentiality of business information, corporate opportunities, fair trading, protection and use of company assets, accounting practices, compliance with laws, rules and regulations, and duty to report and consequences.

To facilitate compliance with the Code, the Code encourages all Company personnel to promptly report any problems or concerns and any actual or potential violations of the Code to the Chairman. A waiver of the Code will be granted only in exceptional circumstances and only by the Board of Directors.

The directors of the Company encourage and promote an overall culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations, providing guidance to employees, officers and directors to help them recognize and deal with ethical issues, promoting a culture of open communication, honesty and accountability and ensuring awareness of disciplinary action for violations of ethical conduct.

As some of the directors of the Company also serve as directors and officers of other companies, the Board of Directors must comply with the conflict of interest provisions of the *Business Corporations Act* (Ontario), as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Each director is required to declare the nature and extent of his interest and is not entitled to vote at meetings which involve such conflict.

In March 2007, the Board adopted a whistleblower policy (the “**Whistleblower Policy**”) and delegated to the Audit Committee the responsibility of investigating and resolving all reported complaints made pursuant to the Whistleblower Policy.

In March 2007, the Board adopted an insider trading policy, which provides for practices and procedures governing the trading of Common Shares and other securities of the Company by insiders in order to ensure compliance with applicable securities laws.

Committees of the Board of Directors

The Board of Directors currently has one standing committee, namely the Audit Committee. The Audit Committee is composed of a majority of members who are independent of the Company within the meaning of NI 58-101 (see “AUDIT COMMITTEE”). The Company currently does not have a Compensation Committee or Corporate Governance Committee. Such functions are carried out by the Board of Directors.

Assessments

Due to the small size of the Board of Directors, there is no formal process for evaluating the effectiveness of the Board of Directors, its committee and management. Management reports to the Board of Directors and evaluation of management’s performance takes place informally at the meetings of the Board of Directors or in informal meetings by the independent directors.

AUDIT COMMITTEE

Audit Committee Charter

The full text of the Company’s Audit Committee Charter is set out in Schedule “D” hereto.

Composition of the Audit Committee

The Audit Committee of the Company is currently comprised of Bruce Durham, Borys Chabursky and Darren Koningen. Mr. Durham is the Chairman of the Audit Committee. Each of the members of the Audit Committee is considered to be financially literate.

Bruce Durham and Borys Chabursky are considered to be independent members of the Audit Committee. This determination was made by the Board of Directors upon inquiry of their activities and relationship with the Company.

Relevant Education and Experience

Mr. Durham has been involved in the mineral exploration business for almost 40 years, most of which have been directly in the junior exploration industry. Mr. Durham is currently the President and CEO of Nevada Zinc Corporation and Managing Director of Norvista Capital Corporation as primary occupations. He has served, and continues to serve as a director of a number of public companies. He has acquired the requisite financial literacy and experience to adequately carry out his duties as the Chairman of the Audit Committee through his acting as executive and director of public junior mining exploration companies.

Mr. Chabursky is the founder and Chairman of Shift Health, a consultancy in the life sciences sector. Mr. Chabursky is also the Chairman of SHI Capital, a boutique investment bank, and President of SHI Ventures, a vehicle through which he has invested as an angel in healthcare and life sciences, mining and food and beverage companies. He specializes in strategic planning, capital sourcing and business development. He has acquired the requisite financial literacy and experience to adequately carry out his duties as a member of the Audit Committee through his career in investment banking, and founding, investing, managing and advising various start-up companies.

In addition to his roles at the Company, Mr. Koningen currently is a director and a member of the Audit Committee of Norvista Capital Corp., a TSXV listed company in the business of acquiring and exploring mineral properties and formerly the President and CEO of NWM Mining Corporation, a TSXV listed gold producing company in Sonora Mexico. He has acquired the requisite financial literacy and experience to adequately carry out his duties as a member of the Audit Committee through his aforementioned roles in various public junior mining exploration companies.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, there have been no recommendations of the Audit Committee that the Board of Directors of the Company has not adopted.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial period has the Company relied on the exemption in Section 2.4 (*De Minimis Non-audit Services*) of National Instrument 52-110 – *Audit Committees* ("NI 52-110"), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. The Audit Committee will review the engagement of non-audit services as required.

External Auditor Services Fees

The following table sets out the aggregate fees billed by the Company's external auditors in each of the last two financial years.

Category of Fees	Year Ended December 31, 2016	Year Ended December 31, 2015
Audit Fees ⁽¹⁾	\$32,000	\$28,980
Audit-Related Fees ⁽²⁾	\$2,240	-
Tax Fees ⁽³⁾	\$9,416	-
All Other Fees ⁽⁴⁾	-	\$3,500
Total	\$43,656	\$32,480

Notes:

1. **“Audit Fees”** include fees necessary to perform the annual audit and quarterly reviews of the Company’s financial statements and includes the fees of the Company’s auditors. Audit fees also 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 service.

Reliance on Exemption for Venture Issuers

The Company is a “venture issuer” as the Common Shares are listed for trading on the TSXV. As such, the Company is not required to comply with Part 3 of NI 52-110 (Composition of the Audit Committee) and Part 5 of NI 52-110 (Reporting Obligations) based on the exemption for venture issuers contained in section 6.1 of NI 52-110.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The Company’s auditor is MNP LLP (formerly known as MSCM LLP).

The Company’s registrar and transfer agent is CST Trust Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

An informed person is one who, generally speaking, is a director or executive officer or a 10% Shareholder. To the knowledge of management of the Company, no informed person or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Company or any of its subsidiaries during the financial year ended December 31, 2016, or has any interest in any material transaction in the current year other than as set out herein.

ADDITIONAL INFORMATION

Additional information relating to the Company is filed on the System for Electronic Data Analysis and Retrieval (“**SEDAR**”) and can be accessed on the internet at www.sedar.com.

Financial information is provided in the Company’s comparative financial statements and management

discussion and analysis (“**MD&A**”) for its most recently completed financial year. Shareholders may request copies of such financial statements and MD&A by mailing a request to Minera Alamos Inc. at 55 York Street, Suite 402, Toronto, Ontario M5J 1R7.

DIRECTORS’ APPROVAL

The contents and sending of this Management Information Circular have been approved by the directors of the Company.

DATED the 12th day of June, 2017.

“Darren Koningen”

Darren Koningen, President & CEO

SCHEDULE “A”
RESOLUTION TO APPROVE THE STOCK OPTION PLAN

BE IT RESOLVED as an ordinary resolution of Shareholders that:

1. the incentive stock option plan for the directors, officers, employees and consultants of the Company (the “**Stock Option Plan**”) be and it is hereby approved;
2. any grants of stock options under the Stock Option Plan made during the financial year ended December 31, 2016 be and they are hereby approved, confirmed and ratified;
3. the Stock Option Plan may be amended in order to satisfy the requirements or requests of any regulatory authorities of the TSX Venture Exchange without requiring further approval of the shareholders of the Company; and
4. any director or officer is hereby authorized to execute and deliver all such deeds, documents and other writings and perform such acts as may be necessary in order to give effect to foregoing resolution and the board of directors of the Company from time to time, is hereby authorized to grant options in the capital stock of the Company in accordance with the provisions of the Stock Option Plan and the policies of the TSX Venture Exchange.

**SCHEDULE “B”
RESOLUTION TO APPROVE
AMENDED & RESTATED SHAREHOLDER RIGHTS PLAN**

BE IT RESOLVED as an ordinary resolution of Shareholders that:

1. the amended and restated shareholders rights plan agreement between the Company and CST Trust Company, as described in the Management Information Circular dated June 12, 2017, be and are hereby approved and continuation of the shareholders rights plan of the Company (as amended and restated) is hereby re-confirmed; and
2. any one director or officer of the Company be and is hereby authorized, for and on behalf of the Company, to execute and deliver all documents and instruments and take such other actions as such director or officer may determine to be necessary or desirable to implement this ordinary resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions.”

**SCHEDULE “C”
RESOLUTION TO APPROVE NAME CHANGE**

BE IT RESOLVED as a special resolution of Shareholders that:

1. subject to any necessary regulatory approval, the Board of Directors of the Company are hereby authorized to file articles of amendment changing the current name of the Company to such name as may be approved by the Board of Directors;
2. notwithstanding that this special resolution has been passed by the Shareholders of the Company, the Board of Directors of the Company are hereby authorized and empowered without further notice to, or approval of, the Shareholders to determine not to proceed with the Name Change at any time prior to the filing of the articles of amendment giving effect to the Name Change. The Board of Directors of the Company may, at their sole discretion, revoke this resolution before it is acted upon without further approval or authorization of the Shareholders of the Company;
3. the effective date of the Name Change shall be the date shown in the certificate of amendment issued under the *Business Corporations Act* (Ontario) or such other date as may be determined by the Board of Directors; and
4. any officer or director of the Company is hereby authorized and directed for an on behalf of the Company to execute and deliver all such documents and to do all such other acts and things as he may determine to be necessary or advisable to give effect to this special resolution including, without limitation, to determine the timing for delivery and effect the delivery of articles of amendment in the prescribed form to the Director appointed under the *Business Corporations Act* (Ontario), the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

SCHEDULE “D” AUDIT COMMITTEE CHARTER

Purpose

The committee will assist the Board of Directors of the Company (the “**Board**”) in fulfilling its responsibilities. The committee will review the financial reporting process, the system of internal control and management of financial risks, the audit process, and the Company's process for monitoring compliance with laws and regulations and its own code of business conduct as it relates to financial reporting and disclosure. In performing its duties, the committee will maintain effective working relationships with the Board, management, and the external auditors and monitor the independence of those auditors. The committee will also be responsible for reviewing the Company's financial strategies, its financing plans and its use of the equity and debt markets.

To perform his or her role effectively, each committee member will obtain an understanding of the responsibilities of committee membership as well as the Company's business, operations and risks.

Committee Membership

The Committee shall consist of no fewer than three members, a majority of whom shall not be officers or employees of the Company or any of its affiliates and who shall meet the independence requirements of Canadian securities laws and the Toronto Stock Exchange. The members and chair of the Committee shall be appointed and removed by the Board in accordance with the rules of the Corporate Governance and Directors Nominating Committee.

Committee Meetings

The Committee shall meet quarterly each year. The Chairman will schedule regular meetings, and additional meetings may be held at the request of two or more members of the Committee, the CEO, or the Chairman of the Board. External auditors may convene a special meeting if they consider that it is necessary.

The committee may invite such other persons (e.g. the CEO) to its meetings, as it deems appropriate. The external auditors should be present at each quarterly audit committee meeting and should be expected to comment on the financial statements in accordance with best practices.

The Committee shall keep adequate minutes of all its proceedings, and the Committee Chairman will report its actions to the next meeting of the Board. Committee members will be furnished with copies of the minutes of each Committee meeting and any action taken by unanimous consent.

COMMITTEE AUTHORITY AND RESPONSIBILITIES

In carrying out its responsibilities, the Committee will:

1. Gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.
2. Gain an understanding of the current areas of greatest financial risk and whether management is managing these effectively.
3. Review the Company's strategic and financing plans to assist the Board's understanding of the underlying financial risks and the financing alternatives.

4. Review management's plans to access the equity and debt markets and to provide the Board with advice and commentary.
5. Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements.
6. Review any legal matters which could significantly impact the financial statements as reported on by the general counsel and meet with outside counsel whenever deemed appropriate.
7. Review the annual and quarterly financial statements including Management's Discussion and Analysis and determine whether they are complete and consistent with the information known to committee members; determine that the auditors are satisfied that the financial statements have been prepared in accordance with generally accepted accounting principles, stock exchange requirements and governmental regulations.
8. Pay particular attention to complex and/or unusual transactions such as those involving derivative instruments and consider the adequacy of disclosure thereof.
9. Focus on judgmental areas, for example those involving valuation of assets and liabilities and other commitments and contingencies.
10. Review audit issues related to the Company's material associated and affiliated companies that may have a significant impact on the Company's equity investment.
11. Meet with management and the external auditors to review the annual financial statements and the results of the audit.
12. Assess the fairness of the interim financial statements and disclosures, and obtain explanations from management on whether:
 - a) actual financial results for the interim period varied significantly from budgeted or projected results;
 - b) generally accepted accounting principles have been consistently applied;
 - c) there are any actual or proposed changes in accounting or financial reporting practices; and
 - d) there are any significant or unusual events or transactions which require disclosure and, if so, consider the adequacy of that disclosure.
13. Review the external auditors' proposed audit scope and approach and ensure no unjustifiable restriction or limitations have been placed on the scope.
14. Review the performance of the external auditors and approve in advance provision of services other than auditing.
15. Consider the independence of the external auditors, including reviewing the range of services provided in the context of all consulting services bought by the Company.
16. Make recommendations to the Board regarding the reappointment of the external auditors.

17. Meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately.
18. Endeavour to cause the receipt and discussion on a timely basis of any significant findings and recommendations made by the external auditors.
19. Obtain regular updates from management and the Company's legal counsel regarding compliance matters, as well as certificates from the Chief Financial Officer as to required statutory payments and bank covenant compliance and from senior operating personnel as to permit compliance.
20. Ensure that the Board is aware of matters which may significantly impact the financial condition or affairs of the business.
21. Perform other functions as requested by the full Board.
22. If necessary, institute special investigations and, if appropriate, hire special counsel or experts to assist.
23. Review and update the charter; receive approval of changes from the Board.