

# **COPPER CREEK GOLD CORP.**

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## **MANAGEMENT PROXY CIRCULAR**

(Containing information as at July 12, 2017, unless indicated otherwise)

**This Management Proxy Circular (the “Circular”) is furnished in connection with the solicitation of proxies by the management of COPPER CREEK GOLD CORP. (the “Corporation” or “Copper Creek”) for use at the Annual and Special Meeting of Shareholders of the Corporation (and any adjournment thereof) to be held on Wednesday, August 16, 2017 (the “Meeting”) at the time and place and for the purposes set forth in the accompanying Notice of Meeting.**

“Non-Registered Shareholders” means shareholders who do not hold Shares in their own name and “Intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Non-Registered Shareholders.

The contents and the sending of this Circular have been approved by the directors of the Corporation.

## **GENERAL PROXY INFORMATION**

### **Solicitation of Proxies**

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Corporation. The Corporation will bear all costs of this solicitation. The Corporation has arranged for Intermediaries to forward the meeting materials to Non-Registered Shareholders of the common shares held of record by those Intermediaries and the Corporation may reimburse the Intermediaries for their reasonable fees and disbursements by them in so doing.

### **Appointment of Proxyholders**

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

### **Voting by Proxyholder**

The Management Designees named in the proxy will vote or withhold from voting the common shares represented thereby in accordance with the instructions of the shareholder on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your common shares will be voted accordingly. The proxy will confer discretionary authority on the nominees named therein with respect to:

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

**THE COMMON SHARES REPRESENTED BY THE ACCOMPANYING FORM OF PROXY WILL BE VOTED AS DIRECTED BY THE SHAREHOLDER, HOWEVER, IF SUCH A DIRECTION IS NOT MADE IN RESPECT OF ANY MATTER, THIS PROXY WILL BE VOTED AS RECOMMENDED BY MANAGEMENT.**

### **Registered Shareholders**

If you are a Registered Shareholder, you may elect to submit a proxy whether or not you are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by:

- (a) completing, dating and signing the enclosed form of proxy and returning it to the Corporation's transfer agent, Computershare Investor Services Inc., by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail or by hand to the 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1;
- (b) using a touch-tone phone to transmit voting choices to a toll free number. Registered Shareholders must follow the instructions of the voice response system and refer to the enclosed proxy for the toll free number, the holder's account number and the proxy access number; or
- (c) using the internet through the website of the Corporation's transfer agent at [www.computershare.com/ca/proxy](http://www.computershare.com/ca/proxy). Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's account number and the proxy access number;

in all cases ensuring that the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used. Late proxies may be accepted or rejected by the Chairman of the Meeting in his or her discretion, however the Chairman is under no obligation to accept or reject any particular late proxy. The Chairman of the Meeting may waive this time limit for receipt of proxies without notice.

### **Non-Registered Shareholders**

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

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

Intermediaries are required to seek voting instructions from Non-Registered Shareholders in advance of meetings of shareholders. Every Intermediary has its own mailing procedures and provides its own return instructions to clients. You are encouraged to follow the instructions provided by your Intermediary to provide your voting instructions. Your Intermediary will not vote your common shares without receiving instructions from you.

The form of proxy supplied to you by your broker will be similar to the proxy provided to Registered Shareholders by the Corporation. However, its purpose is limited to instructing the Intermediary on how to vote your common shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge mails a Voting Instruction Form ("**VIF**") in lieu of a proxy provided by the Corporation. The VIF will name the same persons as the Corporation's Proxy to represent your common shares at the Meeting. You have the right to appoint a person (who need not be a Non-Registered Shareholder of the Corporation), other than any of the persons designated in the VIF, to represent your common shares at the Meeting and that person may be you. To exercise this right, insert the name of the desired representative (which may be yourself) in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge

then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of common shares to be represented at the Meeting and the appointment of any shareholder's representative. If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your common shares voted or to have an alternate representative duly appointed to attend the Meeting and vote your common shares at the Meeting.

### **Non-Objecting and Objecting Beneficial Owners**

There are two types of Non-Registered Shareholders. Non-Registered Shareholders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Corporation are referred to as "NOBOs" or "Non-Objecting Beneficial Owners". Non-Registered Shareholders who have objected to their Intermediary disclosing the ownership information about themselves to the Corporation are referred to as "OBOs" or "Objecting Beneficial Owners". In accordance with National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101"), the Corporation has elected to send the meeting materials to the NOBOs utilizing the services of Broadridge and indirectly to the OBOs through their Intermediaries. Please return your voting instructions as specified in the VIF or form of proxy delivered to you.

Please vote in sufficient time to allow your Intermediary to provide the proxy at least 48 hours (*excluding* Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used.

The Corporation is not relying on the notice and access delivery procedures outlined in NI 54-101 to distribute copies of the proxy related material in connection with the Meeting.

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

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of Canada and securities laws of the Provinces of Canada. The proxy solicitation rules under the United States Securities Exchange Act of 1934, as amended, are not applicable to the Corporation or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the Provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the Provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Corporation is incorporated under the *Canada Business Corporations Act* (the "CBCA") certain of its directors and its executive officers are residents of Canada and a substantial portion or all of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

### **Revocation of Proxies**

A Registered Shareholder of the Corporation who has given a proxy may revoke the proxy at any time prior to use by:

- (a) depositing an instrument in writing, including another completed proxy, executed by such Registered Shareholder or by his or her attorney authorized in writing or by electronic signature or, if the Registered Shareholder is a corporation, by an officer or attorney thereof properly authorized, either: (i) at the registered and records office of the Corporation located at Suite 1780, 400 Burrard Street, Vancouver, British Columbia, V6C 3A6, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the holding of the Meeting or any adjournment thereof, (ii) with Computershare Investor Services Inc., Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the holding of the Meeting or any adjournment thereof, or (iii) with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof;
- (b) transmitting, by telephone or electronic means, a revocation that complies with paragraphs (i), (ii) or (iii) above and that is signed by electronic signature, provided that the means of electronic signature permits a reliable determination that the document was created or communicated by or on behalf of such shareholder or by or on behalf of his or her attorney, as the case may be; or

(c) in any other manner permitted by law including attending the Meeting in person.

A Non-Registered Shareholder who has submitted a form of proxy may revoke it by contacting the Intermediary through which the Non-Registered Shareholder's common shares are held and following the instructions of the Intermediary respecting the revocation of proxies.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

**Signing of Proxy**

The form of proxy must be signed by the shareholder of the Corporation or the duly appointed attorney of the shareholder of the Corporation authorized in writing or, if the shareholder of the Corporation is a corporation, by a duly authorized officer of such corporation. A form of proxy signed by the person acting as attorney of the shareholder of the Corporation or in some other representative capacity, including an officer of a corporation which is a shareholder of the Corporation, should indicate the capacity in which such person is signing and should be accompanied by the appropriate instrument evidencing the qualification and authority to act of such person, unless such instrument has previously been filed with the Corporation.

A shareholder of the Corporation or his or her attorney may sign the form of proxy or a power of attorney authorizing the creation of a proxy by electronic signature provided that the means of electronic signature permits a reliable determination that the document was created or communicated by or on behalf of such shareholder or by or on behalf of his or her attorney, as the case may be.

**RECORD DATE, VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

**Record Date**

In accordance with applicable laws, the Board of Directors of the Corporation has provided notice of and fixed the record date as of July 12, 2017 (the "**Record Date**") for the purposes of determining shareholders entitled to receive notice of, and to vote at, the Meeting, and has obtained a list of all persons who are Registered Shareholders at the close of business on the Record Date and the number of common shares registered in the name of each Registered Shareholder on that date. Each Registered Shareholder as at the close of business on the Record Date will be entitled to receive notice of the Meeting and will be entitled to one vote at the Meeting for each common share registered in his or her name as it appears on the list.

**Description of Share Capital**

The Corporation is authorized to issue an unlimited number of common shares without par value. As at July 12, 2017, the Corporation had outstanding 33,477,704 fully paid and non-assessable common shares without par value, each common share carrying the right to one vote. The Corporation has no other classes of voting securities. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the common shares.

**Ownership of Securities of the Corporation**

As of the date hereof, to the knowledge of the directors and executive officers of the Corporation, no individual person or corporation beneficially owns, directly or indirectly, or exercises control or direction over, common shares carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation, except for Bing Jung the former CEO and director:

Name and Municipality of Residence of Shareholder	No. of Common Shares	Percentage
Bing Jung Burnaby, British Columbia Canada	5,111,809	15.27%

The present directors and officers of the Corporation collectively own or control, directly or indirectly, in the aggregate, 1,757,937 common shares of the Corporation, representing approximately 5.25 % of the outstanding common shares as at July 12, 2017.

### VOTES NECESSARY TO PASS RESOLUTIONS

The By-laws of the Corporation provide that at least two persons present in person or by proxy, being shareholders entitled to vote thereat or a duly appointed proxy holder or representative for a shareholder so entitled to vote at the Meeting, constitutes a quorum for the Meeting in respect of holders of the common shares. If such a quorum is not present in person or by proxy, the Corporation will reschedule the Meeting.

On a show of hands, every individual who is present and is entitled to vote as a shareholder or as a representative of one or more corporate shareholders, or who is holding a proxy on behalf of a shareholder who is not present at the Meeting, will have one vote, and on a poll every shareholder present in person or represented by a proxy and every person who is a representative of one or more corporate shareholders, will have one vote for each common share registered in his name on the list of shareholders, which is available for inspection during normal business hours at Computershare Investor Services Inc. and will be available at the Meeting.

In order to approve a motion proposed at the Meeting a majority of greater than 50% of the votes cast will be required (an "**ordinary resolution**") unless the motion requires a special resolution in which case a majority of 66 2/3% of the votes cast will be required (a "**special resolution**"). If there are more nominees for election as directors than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

#### Recommendation of the Board

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE IN FAVOUR OF ALL RESOLUTIONS.**

### STATEMENT OF EXECUTIVE COMPENSATION

#### **Interpretation**

For the purpose of this Statement of Executive Compensation:

"**compensation securities**" includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

"**external management company**" includes a subsidiary, affiliate or associate of the external management company;

"**NEO**" or "**named executive officer**" means each of the following individuals:

- (a) each individual who, in respect of Copper Creek, during any part of the most recently completed financial year, served as chief executive officer ("**CEO**") including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of Copper Creek, during any part of the most recently completed financial year, served as chief financial officer ("**CFO**") including an individual performing functions similar to a CFO;
- (c) in respect of Copper Creek and its subsidiaries, the most highly compensated executive officer other than the individual identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year; and

- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of Copper Creek, and was not acting in a similar capacity, at the end of that financial year.

“**plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons;

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

#### Named Executive Officers

During the fiscal year ended December 31, 2016, the following individuals were NEOs of the Company:

- Bing Jung, former CEO and former Acting CFO
- Stanley H.T. Loh, Vice President

#### Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets forth all compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by Copper Creek or its subsidiaries, to each NEO and director of Copper Creek, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct or indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or a director of Copper Creek for services provided and for services to be provided, directly or indirectly, to Copper Creek or its subsidiaries in the two most recently completed financial years ended December 31, 2016 and December 31, 2015.

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Bing Jung <sup>(1)</sup> Former Director, CEO and former Acting CFO	2016	96,000 <sup>(2)</sup>	Nil	Nil	Nil	Nil	96,000
	2015	96,000 <sup>(2)</sup>	Nil	Nil	Nil	Nil	96,000
Stanley H.T. Loh <sup>(3)</sup> Former Vice President and Director	2016	96,000 <sup>(4)</sup>	Nil	Nil	Nil	Nil	96,000
	2015	88,000 <sup>(4)</sup>	Nil	Nil	Nil	Nil	88,000
Gordon Jung <sup>(5)</sup> Director	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Robert A. Culbert Director	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil
David Peter Gerstner Director	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil

NOTES:

- (1) Bing Jung resigned as CEO, CFO and a director on April 21, 2017.
- (2) Mr. Jung received consulting fees of \$8,000 per month for acting as CEO.
- (3) Stanley H.T. Loh ceased to be the Vice-President and a director on July 4, 2017.
- (4) Mr. Loh received consulting fees of \$8,000 per month for acting as Vice-President.
- (5) Gordon Jung was appointed CEO on April 21, 2017.

**External Management Companies**

Copper Creek does not presently have any arrangements with any external management company to provide executive management services to Copper Creek. Management functions of Copper Creek are substantially performed by directors or senior officers of Copper Creek.

**Stock Options and Other Compensation Securities**

During the most recently completed financial year, no options were granted to directors and NEOs. There were no options exercised by a Director or NEO during the financial year ended December 31, 2016. There were no awards outstanding to the NEOs nor directors at the year ending December 31, 2016.

**Stock Option Plans and Other Incentive Plans**

Copper Creek has no incentive plans other than the Stock Option Plan. Copper Creek's current Stock Option Plan is the stock option plan dated for reference July 15, 2016 and most recently approved by Shareholders as of July 8, 2015. Pursuant to Policy 4.4 of the Exchange, corporations that have a rolling stock option plan reserving a maximum of 10% of the issued and outstanding shares of the corporation must receive yearly shareholder approval of the stock option plan. For a summary of the Stock Option Plan, please refer to the section herein entitled "Particulars of Other Matters to be Acted Upon –Stock Option Plan". At the Meeting, Shareholders will be asked to consider and, if thought appropriate, to pass the Stock Option Plan Resolution.

**Employment, consulting and management agreements**

During the year ended December 31, 2016, Mr. Bing Jung had an annual consulting fee of \$96,000 for acting as CEO, and Mr. Stanley Loh had an annual consulting fee of \$96,000 acting as Vice-President. There are currently two management agreements. Effective April 1, 2017, Mr. Gordon Jung, the chief executive officer, has a management contract for an annual fee of \$60,000 paid monthly. Effective May 1, Mr. Kurt Bordian, the chief financial officer, has a management contract for an annual fee of \$60,000 paid monthly.

**Oversight and Description of Director and Named Executive Officer Compensation**

Copper Creek relies solely on Board discussion to determine compensation paid to executives and directors, without any formal objectives, criteria or analysis. As Copper Creek is still in the developmental stage as a junior mining company, Copper Creek's compensation program will rely heavily on the granting of stock options.

The long-term incentive program is intended to align the interests of the NEOs, directors, consultants and employees with those of Copper Creek's shareholders over the longer term and to provide a retention incentive for each NEO. This component of the compensation package consists of grants of options to purchase common shares. Numerous factors are taken into consideration by the Board in determining grants of options, including: a review of the previous grants (including value both at the current share prices and potential future prices), the remaining time to expiry, overall corporate performance, share price performance, the business environment and the role and performance of the individual in question.

**Pension Disclosure**

Copper Creek does not have any pension, defined benefit, defined contribution or deferred compensation plan in place.

## CORPORATE GOVERNANCE DISCLOSURE

### General

Corporate governance relates to the activities of the board of directors of the Corporation (the “Board”), the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Corporation. The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Corporation.

National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) requires the Corporation to disclose annually in its Circular certain information concerning its corporate governance practices. As a “venture issuer” the Corporation is required to make such disclosure with reference to the requirements of Form 58-101F2, which disclosure is set forth below.

National Policy 58-201 *Corporate Governance Guidelines* (“**NP 58-201**”) establishes corporate governance guidelines, which apply to all public companies. The Corporation has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Corporation’s practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Corporation at its current stage of development and therefore these guidelines have not been adopted.

The Corporation has adopted a Corporate Governance and Nominating Committee Charter on June 26, 2012, a copy of which may be viewed through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at [www.sedar.com](http://www.sedar.com).

### Board of Directors

NP 58-201 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as “independent” directors under National Instrument 52-110 (“**NI 52-110**”), which provides that a director is independent if he or she has no direct or indirect “material relationship” with the company. “Material relationship” is defined as a relationship which could, in the view of the Corporation’s board of directors, be reasonably expected to interfere with the exercise of a director’s independent judgment. In addition, Section 5.7 of Policy 3.1 of the TSX Venture Exchange requires that each listed company must have at least “two” independent directors, as that term is defined in NI 52-110.

The Board of Directors currently consisted of four directors, namely, Gordon Jung, David Gerstner, Robert Culbert and Moe Dillon.

Robert Culbert, David Gerstner and Moe Dillon are independent. Gordon Jung is not independent as he is an executive officer.

The Board is specifically responsible for approving long-term strategic plans and annual operating plans and budgets recommended by management. Board consideration and approval is also required for all material contracts, business transactions and all debt and equity financing proposals. The Board also takes responsibility for identifying the principal risks of the Corporation’s business and for ensuring these risks are effectively monitored and mitigated to the extent reasonably practicable. In keeping with its overall responsibility for the stewardship of the Corporation, the Board is also responsible for the integrity of the Corporation’s internal control and management information systems and for the Corporation’s policies respecting corporate disclosure and communications.

The Board delegates to management, through the Chief Executive Officer, responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Corporation’s business in the ordinary course, managing the Corporation’s cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans and annual operating plans.

The non-management directors exercise their responsibilities for independent oversight of management, and are provided with leadership through their position on the Board and ability to meet independently of management whenever deemed

necessary. In addition, each member of the Board understands that he is entitled to seek the advice of an independent expert if he reasonably considers it warranted under the circumstances.

### **Mandate of the Board**

The mandate of the Board is to manage or supervise the management of the business and affairs of the Corporation and to act with a view to the best interests of the Corporation. In doing so, the Board oversees the management of the Corporation's affairs directly and through the Audit Committee. In fulfilling its mandate, the Board, among other matters, is responsible for reviewing and approving the Corporation's overall business strategies and its annual business plan, reviewing and approving the annual corporate budget and forecast, reviewing and approving significant capital investments outside the approved budget; reviewing major strategic initiatives to ensure that the Corporation's proposed actions accord with shareholder objectives; reviewing succession planning; assessing management's performance against approved business plans and industry standards; reviewing and approving the reports and other disclosure issued to shareholders; ensuring the effective operation of the Board; and safeguarding shareholders' equity interests through the optimum utilization of the Corporation's capital resources. The Board also takes responsibility for identifying the principal risks of the Corporation's business and for ensuring these risks are effectively monitored and mitigated to the extent reasonably practicable. The Corporation has adopted a written mandate, a copy of which is available for viewing on [www.sedar.com](http://www.sedar.com).

In keeping with its overall responsibility for the stewardship of the Corporation, the Board is responsible for the integrity of the Corporation's internal control and management information systems and for the Corporation's policies respecting corporate disclosure and communications.

Each member of the Board understands that he is entitled to seek the advice of an independent expert if he reasonably considers it warranted under the circumstances.

### **Directorships**

As of the date of this Circular, certain of the directors of the Corporation are directors of one or more other reporting issuers (or equivalent) in a Canadian jurisdiction or a foreign jurisdiction, as follows:

Name of Director	Directorships with Other Reporting Issuers
Robert Culbert	Carlin Gold Corporation
Moe Dillon	Wangton Capital Corp.

### **Orientation and Continuing Education**

At present, each new director is given an outline of the nature of the Corporation's business, its corporate strategy and current issues with the Corporation. New directors are also required to meet with management of the Corporation to discuss and better understand the Corporation's business. Counsel to the Corporation is available to advise them of their legal obligations as directors of the Corporation.

Currently, the introduction and education process is reviewed on an annual basis and is revised accordingly. Often, there is a technical presentation at Board meetings, focusing on either a particular property or a summary of various properties. The question and answer portions of these presentations are a valuable learning resource for the non- technical directors.

### **Ethical Business Conduct**

The Board expects management to operate the business of the Corporation in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Corporation's business plan and to meet performance goals and objectives. The Board adopted a formal written Code of Ethics, a copy of which was filed on [www.sedar.com](http://www.sedar.com) on July 18, 2007. On June 26, 2012 the Corporation adopted both a Whistleblower Policy and an Insider Trading Policy, copies of which are available for viewing on [www.sedar.com](http://www.sedar.com).

### **Nomination of Directors**

The Corporation has a Corporate Governance and Nominating Committee, consisting of Robert Culbert, Gordon Jung and David Gerstner, of whom Robert Culbert and David Gerstner are independent. Members of the Corporate Governance and Nominating Committee are appointed for the ensuing year following the Meeting.

The Board, in consultation with the Corporate Governance and Nominating Committee, annually reviews the relationship between each director and the Corporation in order to determine if each director is or remains independent within the meaning of the governance guidelines.

New directors are briefed on strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing Corporation policies. The skills and knowledge of the Board of Directors as a whole is such that no formal continuing education process is currently deemed required. The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing companies in the natural resource sector. Board members are encouraged to communicate with management, auditors and technical consultants to keep themselves current with industry trends and developments and changes in legislation, with management's assistance. Board members have full access to the Corporation's records.

### **Corporate Disclosure Control System**

The Corporation adopted a Corporate Disclosure Control System, a copy of which was filed on www.sedar.com on July 18, 2007 which ensures that information required to be disclosed by the Corporation under National Instrument 51-102 "*Continuous Disclosure Obligations*" is recorded, processed and reported within the required time periods. The Corporate Disclosure Committee consists of Robert Culbert and Gordon Jung.

### **Compensation**

The Board of Directors does not have a Compensation Committee at this time.

The Corporation relies solely on its Board of Directors, through discussion without any formal objectives, criteria or analysis, in determining the compensation of its executive officers. The Board of Directors is responsible for determining all forms of compensation, including long-term incentive in the form of stock options, to be granted to the Named Executive Officers of the Corporation and to the directors, and for reviewing the recommendations respecting compensation for any other officers of the Corporation from time to time, to ensure such arrangements reflect the responsibilities and risks associated with each position.

Refer to "Compensation Discussion and Analysis" above for details.

### **Board Committees**

At this time, the Corporation has the following committees:

The Corporation has three committees, as disclosed below:

1. an Audit Committee, consisting of, Robert Culbert, David Gerstner and Gordon Jung, of which Robert Culbert is the Chair. Robert Culbert and David Gerstner are independent.
2. a Corporate Governance and Nominating Committee, consisting of David Gerstner, Robert Culbert and Gordon Jung. Robert Culbert and David Gerstner are independent.
3. a Corporate Disclosure Committee, consisting of Robert Culbert, David Gerstner and Gordon Jung. Robert Culbert and David Gerstner are independent.

### **Assessments**

The Corporate Governance and Nominating Committee are charged with the responsibility of satisfying itself that the Board, its committees and individual directors are performing effectively.

### **Audit Committee**

The Audit Committee's primary purpose is to assist the Board in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control over financial reporting and accounting compliance, the audit process and processes for identifying, evaluating and monitoring the management of the Corporation's principal risks impacting financial reporting. The committee also assists the Board with the oversight of financial strategies and overall risk management.

### **Composition of the Audit Committee**

The Audit Committee consists of Robert Culbert, David Gerstner, and Gordon Jung, of which Robert Culbert is the Chair. Robert Culbert and David Gerstner are independent. Gordon Jung is not independent in that he is an officer of the Corporation and receives management fees. All members are directors and are "financially literate" as such term is defined in NI 52-110.

### **The Audit Committee's Charter**

The Corporation has adopted a charter (the "**Charter**") of the Audit Committee of the Board which may be viewed on [www.sedar.com](http://www.sedar.com), a copy of which is attached to this Circular as Schedule "A".

### **Relevant Education and Experience**

All the members of the Audit Committee have the education and/or practical experience required to understand and evaluate financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements.

#### **Robert Culbert, Director and Chairman of the Audit Committee**

Bob Culbert graduated from the University of British Columbia in 1964 with a Bachelor of Applied Science. He is a professional engineer with over three decades of international project and business experience, predominately in West Africa, Southeast Asia and the Indian Sub-Continent. He was the president of a Vancouver-based land resource and environmental consulting company and an interior B. C. ski resort; he was a partner in the acquisition and syndication of a large residential real estate portfolio in western Canada. Over the past decade, he has served as an officer and director of several junior resource exploration and development companies including Athlone Energy Ltd. where he was the CFO. Mr. Culbert has participated in post-earthquake rebuilding in India, Pakistan, Haiti and Nepal with Builders Without Borders Canada, a Vancouver-based non-profit organization. Mr. Culbert is also the Chairman of the Audit Committee for Carlin Gold Corporation.

#### **Gordon Jung, Director**

Gordon Jung has extensive experience in the retail sector. He has over 35 years experience in retail operations, merchandising and marketing and is currently performing product development for the Overwaitea Food Group, a major food chain in British Columbia. He was regional manager for 10 retail stores, the Director of Marketing for the Save On More Loyalty card (2 million card holders) and Senior Category Development Manager in charge of putting together international foods from around the world, achieving double digit growth to date. He is a confident, high performing executive with over 25 years of management experience, solution oriented and specializes at building new opportunities, driving revenues, improving competitive market position, strategic planning, procurement, product marketing and the ability to work well in any environment.

#### **David Gerstner, Director**

David Gerstner graduated from Rutlers University in 1987 with a Bachelors of Science. He has worked mainly in the furniture industry for over 25 years since graduating. He worked with Arthur Anderson in the audit division from 1987 to 1989. He also worked with United Furniture Warehouse from 1989 to 2004, starting as controller, then Vice-president in 1991 and finally Senior Vice-President overseeing and managing the many operational functions. Since 2006, he has

worked at Mazin Furniture Industries Limited. His current position is Vice-President Western Canada Division. He has many years working with financial statements and understands the disclosure and presentation.

In these positions, each member has been responsible for receiving information relating to companies and obtaining an understanding of the balance sheet, income statements and statements of cash flows and assessing the financial condition of the Corporation and its operating results. Each member has an understanding of the mineral exploration and mining business in which the Corporation is engaged and has an appreciation of the financial issues and accounting principles that are relevant in assessing the Corporation's financial disclosures and internal control systems.

#### **Audit Committee Oversight**

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

#### **Reliance on Certain Exemptions**

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on exemptions in relation to "De Minimis Non-audit Services" or any exemption provided by Part 8 of NI 52- 110.

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

Pursuant to the terms of the Charter the Audit Committee shall pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by the Corporation's external auditor.

#### **Exemption**

The Corporation is relying upon the exemptions set forth in section 6.1 of NI 52-110 with respect to Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

#### **External Auditor Service Fees**

The Audit Committee has reviewed the nature and amount of the non-audited services provided by Sam S. Mah, Inc., Chartered Accountant, to the Corporation to ensure auditor independence. Fees incurred for audit and non-audit services in the last two fiscal years for audit fees are outlined in the following table:

Nature of Services	Fees Paid to Auditor in Year Ended	
	December 31, 2016	December 31, 2015
Audit Fees <sup>(1)</sup>	\$15,000	\$12,000
Audit-Related Fees <sup>(2)</sup>	Nil	Nil
Tax Fees <sup>(3)</sup>	\$1,000	\$1,000
All Other Fees <sup>(4)</sup>	Nil	Nil

Notes:

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

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

As at the date of this Circular, no director, executive officer, employee or former director, executive officer or employee of the Corporation was indebted to the Corporation as at the date hereof or at any time during the most recently completed financial year of the Corporation. None of the proposed nominees for election as a director of the Corporation, or any associate or affiliate of any director, executive officer or proposed nominee, was indebted to the Corporation as at the date hereof or at any time during the most recently completed financial year.

The Corporation has not provided any guarantees, support agreements, letters of credit or other similar arrangement or understanding for any indebtedness of any of the Corporation's directors, executive officers, proposed nominees for election as a director, or associates or affiliates of any of the foregoing individuals as at the date hereof or at any time during the most recently completed financial year of the Corporation.

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

An "informed person" means: (a) a director or executive officer of the Corporation; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Corporation; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation or a combination of both carrying more than 10% of the voting rights other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Corporation itself, if and for so long as it has purchased, redeemed or otherwise acquired any of its shares.

To the knowledge of management of the Corporation, no informed person or nominee for election as a director of the Corporation 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 Corporation or any of its subsidiaries during the year ended December 31, 2016, or has any interest in any material transaction in the current year other than as set out herein.

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

Other than as set forth in this Circular, no person who has been a director or executive officer of the Corporation at any time since the beginning of the last financial year, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any of the foregoing, has any material interest, directly or indirectly, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon other than the election of directors or the appointment of auditors. Directors and executive officers may, however, be interested in the annual approval of the Corporation's Stock Option Plan as detailed herein.

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

### **1. ELECTION OF DIRECTORS**

The Board of Directors presently consists of four directors.

The term of office of each of the present directors expires at the Meeting. Pursuant to the Corporation's Articles of Continuance, the number of directors of the Corporation shall be a minimum of 3 and a maximum of 10 in number. The four persons named below will be presented for election at the Meeting as management's nominees and the persons named in the accompanying form of proxy intend to vote for the election of these nominees as directors. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual meeting of the Corporation or until his successor is elected or appointed, unless his office is earlier vacated in accordance with the Articles of Continuance, Bylaw No. 1 of the Corporation or the provisions of the *Canada Business Corporations Act*.

The following table sets out the names of management's nominees for election as Directors, all major offices and positions with the Corporation and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment for the five preceding years (unless the proposed director is now a director and was elected to the present term of office at a shareholders' meeting), period of time during which each has been a Director of the Corporation and the number of Shares of the Corporation beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the date hereof.

Name, Province or State and Country of Residence, and Current Position with the Corporation <sup>(1)</sup>	Occupation, Business or Employment <sup>(1)</sup>	Director of Corporation Since	Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Direction is Exercised <sup>(1)(2)</sup>
Gordon Jung <sup>(3)(4)(5)</sup> Burnaby, British Columbia Canada Director	Businessman with 35 years' experience in retail operations, merchandising and marketing and product development for the Overwaitea Food Group, a major food chain in British Columbia; regional manager for 10 retail stores; Director of Marketing for the Save On More Loyalty card and Senior Category Development Manager.	June 29, 2000	27,037
Robert A. Culbert <sup>(3)</sup> Point Roberts, Washington USA Director	Director, Carlin Gold Corporation since September 2010; Chief Financial Officer, Athlone Energy Ltd., January 2000 to October 2007; Independent Director, Athlone Energy Ltd., until September 2008; Corporate Secretary, Frontier Pacific Mining Corp, September 2002 to July 2006.	July 22, 2011	65,500 <sup>(6)</sup>
David Peter Gerstner Langley, British Columbia Canada	VP, Mazin Furniture Industries Limited, December 2006 to present.	July 2015	102,700
Moe Dilon	CEO, Wangton Capital Corp. July 2015 to present; Advisor to Chairman of Ivanhoe Mines Ltd. 2010 to present; Director of Bess Mobile Ltd. 2011 to 2014; Director of Zoomaway Travels Inc. 2015 to 2017.	July 2017	Nil

Notes:

- (1) The information as to province or state and country of residence and principal occupation, not being within the knowledge of the Corporation, has been furnished by the respective directors individually.
- (2) The information as to shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Corporation, has been furnished by insider reports filed on SEDI and by the respective directors and/or nominees themselves.
- (3) Member of the Audit Committee, of which Robert Culbert is the Chair. The Corporation will appoint the members of the Audit Committee for the ensuing year following the Meeting.
- (4) Member of the Corporate Governance and Nominating Committee. The Corporation will appoint the members of the Corporate Governance and Nominating Committee for the ensuing year following the Meeting.
- (5) Member of the Corporate Disclosure Committee. The Corporation will appoint the members of the Corporate Disclosure Committee for the ensuing year following the Meeting.
- (6) These shares are held indirectly through Agadez Investments Inc., a private company wholly-owned by Mr. Culbert.

None of the proposed nominees for election as a director of the Corporation are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and senior officers of the Corporation acting solely in such capacity.

### **Penalties and Sanctions**

Except as described below,

- (a) no proposed director (including any personal holding company of a proposed director) is, as at the date of this Circular, or has been, within the preceding 10 years, a director, chief executive officer or chief financial officer of any company (including the Corporation) that:
  - (i) was the subject of a cease trade or similar order (including a management cease trade order whether or not such person was named in the order) or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, (an “**Order**”) while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
  - (ii) was subject to an Order that was issued after the proposed director ceased to be a director, executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director chief executive officer or chief financial officer.
- (b) is, as at the date of this Circular, or has been, within the preceding 10 years, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) has been subject to:
  - (i) since December 31, 2000, 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 before December 31, 2000, the disclosure of which would likely be important to a reasonable securityholder in deciding whether to vote for a proposed director;

- (ii) 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.

**MANAGEMENT RECOMMENDS THAT THE SHAREHOLDERS VOTE IN FAVOUR OF THE ABOVE LISTED NOMINEES.**

**IN ORDER TO BE PASSED, A MAJORITY OF THE VOTES CAST AT THE MEETING IN PERSON OR BY PROXY MUST BE VOTED IN FAVOUR OF THE RESOLUTION. MANAGEMENT HAS NO REASON TO BELIEVE THAT ANY OF THE NOMINEES WILL BE UNABLE TO SERVE AS A DIRECTOR BUT, IF A NOMINEE IS FOR ANY REASON UNAVAILABLE TO SERVE AS A DIRECTOR, PROXIES IN FAVOUR OF MANAGEMENT MAY BE VOTED FOR A SUBSTITUTE NOMINEE UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT THE COMMON SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF THE ELECTION OF DIRECTORS.**

## **2. APPOINTMENT OF AUDITOR**

Unless such authority is withheld, the persons named in the accompanying Proxy intend to vote for the appointment, as auditor of the Corporation and to authorize the directors to fix their remuneration.

**MANAGEMENT RECOMMENDS THAT THE SHAREHOLDERS VOTE IN FAVOUR OF THE APPOINTMENT OF THE ABOVE NAMED AUDITOR. IN ORDER TO BE PASSED, A MAJORITY OF THE VOTES CAST AT THE MEETING IN PERSON OR BY PROXY MUST BE VOTED IN FAVOUR OF THE RESOLUTION. IN THE ABSENCE OF CONTRARY INSTRUCTIONS, THE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY INTEND TO VOTE ANY COMMON SHARES REPRESENTED BY PROXIES HELD BY THEM IN FAVOUR OF THE RESOLUTION APPOINTING, AUDITOR OF THE CORPORATION FOR THE ENSUING YEAR AT A REMUNERATION TO BE FIXED BY THE DIRECTORS.**

## **3. APPROVAL OF CORPORATION'S STOCK OPTION PLAN**

The Corporation received shareholder approval on July 8, 2015 of a "rolling" stock option plan (the "**Option Plan**") whereby a maximum of 10% of the issued shares of the Corporation, from time to time, may be reserved for issuance pursuant to the exercise of options.

The purpose of the Option Plan is to provide certain directors, officers and key employees of, and certain other persons who provide services to the Corporation and any subsidiaries with an opportunity to purchase Common Shares of the Corporation and benefit from any appreciation in the value of the Corporation's shares. This will provide an increased incentive for these individuals to contribute to the future success and prosperity of the Corporation, thus enhancing the value of the Common Shares for the benefit of all the shareholders and increasing the ability of the Corporation and its subsidiaries to attract and retain skilled and motivated individuals in the service of the Corporation.

The TSX Venture Exchange requires listed companies that have "rolling" stock option plans in place to receive shareholder approval of such plans on a yearly basis at the Corporation's annual general meeting.

The following is a summary of the principal terms of the Option Plan.

The Option Plan provides for the issuance of stock options to acquire at any time up to a maximum of 10% of the issued and outstanding Common Shares of the Corporation (subject to standard anti-dilution adjustments). If a stock option expires or otherwise terminates for any reason without having been exercised in full, the number of Common Shares reserved for issuance under that expired or terminated stock option will again be available for the purposes of the Option Plan. Any stock option outstanding when the Option Plan is terminated will remain in effect until it is exercised or it expires.

The Option Plan provides that stock options may be granted to directors, senior officers, employees and consultants of the Corporation (and any subsidiary of the Corporation) and management company employees. For the purposes of the Option Plan, the terms "employees", "consultants" and "management company employees" have the meanings set out in TSX Venture Exchange Policy 4.4. Under the Option Plan, the Corporation's Board of Directors may, from time to time, designate a committee such as the Compensation Committee for the purposes of administering the Option Plan.

Should the expiry date for an Option fall within a Blackout Period of the Corporation (as such time period may be determined by the Board of Directors where one or more Optionee may not trade any securities of the Corporation because they may be in possession of undisclosed material information pertaining to the Corporation), or within nine (9) business days following the expiration of a Blackout Period, such expiry date shall, subject to approval of the TSX Venture Exchange, be automatically extended without any further act or formality to that day which is the tenth (10th) business day after the end of the Blackout Period, such tenth business day to be considered the expiry date for such Option for all purposes under the Option Plan.

The Option Plan provides that it is solely within the discretion of the Board, or its Compensation Committee if so designated, to determine who should receive stock options and in what amounts, subject to the following conditions:

1. options will be non-assignable and non-transferable except that they will be exercisable by the personal representative of the option holder in the event of the option holder's death;
2. options may be exercisable for a maximum of ten years from the date of grant (subject to extension where the expiry date falls within a "Blackout Period", as disclosed above);
3. the aggregate number of options granted to any one option holder (including companies wholly owned by that option holder) in a 12 month period must not exceed 5% of the issued shares of the Corporation, calculated on the date an option is granted to the option holder;
4. the aggregate number of options granted to any one consultant in a 12 month period must not exceed 2% of the issued shares of the Corporation, calculated at the date an option is granted to the consultant;
5. the aggregate number of options granted to all option holders retained to provide Investor Relations Activities (as defined in TSX Venture Exchange Policy 1.1) must not exceed 2% of the issued shares of the Corporation in any 12 month period, calculated at the date an option is granted to any such option holder;
6. at no time will options be issued which could permit at any time the aggregate number of shares reserved for issuance under stock options granted to insiders (as a group) at any point in time exceeding 10% of the issued shares;
7. at no time will options be issued which could permit at any time the grant to insiders (as a group), within a 12 month period, of an aggregate number of options exceeding 10% of the issued shares calculated at the date an option is granted to any insider;
8. options held by an option holder who is a director, employee, consultant or management company employee must expire within one year after the option holder ceases to be a director, employee, consultant or management company employee, which time period the Corporation determines is reasonable;
9. in the event of an option holder's death, the option holder's personal representative may exercise any portion of the option holder's vested outstanding options for a period of one year following the option holder's death;
10. options cannot be granted to directors, employees, consultants or management company employees that are not bona fide directors, employees, consultants or management company employees, as the case may be; and
11. options will be reclassified in the event of any consolidation, subdivision, conversion or exchange of the Corporation's Common Shares.

The Corporation will be required to obtain Disinterested Shareholder Approval if (i) the aggregate number of Common Shares reserved for issuance under Options granted to Insiders (as a group) exceeds 10% of the issued shares of the Corporation, (ii) the grant to Insiders (as a group), within a 12 month period, of an aggregate number of Options exceeds 10% of the issued shares of the Corporation, calculated at the date an Option is granted to any Insider, (iii) the aggregate number of Options granted to any one Optionee (including companies wholly owned by that Optionee), within a 12-month period, exceeds 5% of the issued shares of the Corporation, calculated on the date an Option is granted to the Optionee, or (iv) any reduction in the Exercise Price of an Option if the Optionee is an Insider of the Corporation at the time of the proposed amendment. "Disinterested Shareholder Approval" means approval by a majority of the votes cast

by all the Corporation's shareholders at a duly constituted shareholders' meeting, excluding votes attached to Common Shares beneficially owned by Insiders or their Associates.

The Option Plan provides that other terms and conditions may be attached to a particular stock option, such terms and conditions to be referred to in a schedule attached to the option certificate. Stock options granted to directors, senior officers, employees or consultants vest when granted unless otherwise determined by the Board, or its Compensation Committee, on a case by case basis. Stock options granted to consultants or employees performing Investor Relations Activities, as such term is defined by the TSX Venture Exchange, will vest in stages over 12 months with no more than one-quarter of the Options vesting in any three month period.

In addition, under the Option Plan a stock option will expire immediately in the event an Optionee is dismissed from employment or service for cause, such Optionee's Options, whether or not vested at the date of dismissal will immediately terminate without right to exercise same.

The price at which an Optionee may purchase a Common Share upon the exercise of an Option will be as set forth in the option certificate issued in respect of such Option and in any event will not be less than the discounted market price of the Corporation's Common Shares as of the date of the grant of the stock option (the "Award Date"). The market price of the Corporation's Common Shares for a particular Award Date will typically be the closing trading price of the Corporation's Common Shares on the day immediately preceding the Award Date, or otherwise in accordance with the terms of the Option Plan. Discounted market price means the market price less a discount of up to 25% if the market price is \$0.50 or less; up to 20% if the market price is between \$2.00 and \$0.51; and up to 15% if the market price is greater than \$2.00. Where the exercise price of the Option is based on a discounted market price, a four month hold period will apply to all Common Shares issued under each Option, commencing from the Award Date. A four month hold period will also apply to all Common Shares issued under any Option granted to a director, officer or Insider (as such term is defined by the TSX Venture Exchange) of the Corporation, regardless of whether the Option was granted at market or discounted market price.

In no case will a stock option be exercisable at a price less than the minimum prescribed by the organized trading facility or the applicable regulatory authorities that would apply to the award of the stock option in question.

The Option Plan is subject to TSX Venture Exchange acceptance and approval of shareholders.

### **Shareholder Approval**

Shareholders will be asked at the Meeting to approve, with or without variation, the Stock Option Plan Resolution set out in Schedule "C" to this Information Circular.

A copy of the Option Plan may be obtained by a Shareholder, without charge, upon request by contacting Gordon Jung, the Chief Executive Officer of the Corporation, at Suite 710-750 West Pender Street, Vancouver, British Columbia, V6C 2T7; by telephone: 604 662-3004; by facsimile: 604 662- 3063.

**MANAGEMENT RECOMMENDS THAT SHAREHOLDERS APPROVE THE OPTION PLAN. IN ORDER TO BE PASSED, A MAJORITY OF THE VOTES CAST AT THE MEETING IN PERSON OR BY PROXY MUST BE VOTED IN FAVOUR OF THE RESOLUTION. IN THE ABSENCE OF CONTRARY INSTRUCTIONS, THE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY INTEND TO VOTE ANY COMMON SHARES REPRESENTED BY PROXIES HELD BY THEM IN FAVOUR OF THE RESOLUTION APPROVING THE OPTION PLAN.**

#### **4. CHANGE OF NAME OF THE CORPORATION**

The Corporation has been engaged in the acquisition and exploration of gold and other precious metal mining properties, most notably the acquisition of the Bonsai Claim Group located in the Eskay Creek area of the Skeena Mining Division in northwestern British Columbia. Management proposes to obtain shareholder approval to a change of name of the Corporation, to be more descriptive and fitting to the business to be carried on by it, in the event that the Corporation is successful. The proposed new name of the Corporation is "Jin Gold Corp.", or such other name as may be acceptable to the Director under the *Canada Business Corporations Act* and the TSX Venture Exchange.

The Corporation requests the shareholders to consider and if thought advisable, to approve the Name Change Special Resolution set out in Schedule "C" to this Information Circular.

**MANAGEMENT RECOMMENDS THAT SHAREHOLDERS APPROVE THE PROPOSED AMENDMENT TO THE ARTICLES OF THE CORPORATION TO CHANGE THE NAME OF THE CORPORATION. IN ORDER TO BE PASSED, AT LEAST 66 2/3% OF THE VOTES CAST AT THE MEETING IN PERSON OR BY PROXY MUST BE VOTED IN FAVOUR OF THE RESOLUTION. IN THE ABSENCE OF CONTRARY INSTRUCTIONS, THE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY INTEND TO VOTE ANY COMMON SHARES REPRESENTED BY PROXIES HELD BY THEM IN FAVOUR OF THE RESOLUTION APPROVING THE AMENDMENT.**

**5. CONTINUATION UNDER THE BUSINESS CORPORATIONS ACT (BRITISH COLUMBIA)**

The Corporation is currently a corporation incorporated under the federal laws of Canada and is subject to the provisions of the *Canada Business Corporations Act* (the "CBCA"). At the Meeting, Shareholders will be asked to vote on a special resolution (the "**Continuation Resolution**") to approve and authorize the Corporation to continue into the provincial jurisdiction of British Columbia under the *British Columbia Business Corporations Act* (the "BCBCA") as if the Corporation had been incorporated under the laws of British Columbia (the "**Continuation**").

In connection with the Continuation it is necessary that the Corporation adopt new Notice of Articles and Articles under the BCBCA. Accordingly, as part of the Continuation Resolution, Shareholders will also be asked to approve the adoption by the Corporation of the Notice of Articles and Articles, which comply with the requirements of the BCBCA, in substitution for the existing Articles of Incorporation and By-laws of the Corporation and any amendments thereto to date. A copy of the Notice of Articles (and accompanying Continuation Application) and a copy of the Articles that are proposed to be adopted in connection with the Continuance may be obtained by a Shareholder, without charge, upon request by contacting Gordon Jung, the Chief Executive Officer of the Corporation, at Suite 710-750 West Pender Street, Vancouver, British Columbia, V6C 2T7; by telephone: 604 662-3004; by facsimile: 604 662- 3063.

Continuation Process

In order to effect the Continuation:

- (1) the Continuation Resolution must be approved by special resolution of at least two-thirds of the votes cast at the Meeting in person or by Proxy in favour of the Continuation;
- (2) the Corporation must make a written application to the Director under the CBCA for consent to continue under the BCBCA, such written application to establish to the satisfaction of the Director that the proposed Continuation will not adversely affect the Corporation's creditors or Shareholders;
- (3) once the Continuation Resolution is passed and the Corporation has obtained the consent of the Director under the CBCA, the Corporation must file a Continuation Application and the consent of the Director under the CBCA, along with prescribed documents under the BCBCA, with the British Columbia Registrar of Companies to obtain a Certificate of Continuation;
- (4) on the date shown on the Certificate of Continuation issued by the British Columbia Registrar of Companies, the Corporation will become a company registered under the laws of the Province of British Columbia as if it had been incorporated under the laws of the Province of British Columbia; and
- (5) the Corporation must then file a copy of the Certificate of Continuation with the Director under the CBCA and receive a Certificate of Discontinuance under the CBCA.

Effect of Continuation

Upon the Continuation, the CBCA will cease to apply to the Corporation and the Corporation will thereupon become subject to the BCBCA, as if it had been originally incorporated as a British Columbia company.

The Continuation will not create a new legal entity, affect the continuity of the Corporation or result in a change in its business. The persons elected as directors by the Shareholders at the Meeting will continue to constitute the Board upon the Continuation becoming effective.

The Continuation will not affect the Corporation's status as a listed company on the TSXV, as a reporting issuer under the securities legislation of any jurisdiction in Canada and the Corporation will remain subject to the requirements of all applicable securities legislation.

As of the effective date of the Continuation, the Corporation's current constating documents (i.e. its Articles and By-laws under the CBCA) will be replaced with a Notice of Articles and Articles under the BCBCA, the legal domicile of the Corporation will be the Province of British Columbia and the Corporation will no longer be subject to the provisions of the CBCA.

Each previously outstanding common share will continue to be a common share of the Corporation as a company governed by the BCBCA.

#### Reasons for the Continuation

The Corporation is asking Shareholders to approve the Continuation Resolution because of the greater flexibility in corporate administrative matters and corporate structure generally afforded by the BCBCA. In particular, the BCBCA, unlike the CBCA, does not require that at least 25% of the directors be ordinarily resident in Canada and the Corporation may need the flexibility to recruit directors who can contribute to its growth and development, wherever such persons may reside. Continuation under the BCBCA will also provide some added flexibility with respect to corporate transactions. Also, the head office of the Corporation is located in British Columbia.

Management of the Corporation is of the view that the BCBCA is consistent with corporate legislation in other Canadian jurisdictions and will provide Shareholders with substantially the same rights as those that are available to Shareholders under the CBCA. The change of the Corporation's corporate jurisdiction will not result in any material change to its business and will not have any effect on the relative equity or voting interests of Shareholders.

#### Comparison of the CBCA and the BCBCA

While the rights and privileges of shareholders of a BCBCA corporation are, in many instances, comparable to the rights and privileges of shareholders of a corporation governed by the CBCA, there are certain differences. A comparison of certain key provisions of the CBCA and the BCBCA is included as Schedule "B" hereto. This summary is not intended to be exhaustive and should not be considered as legal or tax advice to any particular Shareholder. This summary is qualified in its entirety by the full text of the CBCA and the BCBCA, as applicable. Shareholders should consult with their own advisors with respect to the implications of the Continuation that may be of particular importance to them.

In connection with the Continuation it is necessary that the Corporation adopt new Notice of Articles and Articles under the BCBCA. The forms of Notice of Articles and Articles to be adopted by the Corporation under the BCBCA in connection with the Continuation may be obtained by a Shareholder, without charge, upon request by contacting Gordon Jung, the Chief Executive Officer of the Corporation, at Suite 710-750 West Pender Street, Vancouver, British Columbia, V6C 2T7; by telephone: 604 662-3004; by facsimile: 604 662- 3063.

#### Shareholders' Rights of Dissent in Respect of the Continuation

Persons who are beneficial owners of the Corporation's common shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that **only a registered shareholder is entitled to dissent**. A Shareholder who beneficially owns the Corporation's common shares, but is not the registered holder thereof, should contact the registered holder for assistance.

A holder of common shares may be entitled to be paid the fair value of all of such common shares in accordance with Section 190 of the CBCA, if the shareholder dissents to the Continuation and the Continuation becomes effective. A holder of common shares is not entitled to dissent if he or she votes any of such common shares in favour of the Continuation Resolution. The execution or exercise of a Proxy does not constitute a written objection for purposes of the CBCA.

The following summary does not purport to provide comprehensive statements of the procedures to be followed by a dissenting Shareholder under the CBCA. However, the CBCA requires adherence to the procedures established therein and failure to do so may result in the loss of all of a dissenter's rights. **Accordingly, each Shareholder who might desire to exercise dissent rights should carefully consider and comply with the provisions of those sections and consult his or her legal adviser.**

The full text of Section 190 of the CBCA is set out in Schedule "D" to this Information Circular. A dissenting Shareholder who seeks payment of the fair value of his or her common shares is required to send a written objection to the Continuation Resolution to the Corporation at or prior to the Meeting. The address of the Corporation for such purpose is Suite 710 – 750 West Pender Street, Vancouver, British Columbia, V6C 2T7, Canada. A vote against the Continuation Resolution or withholding votes does not constitute a written objection.

Within 10 days after the Continuation Resolution is approved by Shareholders, the Corporation must so notify the dissenting Shareholder who is then required, within 20 days after receipt of such notice (or if he or she does not receive such notice within 20 days after he or she learns of the approval of the Continuation Resolution), to send to the Corporation a written notice containing his or her name and address, the number of common shares in respect of which he or she dissents and a demand for payment of the fair value of such common shares and, within 30 days after sending such written notice, to send the Corporation the appropriate share certificate or certificates.

If the proposal contemplated in the Continuation Resolution becomes effective, the Corporation is required to determine the fair value of the common shares and to make a written offer to pay such amount to the dissenting Shareholder. If such offer is not made or not accepted within 50 days after the proposal in the Continuation Resolution becomes effective, the Corporation may apply to the court to fix the fair value of such common shares. There is no obligation on the Corporation to apply to the court. If the Corporation fails to make such an application, a dissenting Shareholder has the right to so apply within a further 20 days. If an application is made by either party, the dissenting Shareholder will be entitled to be paid the amount fixed by the court. The fair value of the common shares as determined for such purpose by a court will not necessarily be the same as and could vary significantly from the fair market value of such shares.

#### Approval of Continuation

At the Meeting, Shareholders will be asked to consider and if thought fit, approve the Continuation Special Resolutions set out in Schedule "C" to this Information Circular.

**MANAGEMENT RECOMMENDS THAT SHAREHOLDERS APPROVE THE CONTINUATION OF THE CORPORATION. IN ORDER TO BE PASSED, AT LEAST 66 2/3% OF THE VOTES CAST AT THE MEETING IN PERSON OR BY PROXY MUST BE VOTED IN FAVOUR OF THE RESOLUTION. IN THE ABSENCE OF CONTRARY INSTRUCTIONS, THE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY INTEND TO VOTE ANY COMMON SHARES REPRESENTED BY PROXIES HELD BY THEM IN FAVOUR OF THE RESOLUTION APPROVING THE AMENDMENT.**

#### **OTHER MATTERS WHICH MAY COME BEFORE THE MEETING**

As of the date of this Circular, management knows of no matters to come before the Meeting other than as set forth in the Notice of Meeting. However, if other matters not known to the management should properly come before the Meeting, the accompanying proxy will be votes on such matters in accordance with the best judgment of the persons voting the proxy.

#### **ADDITIONAL INFORMATION**

The following documents filed with the securities commissions or similar regulatory authorities in British Columbia and Alberta are specifically incorporated by reference into, and form an integral part of this Circular:

- (a) the audited financial statements for the year ended December 31, 2016, together with the accompanying report of the auditors thereon and related Management's Discussion and Analysis;
- (b) the Audit Committee Charter;
- (c) the Mandate of the Board;

- (d) the Corporate Governance and Governance Committee Charter;
- (e) the Corporate Disclosure Control System; and
- (f) the Corporation's Stock Option Plan.

The audited financial statements of the Corporation for the year ended December 31, 2016, together with the Auditor's Report thereon, will be presented to the shareholders at the Meeting.

Copies of documents incorporated herein by reference may be obtained by a shareholder upon request without charge from Gordon Jung, the Chief Executive Officer of the Corporation, at Suite 710, 750 West Pender Street, Vancouver, British Columbia, V6C 2T7; by telephone: 604 662-3004; by facsimile: 604 662-3063. These documents and additional information regarding the Corporation and its business activities are also available through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at [www.sedar.com](http://www.sedar.com) and at the Corporation's website located at [www.coppercreekventures.com](http://www.coppercreekventures.com).

### **APPROVAL OF DIRECTORS**

The contents and mailing of this Management Proxy Circular have been approved by the Board of Directors of the Corporation.

Where information contained herein rests specifically within the knowledge of a person other than the Corporation, the Corporation has relied upon information furnished by such person.

Dated at Vancouver, British Columbia, this 12<sup>th</sup> day of July, 2017.

#### **COPPER CREEK VENTURES LTD.**

Per: "Gordon Jung"

Gordon Jung  
Chief Executive Officer and Director

SCHEDULE "A"

***Copper Creek Gold Corp.***

**Audit Committee Charter ("Charter")**

**1. Purpose and Authority**

The Audit Committee ("**Committee**") is a committee of the Board of Directors (the "**Board**"). Its primary function shall be to assist the Board in fulfilling its oversight responsibilities with respect to accounting and financial reporting processes, the financial integrity of the financial statements of Copper Creek Gold Corp. (the "**Company**"), compliance with legal and regulatory requirements, the overall adequacy and maintenance of the systems of internal controls that management have established and the overall responsibility for the Company's external and internal audit processes including the external auditors qualifications, independence and performance.

The Committee shall have the authority and funding to retain independent legal, accounting and other consultants to advise the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisers employed by the Committee and to the independent auditor employed by the Company for the purpose of rendering or issuing an audit report or performing other audit, review or attest services and ordinary administrative expenses of the audit committee that are necessary or appropriate in carrying out its duties.

The Committee shall be accountable to the Board. In the course of fulfilling its specific responsibilities, the Committee shall maintain an open communication between the Company's external auditor and the Board.

The responsibilities of a member of the Committee shall be in addition to such member's duties as a member of the Board.

The Committee has the duty to determine whether the Company's financial disclosures are complete, accurate, are in accordance with generally accepted accounting principles and fairly present the financial position and risks of the organization. The Committee should, where it deems appropriate, resolve disagreements, if any, between management and the external auditor, and review compliance with laws and regulations and the Company's own policies.

The Committee will provide the Board with such recommendations and reports with respect to the financial disclosures of the Company as it deems advisable.

**2. Membership and Composition**

The Committee shall consist of at least three Directors who shall serve on behalf of the Board, of which at least two members shall be independent. The members shall be appointed annually by the Board and shall meet the independence, financial literacy and experience requirements of the applicable stock exchanges, *National Instrument 52-110*, and other regulatory agencies as required.

Financial literacy requires that all members of the Committee shall have the ability to read and understand a set of financial statements that present the breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements. At least one member of the Committee shall be able to analyze and interpret a full set of financial statements, including the notes attached, in accordance with Canadian generally accepted accounting principles and at least one member of the Committee shall qualify and be designated as the Audit Committee Financial Expert as determined in the judgment of the Board with reference to applicable law and stock exchange rules.

A majority of Members will constitute a quorum for a meeting of the Committee.

The Board will appoint one Member to act as the Chair of the Committee. In his or her absence, the Committee may appoint another person provided a quorum is present. The Chair will appoint a Secretary of the meeting, who need not be a member of the committee and who will maintain the minutes of the meeting.

### **3. Meetings**

At the request of the external auditor, the Chair of the Board, the Chief Executive Officer or the Chief Financial Officer of the Company or any member of the Committee, the Chair will convene a meeting of the Committee. In advance of every meeting of the Committee, the Chair, with the assistance of the Chief Financial Officer, will ensure that the agenda and meeting materials are distributed in a timely manner.

The Committee shall meet regularly and at least on a quarterly basis.

### **4. Duties and Responsibilities**

The Committee shall take charge of all responsibilities imparted on an audit committee of the Company, as they may apply from time to time, under the *Canada Business Corporations Act, National Instrument 52-110*, and stock exchange rules. The duties and responsibilities of the Committee include the following:

#### **4.1 Financial Reporting and Disclosure**

- a. Review and discuss with management and the external auditor at the completion of the annual examination:
  - i. the Company's audited financial statements and related notes;
  - ii. the external auditor's audit of the financial statements and their report;
  - iii. any significant changes required in the external auditor's audit plan;
  - iv. any serious difficulties or disputes with management encountered during the course of the audit; and
  - v. other matters related to the conduct of the audit, which are to be communicated to the Committee under International Financial Reporting Standards.
- b. Review and discuss with management and the external auditor at the completion of any review engagement or other examination, the Company's quarterly financial statements.
- c. Review, discuss with management the annual reports, the quarterly reports, the Management Discussion and Analysis ("MD&A"), Annual Information Form, prospectus, financial press releases and other disclosures and, if thought advisable, recommend the acceptance of such documents to the Board for approval.
- d. Review and discuss with management any guidance being provided to shareholders on the expected future results and financial performance of the Company and provide their recommendations on such documents to the Board.
- e. Inquire of the auditors the quality and acceptability of the Company's accounting principles, including the clarity of financial disclosure and the degree of conservatism or aggressiveness of the accounting policies and estimates.
- f. Review the Company's compliance with any policies and reports received from regulators. Discuss with management and the independent auditor the effect on the Company's financial statements of significant regulatory initiatives.

- g. Meet with the external auditor and management in separate executive sessions, as necessary or appropriate, to discuss any matters that the Committee or any of these groups believe should be discussed privately with the Audit Committee.
- h. Ensure that management has the proper system and procedures are in place so that the Company's financial statements, financial reports and other financial information including all Company disclosure of financial information extracted or derived from the Company's financial statements, and that they satisfy all legal and regulatory requirements. The Audit Committee shall periodically assess the adequacy of such procedures.
- i. Review with the Company's counsel, management and the independent auditors any legal or regulatory matter, including reports or correspondence, which could have a material impact on the Company's financial statements or compliance policies.
- j. Based on discussions with the independent auditor concerning the audit, the financial statement review and such other matters as the Committee deems appropriate, recommend to the Board the filing of the audited annual and unaudited quarterly financial statements and MD&A on SEDAR.

#### **4.2 External Auditor**

- a. Be responsible for the recommendation to the Board and the shareholders for the appointment of the Company's independent auditor and for the compensation, retention and oversight of the work of the independent auditor employed by the Company. The independent auditor shall report directly to the Committee. The Audit Committee shall be responsible to resolve any disagreements between management and the auditors regarding financial reporting.
- b. Consider, in consultation with the external auditor, the audit scope and plan of the external auditor.
- c. Approve the external auditor to be nominated, the cost of their services and review the performance of the auditor.
- d. Confirm with the external auditor and receive written confirmation at least once per year as to the external auditor's internal processes and quality control and disclosure of any investigations or government enquiries, reviews or investigations of the external auditor.
- e. Take reasonable steps to confirm at least annually the independence of the external auditor, which shall include:
  - i. ensuring receipt from the external auditor of a formal written statement delineating all relationships between the external auditor and the Company, consistent with International Financial Reporting Standards, and determine that they satisfy the requirements of all applicable securities legislation,
  - ii. considering and discussing with the external auditor any disclosed relationships or services, including non audit services, that may impact the objectivity and independence of the external auditor, and
  - iii. approve in advance any audit or permissible non-audit related services provided by the auditor to the Company with a view to ensuring independence of the auditor, and in accordance with any applicable regulatory requirements, including the requirements of all applicable securities regulations with respect to approval of non audit related serviced performed by the auditor.

#### **4.3 Internal Controls and Audit**

- a. Review and assess the adequacy and effectiveness of the Company's systems of internal and management information systems through discussion with management and the external auditor to

ensure that the Company maintains appropriate systems, is able to assess the pertinent risks of the Company and that the risk of a material misstatement in the financial disclosures can be detected.

- b. Assess the requirement for the appointment of an internal auditor for the Company.
- c. Inquire of management and the external auditor about the systems of internal controls that management and the Board of Directors have established and the effectiveness of those systems. In addition, inquire of management and the external auditor about significant financial risks or exposures and the steps management has taken to minimize such risks to the Company.
- d. Review disclosures made to the Committee by the Company's CEO and CFO during their certification process required under applicable securities regulations. Review any significant deficiencies in the design and operation of disclosure controls and procedures and any fraud involving management or other employees who have a significant role in the Company's internal controls.

#### **4.4 General**

- a. Conduct an ongoing review of any transaction now in effect, and review and approve in advance any proposed transaction, that could be within the scope of "related party transactions" as such term is defined in the applicable securities regulations, and establish appropriate procedures to receive material information about and prior notice of any such transaction.
- b. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- c. The Committee shall have the power to conduct or authorize investigations into any matter within the scope of this Charter. It may request any officer or employee of the Company, its external legal counsel or external auditor to attend a meeting of the Committee or to meet with any member(s) of the Committee.
- d. Review the qualifications of the accounting and financial personnel.
- e. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

#### **4.5 Oversight Function**

While the Committee has the responsibilities and powers set out in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Corporation's financial statements are complete and accurate or are in accordance with the International Financial Reporting Standards (IFRS) and applicable rules and regulations. These are the responsibilities of management and the external auditors. The Committee, the Chair and any Members identified as having accounting or related financial expertise are members of the Board, appointed to the Committee to provide broad oversight of the financial, risk and control related activities of the Corporation, and are specifically not accountable or responsible for the day to day operation or performance of such activities. Although the designation of a Member as having accounting or related financial expertise for disclosure purposes is based on that individual's education and experience, which that individual will bring to bear in carrying out his or her duties on the Committee, such designation does not impose on such person any duties, obligations or liability that are greater than the duties, obligations and liability imposed on such person as a member of the Committee and Board in the absence of such designation. Rather, the role of a Member who is identified as having accounting or related financial expertise, like the role of all Members, is to oversee the process, not to certify or guarantee the internal or external audit of the Corporation's financial information or public disclosure.

#### **5. Chair of the Committee**

The Chair of the Committee:

- a. provides leadership to the Committee with respect to its functions as described in this Charter and as otherwise may be appropriate, including overseeing the logistics of the operations of the Committee;
- b. chairs meetings of the Committee, unless not present, and reports to the Board of Directors following each meeting of the Committee on the findings, activities and any recommendations of the Committee;
- c. ensures that the Committee meets on a regular basis and at least quarterly;
- d. in consultation with the Chair of the Board and the Committee members, establishes a calendar for holding meetings of the Committee;
- e. establishes the agenda for each meeting of the Committee, with input from other Committee members, the Chair of the Board, and any other parties as applicable;
- f. acts as liaison and maintains communication with the Chair of the Board and the Board to optimize and co-ordinate input from Board members, and to optimize the effectiveness of the Committee. This includes reporting to the full Board on all proceedings and deliberations of the Committee at the first meeting of the Board after each Committee meeting and at such other times and in such manner as the Committee considers advisable;
- g. reports annually to the Board on the role of the Committee and the effectiveness of the Committee role in contributing to the objectives and responsibilities of the Board as a whole;
- h. ensures that the members of the Committee understand and discharge their duties and obligations;
- i. fosters ethical and responsible decision making by the Committee and its individual members;
- j. together with the Corporate Governance and Nominating Committee, oversees the structure, composition, membership and activities delegated to the Committee from time to time;
- k. ensures that resources and expertise are available to the Committee so that it may conduct its work effectively and efficiently and pre-approves work to be done for the Committee by consultants;
- l. facilitates effective communication between members of the Committee and management;
- m. addresses all concerns communicated to him under the Company's Whistleblower Policy and Code of Ethics;
- n. performs such other duties and responsibilities as may be delegated to the Chair by the Board of Directors from time to time.

The Charter will be reviewed annually to reassess its adequacy and any recommended changes will be submitted to the Board for approval.

Last reviewed and approved by the Board on June 26, 2012.

## **SCHEDULE "B"**

### **COMPARISON OF SHAREHOLDER RIGHTS UNDER THE CBCA AND THE BCBCA**

Under the CBCA, the charter documents consist of a corporation's Articles of Incorporation, which set forth, among other things, the name of the corporation and the amount and type of authorized capital, and By-laws, which govern the management of the corporation.

Under the BCBCA, the charter documents consist of a Notice of Articles, which sets forth, among other things, the name of the corporation and the amount and type of authorized capital, and Articles, which govern the management of the corporation.

#### **Amendments to Charter Documents**

Under the CBCA, certain fundamental changes require special resolutions passed by not less than two-thirds of the votes cast by the shareholders voting on the resolutions authorizing the alteration at a special meeting of shareholders and, in certain instances, where the rights of the holders of a class or series of shares are affected differently by the alteration than those of the holders of other classes or series of shares, special resolutions passed by not less than 66 $\frac{2}{3}$ % of the votes cast by the holders of shares of each class or series so affected, whether or not they are otherwise entitled to vote. Authorization to amalgamate a CBCA corporation requires that special resolutions in respect of the amalgamation be passed by the holders of each class or series of shares entitled to vote thereon. The holders of a class or series of shares of an amalgamating corporation, whether or not they are otherwise entitled to vote, are entitled to vote separately as a class or series in respect of an amalgamation if the amalgamation agreement contains a provision that, if contained in a proposed amendment to the Articles, would entitle such holders to vote separately as a class or series under Section 176 of the CBCA.

Any substantive change to the corporate charter of a corporation under the BCBCA, such as an alteration of the restrictions, if any, on the business carried on by a corporation, a change in the name of a corporation or an increase or reduction of the authorized capital of a corporation requires special resolutions passed by the majority of votes that the Articles of the corporation specify is required, if that specified majority is at least 66 $\frac{2}{3}$ % and not more than 75% of the votes cast on the resolutions or, if the Articles do not contain such a provision, special resolutions passed by at least 66 $\frac{2}{3}$ % of the votes cast on the resolutions. Other fundamental changes such as an alteration of the special rights and restrictions attached to issued shares or a proposed amalgamation or continuance of a corporation out of the jurisdiction require a similar special resolution passed by holders of shares of each class entitled to vote at a general meeting of a corporation and the holders of all classes of shares adversely affected by an alteration of special rights and restrictions.

#### **Sale of Undertaking**

The CBCA requires approval of the holders of shares of each class or series of a corporation represented at a duly called meeting by not less than 66 $\frac{2}{3}$ % of the votes cast upon special resolutions for a sale, lease or exchange of all or substantially all of the property (as opposed to the "undertaking") of a corporation other than in the ordinary course of business of the corporation, and the holders of shares of a class or series are entitled to vote separately only if the sale, lease or exchange would affect such class or series in a manner different from the shares of another class or series entitled to vote. While the shareholder approval thresholds will be the same under the BCBCA as under the CBCA, there are differences in the nature of the sale which requires such approval (i.e., a sale of all or substantially all of the "property" under the CBCA and of all or substantially all of the "undertaking" under the BCBCA).

Under the BCBCA, a corporation may sell, lease or otherwise dispose of all or substantially all of the undertaking of the corporation if it does so in the ordinary course of its business or if it has been authorized to do so by special resolutions passed by the majority of votes that the Articles of the corporation specify is required, if that specified majority is at least 66 $\frac{2}{3}$ % and not more than 75% of the votes cast on the resolutions or, if the Articles do not contain such a provision, special resolutions passed by at least 66 $\frac{2}{3}$ % of the votes cast on the resolutions.

## **Rights of Dissent and Appraisal**

Under the CBCA, shareholders who dissent to certain actions being taken by a corporation may exercise a right of dissent and require the corporation to purchase the shares held by such shareholder at the fair value of such shares. The dissent right is applicable where a corporation proposes to:

1. amend its Articles to add, change or remove any provision restricting or constraining the issue or transfer of shares of that class;
2. amend its Articles to add, change or remove any restrictions on the business or businesses that the corporation may carry on;
3. enter into certain statutory amalgamations;
4. continue out of the jurisdiction;
5. sell, lease or exchange all or substantially all of its property, other than in the ordinary course of business;
6. carry out a going-private transaction or squeeze-out transaction; or
7. amend its Articles to alter the rights or privileges attaching to shares of any class where such alteration triggers a class vote.

Under the BCBCA, shareholders who dissent to certain actions being taken by a corporation may exercise a right of dissent and require the corporation to purchase the shares held by such shareholder at the fair value of such shares. The dissent right may be exercised by a holder of shares of any class of the corporation in certain circumstances, including when the corporation proposes to:

1. amend its Articles to alter restrictions on the powers of the corporation or the business that the corporation is permitted to carry on;
2. adopt an amalgamation agreement;
3. continue out of the jurisdiction;
4. sell, lease or otherwise dispose of all or substantially all of the corporation's undertaking;
5. adopt a resolution to approve an amalgamation into a foreign jurisdiction;
6. adopt a resolution to approve an arrangement, the terms of which arrangement permit dissent;
7. adopt any other resolution, if dissent is authorized by the resolution; or
8. pursuant to any court order that permits dissent.

## **Oppression Remedies**

The CBCA contains rights that are worded more broadly in that they are expressly available to a larger class of complainants. Under the CBCA, a registered shareholder, former registered shareholder, beneficial owner of shares, former beneficial owner of shares, director, former director, officer and former officer of a corporation or any of its affiliates, or any other person who, in the discretion of a court, is a proper person to seek an oppression remedy, may apply to a court for an order to rectify the matters complained of where, in respect of a corporation or any of its affiliates:

1. any act or omission of the corporation or its affiliates effects a result;
2. the business or affairs of the corporation or its affiliates are, have been carried on or conducted in a manner; or
3. the powers of the directors of the corporation or any of its affiliates are, have been exercised in a manner, that is oppressive or unfairly prejudicial to, or that unfairly disregards the interests of, any security holder, creditor, director or officer.

Under the BCBCA, a shareholder of a corporation, including a beneficial shareholder and any other person whom the court considers to be an appropriate person to make an application under the BCBCA, has the right to apply to a court on the ground that:

1. the affairs of the corporation are being or have been conducted, or that the powers of the directors are being or have been exercised, in a manner oppressive to one or more of the shareholders, including the applicant; or

2. some act of the corporation has been done or is threatened, or that some resolution of the shareholders or of the shareholders holding shares of a class or series of shares has been passed or is proposed, that is unfairly prejudicial to one or more of the shareholders, including the applicant. On such an application, the court may make such order as it sees fit, including an order to prohibit any act proposed by the corporation.

### **Shareholder Derivative Actions**

The CBCA contains a more broadly worded right to bring a derivative action, which extends to a registered shareholder, former registered shareholder, beneficial owner of shares, former beneficial owner of shares, director, former director, officer and a former officer of a corporation or any of its affiliates, and any person who, in the discretion of the court, is a proper person to make an application to court to bring a derivative action. In addition, the CBCA permits derivative actions to be commenced in the name and on behalf of a corporation or any of its subsidiaries. No leave may be granted unless the court is satisfied that:

1. the complainant has given at least fourteen days' notice to the directors of the corporation or its subsidiary of the complainant's intention to apply to the court if the directors of the corporation or its subsidiary do not bring, diligently prosecute, defend or discontinue the action;
2. the complainant is acting in good faith; and
3. it appears to be in the interests of the corporation or its subsidiary that the action be brought, prosecuted, defended or discontinued.

Under the BCBCA, a shareholder, including a beneficial shareholder and any other person whom the court considers to be an appropriate person to make an application under the BCBCA, or a director of a corporation may, with leave of the court, bring an action in the name and on behalf of the corporation to enforce an obligation owed to the corporation that could be enforced by the corporation itself or to obtain damages for any breach of such an obligation. An applicant may also, with leave of the court, defend a legal proceeding brought against a corporation. Leave may be granted on terms the court considers appropriate if:

1. the complainant has made reasonable efforts to cause the directors of the corporation to prosecute or defend the legal proceeding;
2. notice of the application for leave has been given to the corporation and any other person the court may order;
3. the complainant is acting in good faith; and
4. it appears to the court that it is in the best interests of the corporation for the legal proceeding to be prosecuted or defended.

### **Short Selling**

Under the CBCA, insiders of a corporation are prohibited from short selling any securities of the corporation. The BCBCA has no such restriction.

### **Place of Meetings**

The CBCA provides that meetings of shareholders shall be held at any place within Canada provided by the by-laws, or in the absence of such a provision, at the place within Canada that the directors determine. Meetings of shareholders may be held outside of Canada if the place is specified in the Articles or if all the shareholders entitled to vote at the meeting agree that the meeting is to be held at that place.

Under the BCBCA, general meetings of shareholders are to be held in British Columbia, or may be held at a location outside of British Columbia if:

1. the location is provided for in the Articles;
2. the Articles do not restrict the corporation from approving a location outside of British Columbia, the location is approved by the resolutions required by the Articles for that purpose (in the case of the corporation, may be approved by directors' resolutions), or if no resolutions are specified then approved by ordinary resolutions before the meeting is held; or

3. the location is approved in writing by the British Columbia Registrar of Companies before the meeting is held.

### **Directors**

The CBCA requires a distributing corporation whose shares are held by more than one person have a minimum of three directors, at least two of whom are not officers or employees of the corporation or its affiliates. The CBCA also requires that at least one-quarter of the directors be resident Canadians.

The BCBCA provides that a reporting corporation must have a minimum of three directors and does not impose any residency requirements on the directors.

### **Requisition in Meetings**

The CBCA permits the holders of not less than 5% of the issued shares that carry the right to vote at a meeting of a corporation (which is sought to be held) to require the directors to call and hold a meeting of the shareholders for the purposes stated in the requisition. If the directors do not call a meeting within 21 days of receiving the requisition, any shareholder who signed the requisition may call the meeting.

The BCBCA provides that one or more shareholders of a corporation holding not less than 5% of the issued voting shares of the corporation may give notice to the directors requiring the directors to call and hold a general meeting, which meeting must be held within 4 months.

### **Form of Proxy and Information Circular**

Both the BCBCA and the CBCA require a distributing corporation to provide notice of a general meeting and a form of proxy for use by every shareholder entitled to vote at such meeting, as well as an information circular containing prescribed information regarding the matters to be dealt with at, and the conduct of, the meeting.

## SCHEDULE "C"

### RESOLUTIONS

#### STOCK OPTION PLAN RESOLUTION

"BE IT RESOLVED as an ordinary resolution of the Shareholders, with or without amendment, that:

1. The Stock Option Plan as set forth in the Information Circular dated July 12, 2017 be approved and that the Board of Directors of the Corporation be authorized in their absolute discretion to establish and administer the Stock Option Plan in accordance with its terms and conditions;
2. The Board of Directors be authorized on behalf of the Corporation to make any amendments to the Share Option Plan as may be required by regulatory authorities, without further approval of the Corporation's Shareholders, in order to ensure regulatory approval and adoption of the Stock Option Plan; and
3. Any one director of Copper Creek be and he is hereby authorized and directed to do all such acts and things and to execute and deliver under the corporate seal or otherwise all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to this resolution."

#### NAME CHANGE SPECIAL RESOLUTION

"BE IT RESOLVED as a special resolution, that:

1. the change of the name of the Corporation to "Jin Gold Corp." or to such other name acceptable to the TSX Venture Exchange and as the directors in their sole discretion determine is appropriate is authorized and approved;
2. any officer or director of the Corporation be and is hereby authorized and directed for and on behalf the Corporation (whether under its corporate seal or otherwise) to execute, deliver and file all such documents (including Articles of Amendment in the prescribed form) and to take all such other action(s) as may be deemed necessary or desirable for the implementation of this special resolution and any matters contemplated thereby; and
3. the directors of the Corporation are hereby authorized and granted with absolute discretion and without further approval of the shareholders, to revoke or rescind the foregoing resolutions before they are acted upon."

#### CONTINUATION SPECIAL RESOLUTIONS

"BE IT RESOLVED, as a special resolution of the shareholders of the Company, that:

- (1) The Corporation is hereby authorized to make an application to the Director, Industry Canada for a Letter of Satisfaction in order to file a Continuation Application with the British Columbia Registrar of Companies (the "**Registrar**") continuing the Corporation as if it had been incorporated under the laws of British Columbia and make application to the Director, Industry Canada for a Certificate of Discontinuance;
- (2) Any one or more of the directors or officers of the Corporation is hereby authorized to do, sign and execute all such further things, deeds, documents or writings necessary or desirable in connection with the application by the Corporation to the Director, Industry Canada for a Certificate of Discontinuance;

- (3) Subject to and conditional upon such continuation and the issue of such Certificate of Discontinuance:
- the proposed Notice of Articles of the Corporation under the BCBCA, which have been presented to the shareholders of the Corporation are hereby approved and all amendments to the existing constating documents of the Corporation that are reflected in the Notice of Articles are hereby approved;
  - the Corporation will have as its Articles, the Articles in substantially the form, presented to the shareholders of the Corporation, prepared in accordance with the requirements of the BCBCA, including any amendments as determined by counsel to the Corporation to be reasonably necessary, in substitution for the existing Articles of Incorporation and By-Laws of the Corporation, which Articles are approved in all respects and any one director of the Corporation is authorized to sign the Articles as required by the BCBCA; and
- (4) The directors of the Corporation are hereby authorized to abandon the application for continuance out of the federal jurisdiction at any time without further approval of the shareholders of the Corporation if, in their discretion, the directors deem such abandonment to be advisable; and
- (5) Any one director or officer of the Corporation is authorized and directed on behalf of the Corporation, to take all necessary steps and proceedings, including the execution of any documents required to be filed with the Registrar and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things as may be necessary or desirable to give effect to this special resolution.”

## **SCHEDULE "D"**

### **DISSENT RIGHTS UNDER THE CBCA**

#### **Right to dissent**

**190. (1)** Subject to sections 191 and 241, a holder of shares of any class of a corporation may dissent if the corporation is subject to an order under paragraph 192(4)(d) that affects the holder or if the corporation resolves to

- (a) amend its articles under section 173 or 174 to add, change or remove any provisions restricting or constraining the issue, transfer or ownership of shares of that class;
- (b) amend its articles under section 173 to add, change or remove any restriction on the business that the corporation may carry on;
- (c) amalgamate otherwise than under section 184;
- (d) be continued under section 188;
- (e) sell, lease or exchange all or substantially all its property under subsection 189(3); or
- (f) carry out a going-private transaction or a squeeze-out transaction.

#### **Further right**

**(2)** A holder of shares of any class or series of shares entitled to vote under section 176 may dissent if the corporation resolves to amend its articles in a manner described in that section.

#### **If one class of shares**

**(2.1)** The right to dissent described in subsection (2) applies even if there is only one class of shares.

#### **Payment for shares**

**(3)** In addition to any other right the shareholder may have, but subject to subsection (26), a shareholder who complies with this section is entitled, when the action approved by the resolution from which the shareholder dissents or an order made under subsection 192(4) becomes effective, to be paid by the corporation the fair value of the shares in respect of which the shareholder dissents, determined as of the close of business on the day before the resolution was adopted or the order was made.

#### **No partial dissent**

**(4)** A dissenting shareholder may only claim under this section with respect to all the shares of a class held on behalf of any one beneficial owner and registered in the name of the dissenting shareholder.

#### **Objection**

**(5)** A dissenting shareholder shall send to the corporation, at or before any meeting of shareholders at which a resolution referred to in subsection (1) or (2) is to be voted on, a written objection to the resolution, unless the corporation did not give notice to the shareholder of the purpose of the meeting and of their right to dissent.

### **Notice of resolution**

(6) The corporation shall, within ten days after the shareholders adopt the resolution, send to each shareholder who has filed the objection referred to in subsection (5) notice that the resolution has been adopted, but such notice is not required to be sent to any shareholder who voted for the resolution or who has withdrawn their objection.

### **Demand for payment**

(7) A dissenting shareholder shall, within twenty days after receiving a notice under subsection (6) or, if the shareholder does not receive such notice, within twenty days after learning that the resolution has been adopted, send to the corporation a written notice containing

- (a) the shareholder's name and address;
- (b) the number and class of shares in respect of which the shareholder dissents; and
- (c) a demand for payment of the fair value of such shares.

### **Share certificate**

(8) A dissenting shareholder shall, within thirty days after sending a notice under subsection (7), send the certificates representing the shares in respect of which the shareholder dissents to the corporation or its transfer agent.

### **Forfeiture**

(9) A dissenting shareholder who fails to comply with subsection (8) has no right to make a claim under this section.

### **Endorsing certificate**

(10) A corporation or its transfer agent shall endorse on any share certificate received under subsection (8) a notice that the holder is a dissenting shareholder under this section and shall forthwith return the share certificates to the dissenting shareholder.

### **Suspension of rights**

(11) On sending a notice under subsection (7), a dissenting shareholder ceases to have any rights as a shareholder other than to be paid the fair value of their shares as determined under this section except where

- (a) the shareholder withdraws that notice before the corporation makes an offer under subsection (12),
- (b) the corporation fails to make an offer in accordance with subsection (12) and the shareholder withdraws the notice, or
- (c) the directors revoke a resolution to amend the articles under subsection 173(2) or 174(5), terminate an amalgamation agreement under subsection 183(6) or an application for continuance under subsection 188(6), or abandon a sale, lease or exchange under subsection 189(9), in which case the shareholder's rights are reinstated as of the date the notice was sent.

### **Offer to pay**

(12) A corporation shall, not later than seven days after the later of the day on which the action approved by the resolution is effective or the day the corporation received the notice referred to in subsection (7), send to each dissenting shareholder who has sent such notice

- (a) a written offer to pay for their shares in an amount considered by the directors of the corporation to be the fair value, accompanied by a statement showing how the fair value was determined; or
- (b) if subsection (26) applies, a notification that it is unable lawfully to pay dissenting shareholders for their shares.

**Same terms**

- (13) Every offer made under subsection (12) for shares of the same class or series shall be on the same terms.

**Payment**

- (14) Subject to subsection (26), a corporation shall pay for the shares of a dissenting shareholder within ten days after an offer made under subsection (12) has been accepted, but any such offer lapses if the corporation does not receive an acceptance thereof within thirty days after the offer has been made.

**Corporation may apply to court**

- (15) Where a corporation fails to make an offer under subsection (12), or if a dissenting shareholder fails to accept an offer, the corporation may, within fifty days after the action approved by the resolution is effective or within such further period as a court may allow, apply to a court to fix a fair value for the shares of any dissenting shareholder.

**Shareholder application to court**

- (16) If a corporation fails to apply to a court under subsection (15), a dissenting shareholder may apply to a court for the same purpose within a further period of twenty days or within such further period as a court may allow.

**Venue**

- (17) An application under subsection (15) or (16) shall be made to a court having jurisdiction in the place where the corporation has its registered office or in the province where the dissenting shareholder resides if the corporation carries on business in that province.

**No security for costs**

- (18) A dissenting shareholder is not required to give security for costs in an application made under subsection (15) or (16).

**Parties**

- (19) On an application to a court under subsection (15) or (16),
  - (a) all dissenting shareholders whose shares have not been purchased by the corporation shall be joined as parties and are bound by the decision of the court; and
  - (b) the corporation shall notify each affected dissenting shareholder of the date, place and consequences of the application and of their right to appear and be heard in person or by counsel.

**Powers of court**

- (20) On an application to a court under subsection (15) or (16), the court may determine whether any other person is a dissenting shareholder who should be joined as a party, and the court shall then fix a fair value for the shares of all dissenting shareholders.

### **Appraisers**

**(21)** A court may in its discretion appoint one or more appraisers to assist the court to fix a fair value for the shares of the dissenting shareholders.

### **Final order**

**(22)** The final order of a court shall be rendered against the corporation in favour of each dissenting shareholder and for the amount of the shares as fixed by the court.

### **Interest**

**(23)** A court may in its discretion allow a reasonable rate of interest on the amount payable to each dissenting shareholder from the date the action approved by the resolution is effective until the date of payment.

### **Notice that subsection (26) applies**

**(24)** If subsection (26) applies, the corporation shall, within ten days after the pronouncement of an order under subsection (22), notify each dissenting shareholder that it is unable lawfully to pay dissenting shareholders for their shares.

### **Effect where subsection (26) applies**

**(25)** If subsection (26) applies, a dissenting shareholder, by written notice delivered to the corporation within thirty days after receiving a notice under subsection (24), may

- (a)** withdraw their notice of dissent, in which case the corporation is deemed to consent to the withdrawal and the shareholder is reinstated to their full rights as a shareholder; or
- (b)** retain a status as a claimant against the corporation, to be paid as soon as the corporation is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the corporation but in priority to its shareholders.

### **Limitation**

**(26)** A corporation shall not make a payment to a dissenting shareholder under this section if there are reasonable grounds for believing that

- (a)** the corporation is or would after the payment be unable to pay its liabilities as they become due; or
- (b)** the realizable value of the corporation's assets would thereby be less than the aggregate of its liabilities.