



**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING  
OF SHAREHOLDERS  
TO BE HELD ON WEDNESDAY, SEPTEMBER 5, 2018**

**AND**

**INFORMATION CIRCULAR**

August 1, 2018

This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this Information Circular, you should immediately contact your advisor.



1100 – 1111 Melville Street  
Vancouver, BC V6E 3V6  
Phone: (604) 681-7010

## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

**NOTICE** is hereby given that the Annual General and Special Meeting (the “**Meeting**”) of the shareholders of WAR EAGLE MINING COMPANY INC. (the “**Company**” or “**War Eagle**”) will be held at **Suite 1100, 1111 Melville Street**, Vancouver, British Columbia, on **Wednesday, September 5, 2018 at 10:30 a.m.** (Vancouver Time) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the fiscal year ended March 31, 2018, together with the auditor’s report thereon;
2. To fix the number of directors at four (4);
3. To elect directors for the ensuing year;
4. To appoint Crowe MacKay LLP, Chartered Professional Accountants, as auditors for the Company for the ensuing financial year at a remuneration to be fixed by the directors;
5. To consider, and if thought fit, to pass an ordinary resolution to approve the Company’s Stock Option Plan, as more particularly described in the accompanying Information Circular;
6. To consider, and if deemed advisable, to pass a special resolution to change the name of the Company to “Warrior Gold Inc.” or such other name that is acceptable to the board of directors of the Company, as more particularly described in the accompanying Information Circular;
7. To consider, and if deemed advisable, to pass a special resolution to adopt new Articles for the Company, as more particularly described in the accompanying Information Circular; and
8. To transact such other business as may properly come before the Meeting or any adjournment(s) thereof.

The accompanying Information Circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Annual General and Special Meeting. Additional information about the Company and its financial statements are also available on SEDAR ([www.sedar.com](http://www.sedar.com)).

The Company’s board of directors has fixed *Wednesday, August 1, 2018* as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, Computershare Investor Services Inc. (the “Transfer Agent”), at their offices located on the 9th Floor, 100 University Avenue, Toronto, Ontario or by toll-free fax within North America 1-866-249-7775 by **10:30 AM (Vancouver time) on Friday, August 31, 2018**, or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement thereof. Alternatively, you may contact the Transfer Agent for online voting instructions or follow the online telephone voting instructions accompanying this Notice of Annual General and Special Meeting.

If you are a non-registered shareholder of the Company and received this Notice of Annual General and Special Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing or any other person that holds your security on your behalf (the “Intermediary”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

**DATED** at Vancouver, British Columbia, this 7<sup>th</sup> day of August 2018.

BY ORDER OF THE BOARD OF DIRECTORS

Yours truly,

*"Paul A. Carroll"*

Paul A. Carroll QC  
Chairman of the Board

**WAR EAGLE MINING COMPANY INC.**  
Suite 1100, 1111 Melville Street  
Vancouver, BC V6E 3V6  
Phone: (604) 681-7010 • Fax: (604) 687-8678

**INFORMATION CIRCULAR**  
**FOR THE ANNUAL GENERAL AND SPECIAL MEETING OF THE SHAREHOLDERS**  
**TO BE HELD ON SEPTEMBER 5, 2018**

As at and dated August 1, 2018 (unless otherwise indicated)

**SOLICITATION OF PROXIES**

This information circular ("**Information Circular**") is furnished to the holders (each a "**Shareholder**") of common shares (each a "Common Share") of WAR EAGLE MINING COMPANY INC. (the "**Company**") in connection with the solicitation of proxies by the management of the Company for use at the annual meeting of the Shareholders (and any adjournment thereof) (the "**Meeting**") to be held on **Wednesday, September 5, 2018 at 10:30 am** (Vancouver Time) at **Suite 1100 – 1111 Melville Street, Vancouver, British Columbia**, for the purposes set out in the accompanying Notice of Meeting and any adjournment thereof.

THE CONTENTS AND THE SENDING OF THIS INFORMATION CIRCULAR HAVE BEEN APPROVED BY THE DIRECTORS OF THE COMPANY.

**PROXY INSTRUCTIONS AND VOTING RIGHTS**

**Management Solicitation**

While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone without special compensation by officers, directors and the regular employees of the Company at nominal cost. No solicitation will be made by specifically engaged employees or soliciting agents. The Company does not reimburse Shareholders, nominees or agents for the costs incurred in obtaining from their principal's authorization to execute instruments of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish these proxy materials to their customers and the Company will reimburse such brokers and nominees from their related out-of-pocket expenses. All costs of solicitation by management will be borne by the Company.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied on as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

**Appointment of Proxies**

The individuals named in the accompanying form of proxy as proxyholders (the "**Designated Persons**") are directors and/or officers of the Company. A REGISTERED SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM OR HER AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY STRIKING OUT THE NAMES OF THOSE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY AND INSERTING THE DESIRED PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER FORM OF PROXY. Such Shareholder should notify the nominee of the appointment, obtain the nominee's consent to act as a proxy and should provide instructions to the nominee on how the Shareholder's Common Shares should be voted. The nominee should bring personal identification to the Meeting.

A proxy will not be valid unless the completed form of proxy is received by the Company's registrar and transfer agent, Computershare Investor Services Inc. (the "Transfer Agent"), Attention: Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by toll-free fax 1-866-249-7775, or by the Company at the address set forth above, by mail or fax not less than 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the scheduled time of the Meeting or any adjournment or postponement thereof, or delivered to the Chairman of the Meeting prior to the commencement of the Meeting.

### Signing of Proxies

A proxy may not be valid unless it is dated and signed by the Shareholder who is giving it or by that Shareholder's attorney-in-fact duly authorized by that Shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer, or attorney-in-fact, for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual Shareholder or joint Shareholders or by an officer or attorney-in-fact for a corporate Shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy of that document, should accompany the form of proxy.

### Revocation of Proxies

A Shareholder who has given an instrument of proxy may revoke it at any time before it is exercised. The revocation of an instrument of proxy does not affect any matter on which a vote has been taken prior to such revocation.

In addition to revocation in any other manner permitted by law, an instrument of proxy may be revoked by an instrument in writing (i) signed by the Shareholder or that Shareholder's attorney-in-fact duly authorized in writing, or, in the case of a corporation, signed by an officer or attorney-in-fact duly authorized in writing for the corporate Shareholder; and (ii) delivered either to the Transfer Agent at the address/fax number set forth above at any time up to and including the last business day preceding the day of the Meeting or any adjournment or postponement thereof, or to the Chair of the Meeting on the day of the Meeting and prior to the commencement thereof or, in the case of any adjournment or postponement, prior to the reconvening thereof.

An instrument of proxy will also automatically be revoked by either (i) attendance at the Meeting and participation in a poll (ballot) by the Shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures.

### Voting of Proxies

Subject to the information below under the heading "Advice to Non-Registered (Beneficial) Shareholders", registered Shareholders are entitled to vote at the Meeting. A Shareholder is entitled to one vote for each Common Share that such Shareholder holds on August 1, 2018 (the "Record Date") on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

A Shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the form of proxy are certain, the Common Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. **The Common Shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly.**

**IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE COMMON SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY AND IN FAVOUR OF ALL OTHER MATTERS PROPOSED BY MANAGEMENT AT THE MEETING.**

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice of Meeting, and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of common Shares on any matter, the Common Shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

### **Voting in Person**

Any Shareholder attending the Meeting to vote personally shall be required to produce identification satisfactory to the Chairman of the Meeting establishing his or her identity. If a Shareholder is a corporation or an entity other than an individual, then the duly authorized officer or representative of the corporation or other entity must deliver to the Chairman of the Meeting the original or a notarial copy of the instrument empowering such person to attend the Meeting and vote on behalf of the Shareholder. Such documentation shall be in a form acceptable to the Chairman of the Meeting in his or her discretion.

### **ADVICE TO (NON-REGISTERED) BENEFICIAL SHAREHOLDERS**

Only shareholders whose names appear on our records or validly appointed proxyholders are permitted to vote at the Meeting. Most of our shareholders are “non-registered” shareholders because their Common Shares are registered in the name of a nominee, such as a brokerage firm, bank, trust company, trustee or administrator of a self-administered RRSP, RRIF, RESP or similar plan or a clearing agency such as CDS Clearing and Depository Services Inc. (a “**Nominee**”). If you purchased your Common Shares through a broker, you are likely a non-registered shareholder.

Non-registered shareholders who have not objected to their Nominee disclosing certain ownership information about themselves to us are referred to as “NOBOs”. Those non-registered shareholders who have objected to their Nominee disclosing ownership information about themselves to us are referred to as “OBOs”.

In accordance with securities regulatory policy, we have distributed copies of the Meeting materials, being the Notice of Annual General and Special Meeting, this Information Circular and the form of proxy, directly to the NOBOs and to the Nominees for onward distribution to our non-registered shareholders.

Nominees are required to forward the Meeting materials to each OBO unless the OBO has waived the right to receive them. **The Company does not intend to pay for a Nominee to deliver to OBOs, therefore an OBO will not receive the materials unless the OBO’s Nominee assumes the costs of delivery.** Common Shares held by Nominees can only be voted in accordance with the instructions of the non-registered shareholder. Meeting materials sent to non-registered holders who have not waived the right to receive Meeting materials are accompanied by a voting instruction form (a “**VIF**”). This VIF is instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a non-registered shareholder is able to instruct the registered shareholder or Nominee how to vote on behalf of the non-registered shareholder. VIFs, whether provided by the Company or by a Nominee, should be completed and returned in accordance with the specific instructions noted on the VIF.

**IN EITHER CASE, THE PURPOSE OF THIS PROCEDURE IS TO PERMIT NON-REGISTERED SHAREHOLDERS TO DIRECT THE VOTING OF THE COMMON SHARES WHICH THE BENEFICIALLY OWNS. IF A NON-REGISTERED HOLDER OF COMMON SHARES WHO RECEIVES A VIF WISHES TO ATTEND THE MEETING OR TO HAVE SOMEONE ELSE ATTEND ON HIS, HER OR ITS BEHALF, THE NON-REGISTERED SHAREHOLDER MAY REQUEST (IN WRITING) TO THE COMPANY OR ITS NOMINEE, AS APPLICABLE, WITHOUT EXPENSE TO THE NON-REGISTERED HOLDER, THAT THE NON-REGISTERED HOLDER OR HIS/HER NOMINEE BE APPOINTED AS PROXYHOLDER AND HAVE THE RIGHT TO ATTEND AND VOTE AT THE MEETING. NON-REGISTERED SHAREHOLDERS MUST CAREFULLY FOLLOW THE INSTRUCTIONS SET OUT IN THE VIF INCLUDING THOSE REGARDING WHEN AND WHERE THE VIF IS TO BE DELIVERED. INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

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

Other than as described below, no person who has been a director or an officer of the Company nor any proposed nominee at any time since the beginning of its last completed financial year, or any associate of such director or officer, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than the re-approval of the Company’s incentive stock option plan, the approval of which will be sought at the Meeting. See “Particulars of Matters to be Acted Upon”.

## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share capital of the Company consists of an unlimited number of Common Shares without par value. As of the Record Date, there were a total of 44,290,552 Common Shares issued and outstanding. Each Common Share outstanding on the Record Date carries the right to one vote at the Meeting. On a show of hands, every shareholder and proxy holder will have one vote and, on a poll, every shareholder present in person or represented by proxy will have one vote for each Common Share. In order to approve a motion proposed at the Meeting, a majority of at least 50% plus one vote of the votes cast will be required to pass an ordinary resolution, and a majority of at least 2/3 of the votes cast will be required to pass a special resolution.

To the knowledge of the Company's directors and executive officers, as of the Record Date, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to the outstanding Common Shares of the Company.

As of the record date, the directors and executive officers of the Company as a group owned beneficially, directly and indirectly, 5,693,661 common shares of the Company, representing 12.86% of the presently issued and outstanding common shares of the Company.

## PARTICULARS OF MATTERS TO BE ACTED UPON

### A. FINANCIAL STATEMENTS AND AUDITORS' REPORT

The audited financial statements of the Company for the year ended March 31, 2018, together with the Auditor's Report thereon, (the "Financial Statements") will be presented to Shareholders at the Meeting. The Company's Financial Statements, together with the Auditor's Report thereon and the management discussion and analysis have been mailed to Shareholders who completed and returned the request form included with last year's meeting materials and are otherwise available with the Company's disclosure material on SEDAR at [www.sedar.com](http://www.sedar.com)

### B. ELECTION OF DIRECTORS

The directors of the Company are elected annually and hold office until the next annual general meeting of Shareholders or until their successors are duly elected or appointed, or until such director's earlier death, resignation or removal in accordance with the Articles of the Company and the *Business Corporations Act* (British Columbia). In the absence of instructions to the contrary, the Common Shares represented by proxy will be voted for the nominees listed below.

At the Meeting, Shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company for the ensuing year at four, subject to such increases as may be permitted by the Articles of the Company and the *Business Corporations Act* (British Columbia). The number of directors will be approved if the affirmative vote of the majority of Common Shares present, or represented by proxy at the Meeting, and entitled to vote is voted in favour to set the number of directors at four.

All of the proposed nominees are ordinarily resident in Canada.

As the Company is a reporting company, the directors of the Company are required to elect from their number an Audit Committee. Currently Peter Winnell (Chairman), Malcolm Burke and the late Bill Hamilton are the three directors elected by the Board of Directors of the Company to the Audit Committee. The Board of Directors has not appointed an Executive Committee or a replacement for Mr. Hamilton, as of the date of this Information Circular.

**Management does not contemplate that any of the nominees will be unable to serve as a director. The Company has not received notice of, and management is not aware of any proposed nominee in addition to, the named nominees.**

The following persons are management nominees for election as directors at the Meeting:

The following persons are management's nominees for election as directors at the Meeting: Name, Jurisdiction of Residence and Present Office Held <sup>(1)</sup>	Principal Occupation, Business or Employment for Last Five Years	Director Since	Number of Voting Securities of the Company Beneficially Owned or Controlled or Directed, Directly or Indirectly <sup>(2)</sup>
<b>Danièle Spethmann</b> Ontario, Canada Director, President and CEO	President and Chief Executive Officer of the Company since February 9, 2018 and prior thereto of Champagne Resources Ltd.	February 9, 2018	2,833,616
<b>Paul A. Carroll, QC</b> Ontario, Canada Director and Chairman	President of Carnarvon Capital Corp., a corporate management and advisory company	November 7, 2012	2,168,277
<b>Malcolm P. Burke</b> <sup>(3)(4)</sup> British Columbia, Canada Director	Director of Sceptre Ventures Inc. (March 2014 – present); President and CEO of Primary Ventures Corporation	January 15, 2015	476,500
<b>Peter Winnell</b> <sup>(3)</sup> Ontario, Canada Director	Retired businessman	February 9, 2018	140,268

(1) The information as to province or state and country of residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective directors individually.

(2) The information as to shares beneficially owned directly or indirectly or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective directors individually.

(3) Member of Audit Committee.

(4) Disclosed holdings of Mr. Burke, includes 420,000 Common Shares held by Primary Ventures Corporation, a private company owned by Mr. Burke. Mr. Burke personally holds 56,500 Common Shares.

#### *Cease Trade Orders, Penalties, Sanctions and Bankruptcies*

Except as described below, to the knowledge of the Company's management, no proposed director of the Company:

- (a) is, or within the 10 years before the date of this Information Circular has been, a director, chief executive officer or chief financial officer of any company (including the Company) that:
  - (i) was the subject, while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer of such company, of a cease trade or similar 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 or; or
  - (ii) was subject to a cease trade or similar 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, that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or an executive officer of any company (including the Company) that, while the person was acting in that capacity, or within a year of that person ceasing to act in the 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 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been the subject to any 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.

Mr. Carroll is President and CEO of World Wide Minerals Ltd. a Canadian public company which is subject to a cease trade order issued by the OSC on May 9, 2011 for failure to file financial statements. Such cease trade order remains in effect.

**Management of the Company recommends the approval of each of the nominees listed above for election as directors of the Company for the ensuing year. In the absence of contrary instructions, the Designated Persons named in the accompanying form of proxy intend to vote the Common Shares represented thereby in favour of the election to the Board of those persons designated as nominees for election as directors. The Board does not contemplate that any of such nominees will be unable to serve as a director. However, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, proxies in favour of management designees will be voted for another nominee in their discretion unless the Shareholder has specified in his proxy that his/her/its Common Shares are to be withheld from voting on the election of directors.**

#### **C. APPOINTMENT AND REMUNERATION OF AUDITOR**

At the Meeting, shareholders will be asked to reappoint Crowe MacKay LLP, Chartered Professional Accountants of Vancouver, British Columbia as auditor of the Company for the next ensuing year at remuneration to be fixed by the Board. Crowe MacKay LLP, Chartered Professional Accountants, was first appointed as the auditor of the Company by the Board on February 20, 1991.

**Management recommends that shareholders vote in favour of the appointment of Crowe MacKay LLP, Chartered Professional Accountants, as the Company's auditors at remuneration to be fixed by the Board.**

#### **D. RE-APPROVAL OF STOCK OPTION PLAN**

At the annual meeting of shareholders of the Company held on November 23, 2017, the shareholders ratified, confirmed and approved a stock option plan (the "Option Plan") which reserves for issuance upon the grant of stock options a rolling maximum of 10% of the number of common shares issued and outstanding on the applicable date of grant. The Option Plan authorizes the Board to issue options to directors, officers, key employees and others who are in a position to contribute to the future success and growth of the Company.

The TSX Venture Exchange (the "TSX-V") requires all TSX-V-listed companies who have adopted an Option Plan which reserves a rolling maximum of 10% of the number of common shares issued and outstanding on the applicable date of grant, to obtain shareholder ratification to the stock option plan on an annual basis. The Option Plan is identical to the one previously approved by Shareholders. Accordingly, Shareholders are being asked to approve the current Option Plan in accordance with Policy 4.4 of the TSX-V. As at the date of this Information Circular, the Company had 44,290,552 shares issued and outstanding so that a maximum of 4,429,055 common shares would be available for issuance pursuant to the stock options granted under the Plan. Currently there are 3,495,957 stock options outstanding under the Option Plan, leaving 933,098 common shares available for grant of further options.

Under the Option Plan, the aggregate number of Common Shares issuable upon exercise of options granted thereunder may not exceed 10% of the total number of outstanding Common Shares at the time the options are granted. Further, the aggregate number of Common Shares issuable upon the exercise of the options granted thereunder to any one individual may not exceed 5% of the total number of outstanding Common Shares of the Company. Options issued pursuant to the Option Plan must have an exercise price not less than that from time to time permitted by the stock exchange on which the Common Shares are then listed. The period during which an

option may be exercised shall be determined by the Board at the time the option is granted, subject to any vesting limitations which may be imposed by the Board at the time such option is granted, provided no option shall be exercisable for a period exceeding ten years from the date the option is granted.

The options granted under the Option Plan expire on the earlier of the date of the expiration of the option period noted above and in the case of optionees who are directors, officers, employees or consultants must expire within a reasonable period not exceeding one year after the date that a holder ceases to hold the position or positions of director, officer, employee or consultant of the Company, and within 30 days for any optionee engaged in investor relations activities. In the event of the death or permanent disability of a holder, any option previously granted to him shall be exercisable until the end of the option period noted above or until the expiration of 12 months after the date of death or permanent disability of such option holder, whichever is earlier.

In addition to the terms of the Option Plan mentioned above, the policies of the TSX-V require approval by the affirmative vote of a majority of the votes cast at the Meeting, other than the votes attaching to the Common Shares beneficially owned by the insiders of the Company to whom the options may be granted pursuant to the Option Plan, or their associates to the Company if the Company is proposing any of the following:

- (a) decreasing the exercise price of stock options previously granted to insiders;
- (b) issuing to insiders, upon the exercise of stock options, within a one year period, shares exceeding 10% of the outstanding listed shares; and
- (c) issuing to any one insider and such insider's associates, upon the exercise of stock options, within a one year period, shares exceeding 5% of the outstanding listed shares.

The Company requires disinterested shareholder approval for the actions mentioned above; otherwise, a majority of shareholders suffices to renew the Option Plan.

A copy of the Option Plan will be available for Shareholders to review at the Meeting. Shareholders may also obtain a copy of the Plan by contacting the Company's Secretary at 604 681-7010.

#### *Shareholder Approval*

Accordingly, the Shareholders of the Company will be asked at the Meeting to pass an ordinary resolution, the text of which will be in substantially the form as follows:

"RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. the renewal of the Company's Option Plan including the reserving for issuance under the Option Plan at any time of a maximum of 10% of the issued and outstanding common shares of the Company, subject to any amendments that may be required by the TSX-V, is approved;
2. the Company be authorized to abandon or terminate all or any part of the Option Plan if the directors of the Company deem it appropriate and in the best interests of the Company to do so;
3. the Company be and is hereby authorized to grant options pursuant and subject to the terms and conditions of the Option Plan; and
4. any one or more of the directors and officers of the Company be authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Company or otherwise, all such documents and other writings, including treasury orders, stock exchange and securities commissions forms, as may be required to give effect to the true intent of this resolution."

#### **Recommendation of the Company's Directors**

The directors have reviewed and considered all facts respecting the foregoing matters that they have considered to be relevant to Shareholders. It is the unanimous recommendation of the Company's directors that Shareholders vote for passage of the foregoing resolutions.

**The Designated Persons intend to vote the Common Shares represented by such proxy at the Meeting for the approval of the resolutions described above, unless otherwise directed in the instrument of proxy.**

## **E. APPROVE NAME CHANGE**

At the Meeting, shareholders will be asked to consider and, if thought appropriate, to pass a special resolution authorizing the Company's Board of Directors, in their sole discretion, to effect the change of the Company's name to "Warrior Gold Inc." or such other name as may be approved by the Company's Board of Directors and applicable regulatory authorities.

Accordingly, the Shareholders of the Company will be asked at the Meeting to pass a special resolution, the text of which will be in substantially the form as follows:

"RESOLVED, AS A SPECIAL RESOLUTION, THAT:

1. The Company change its name to "Warrior Gold Inc." or such other name as may be approved by the Company's board of directors, in its discretion, and as may be acceptable to the Registrar of Companies (British Columbia) (the "Registrar");
2. the Company amend its Notice of Articles to reflect the name change and make such filings with the Registrar as may be required;
3. Despite the approval of shareholders as provided for in this special resolution, the Company's Board of Directors may, in its sole discretion, revoke this special resolution before it is acted upon, without further approval of the shareholders; and
4. Any one or more directors or officers are authorized to take all necessary steps and proceedings, and to execute and deliver and file any and all applications, declarations, documents and other instruments and do all such other acts and thing as may be necessary or desirable to give effect to the provisions of this resolution."

### **Recommendation of the Company's Directors**

The directors have reviewed and considered all facts respecting the foregoing matters that they have considered to be relevant to Shareholders. It is the unanimous recommendation of the Company's directors that Shareholders vote for passage of the foregoing special resolution to change the Company's name.

**The Designated Persons intend to vote the Common Shares represented by such proxy at the Meeting for the approval of the special resolution described above, unless otherwise directed in the instrument of proxy.**

## **E. APPROVE NEW ARTICLES**

At the Meeting, shareholders will be asked to consider and, if thought appropriate, to pass a special resolution authorizing the Company to adopt new Articles. The Company's Board of Directors believes that the existing Articles of the Company do not allow for maximum efficiency in the Company's operations and do not reflect the current provisions of the *Business Corporations Act* (British Columbia). For example, the existing Articles of the Company do not permit the Company to change its name, except by a special resolution of the shareholders, whereas the *Business Corporations Act* (British Columbia) permits a company to change its name by resolution of the directors if so permitted by the articles. Further, as public companies move closer toward electronic delivery and settlement of share transactions, the Company's articles must include the required provisions to allow for non-certificated share issuance. The Company's existing Articles allow for non-certificated share issuances; however some changes to the provisions are desirable. The proposed new form of Articles (the "**New Articles**") will be substantially similar to the Company's existing Articles, but will permit the Company to change its name by resolution of directors and will modify certain language as it relates to non-certificated share issuance. Another significant change in the New Articles is to allow certain share structure alternations by directors' resolution instead of shareholders' resolution. This change will not significantly impact the Company's shareholders, as for example, the policies of the TSX-V require shareholder approval for certain share consolidations (greater than 10:1, cumulative, over a 24 month period), regardless of what a company's corporate documents provide for. Additionally, the New Articles have expanded the indemnification provisions to include heirs and beneficiaries as well as expanded the deemed receipt of mailing provision to include fax and electronic delivery methods. The only other significant change in the New Articles is to allow the Company to alter the Articles by ordinary resolution

instead of a special resolution in instances where the *Business Corporations Act* (British Columbia) does not specify the type of resolution required and the Articles do not specify another type of resolution.

A copy of the proposed New Articles of the Company will be available for inspection at the Meeting and at the Company's head office noted above and its registered office, located at 400 – 725 Granville Street, Vancouver, British Columbia during regular business hours up to the day before the Meeting.

Accordingly, the Shareholders of the Company will be asked at the Meeting to pass a special resolution, the text of which will be in substantially the form as follows:

“RESOLVED, AS A SPECIAL RESOLUTION, THAT:

1. The existing Articles of the Company be cancelled and the new form of Articles made available to shareholders for review before and at the Meeting, be adopted as the Articles of the Company in substitution for, and to the exclusion of the existing Articles;
2. Any one director of the Company, signing alone, be authorized to execute and deliver all such documents and instruments, including the new form of Articles, and to do such further acts, as may be necessary to give full effect to these resolutions or as may be required to carry out the full intent and meaning thereof;
3. Despite that this special resolution has been duly passed by the shareholders of the Company, the Board is authorized and empowered to revoke this resolution at any time before giving effect to the adoption of the new form of Articles and to determine not to proceed with the without further approval of the shareholders; and
4. It is a condition of this resolution that the alteration to the Articles of the Company referred to in paragraph 1 does not take effect until this resolution is deposited with the records of the Company as prescribed by the *Business Corporations Act* (British Columbia).”

#### **Recommendation of the Company's Directors**

The directors have reviewed and considered all facts respecting the foregoing matters that they have considered to be relevant to Shareholders. It is the unanimous recommendation of the Company's directors that Shareholders vote for passage of the foregoing special resolution to adopt the New Articles.

**The Designated Persons intend to vote the Common Shares represented by such proxy at the Meeting for the approval of the special resolution described above, unless otherwise directed in the instrument of proxy.**

#### **STATEMENT OF EXECUTIVE COMPENSATION**

Unless otherwise noted the following information is for the Company's most recently completed financial year ended March 31, 2018. The Company is a venture issuer and is disclosing its executive compensation in accordance with subsection 1.3(5) of Form 51-102F6V.

##### **General**

For the purpose of this Statement of Executive Compensation:

“**Company**” means **War Eagle Mining Company Inc.**

“**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 (if any) for services provided or to be provided, directly or indirectly to the Company or any of its subsidiaries (if any);

“**NEO**” or “**named executive officer**” means:

- (a) each individual who served as chief executive officer (“**CEO**”) of the Company, or who performed functions similar to a CEO, during any part of the most recently completed financial year,
- (b) each individual who served as chief financial officer (“**CFO**”) of the Company, or who performed functions similar to a CFO, during any part of the most recently completed financial year,

- (c) the most highly compensated executive officer of the Company or any of its subsidiaries (if any) other than individuals 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 an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries (if any), nor 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; and

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

“**TSX-V**” or “**Exchange**” means the TSX Venture Exchange Inc. on which the Company’s stock trades under the symbol “WAR”.

#### **Currencies**

All financial amounts are stated in Canadian dollars unless otherwise indicated.

#### **Determination of NEOs**

In accordance with the provisions of applicable securities legislation, the Company had three (3) NEOs during the most recently completed financial year ended March 31, 2018, namely (i) Ms. Danièle Spethmann who has served as President and CEO of the Company since February 9, 2018; (ii) Mr. Paul Carroll who has served as President and CEO of the Company from August 12, 2016 until February 9, 2018; and (iii) Mr. Salil Dhaumya who has served as CFO of the Company from August 10, 2010.

**Director and NEO Compensation, excluding Compensation Securities**

**Summary Compensation Table**

The following table sets forth all direct and indirect compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Company thereof to each NEO and each director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the Company:

<b>Name and Position</b>	<b>Fiscal Year Ended</b>	<b>Salary, Consulting Fee, Retainer or Commission (\$)</b>	<b>Bonus (\$)</b>	<b>Committee or Meeting Fees (\$)</b>	<b>Value of Perquisites (\$)</b>	<b>Value of all other Compensation (\$)</b>	<b>Total Compensation (\$)</b>
Danièle Spethmann <sup>(1)</sup> President, CEO and Director	2018	30,000	Nil	Nil	Nil	Nil	30,000
	2017	N/A	N/A	N/A	N/A	N/A	N/A
Salil Dhaumya <sup>(2)</sup> CFO	2018	48,000	Nil	Nil	Nil	Nil	48,000
	2017	48,000	Nil	Nil	Nil	Nil	48,000
Paul A. Carroll <sup>(3)</sup> Director, Chairman and Former President and CEO	2018	115,000	Nil	Nil	Nil	Nil	115,000
	2017	75,000	Nil	Nil	Nil	Nil	75,000
Donald G. Padgett <sup>(4)</sup> Former Director	2018	31,000	Nil	Nil	Nil	Nil	31,000
	2017	36,000	Nil	Nil	Nil	Nil	36,000
Malcolm P. Burke <sup>(5)</sup> Director	2018	36,000	Nil	Nil	Nil	Nil	36,000
	2017	36,000	Nil	Nil	Nil	Nil	36,000
William S. Hamilton <sup>(6)</sup> Former Director	2018	35,000	Nil	Nil	Nil	Nil	35,000
	2017	19,419	Nil	N/A	N/A	N/A	19,419
Peter Winnell <sup>(7)</sup> Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	N/A	N/A	N/A	N/A	N/A	N/A

(1) Denotes fees paid by the Company for consulting services provided by Ms. Spethmann through Rubye Gold Exploration Services Inc., a privately held company controlled by Ms. Spethmann. Ms. Spethmann was appointed President, CEO and Director of the Company on February 9, 2018.

(2) Denotes fees paid by the Company for consulting services provided by Mr. Dhaumya through Koios Corporate Financial Services Ltd., a privately held company controlled by Mr. Dhaumya.

(3) Denotes fees paid by the Company for consulting services provided by Mr. Carroll through Carnarvon Capital Corp., a privately held company of which Mr. Carroll is President and which is controlled by members of his immediate family.

(4) Denotes fees paid by the Company for consulting services provided by Mr. Padgett through L&D Holdings Inc., a privately held company controlled by Mr. Padgett. Mr. Padgett ceased being a Director of the Company on February 9, 2018.

(5) Denotes fees paid by the Company for consulting services provided by Mr. Burke through Primary Ventures Corporation, a privately held company controlled by Mr. Burke.

(6) Denotes fees paid by the Company for consulting services provided by Mr. Hamilton. Mr. Hamilton passed away on July 22, 2018.

(7) Mr. Winnell was appointed Director of the Company on February 9, 2018.

## Stock Options and Other Compensation Securities

The following table sets out all compensation securities granted or issued to each director and NEO by the Company or any subsidiary thereof in the year ended March 31, 2018 for services provided or to be provided, directly or indirectly, to the Company or any subsidiary thereof:

Compensation Securities							
Name and Position	Type of Compensation Security	Number of Compensation Securities, Number of Underlying Securities, and percentage of class <sup>(1)</sup>	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
Danièle Spethmann President, CEO and Director	Stock Options	299,240 500,000	Feb 9, 2018 Feb 20, 2018	\$0.27 \$0.17	\$0.18 \$0.17	\$0.17 \$0.17	May 5, 2021 May 5, 2021
Salil Dhaumya CFO	Stock Options	100,000	Feb 20, 2018	\$0.17	\$0.17	\$0.17	May 5, 2021
Paul A. Carroll Chairman, Director	Stock Options	350,000	Feb 20, 2018	\$0.17	\$0.17	\$0.17	May 5, 2021
Malcolm P. Burke Director	Stock Options	300,000	Feb 20, 2018	\$0.17	\$0.17	\$0.17	May 5, 2021
William S. Hamilton	Stock Options	300,000	Feb 20, 2018	\$0.17	\$0.17	\$0.17	May 5, 2018
Peter L. Winnell	Stock Options	112,215 300,000	Feb 9, 2018 Feb 20, 2018	\$0.27 \$0.17	\$0.18 \$0.17	\$0.17 \$0.17	May 5, 2021 May 5, 2021

(1) All stock options are fully vested. One common share is issuable on the exercise of each stock option.

### Exercise of Compensation Securities by Directors and NEOs

During the financial year ended March 31, 2018, Mr. Burke, a director of the Company, exercised 55,000 options at \$0.10 on February 20, 2018; Mr. Dhaumya, the CFO of the Company exercised 75,000 options at \$0.10 on February 20, 2018 and Mr. Padgett, a former director, exercised 55,000 options at \$0.10 on March 28, 2018.

During the year ended March 31, 2018, 599,000 options held by the directors of the Company were terminated.

### Stock Option Plan-based Awards

The significant terms of the Company's Option Plan are set out above under the heading "Particulars of Matters to be Acted Upon – Re-Approval of Stock Option Plan".

The Company's option plan was last approved by shareholders at its last AGSM held on November 23, 2017.

### Employment, Consulting and Management Agreements

During the most recently completed financial year, the significant terms of the employment agreement or arrangement for each NEO is as follows:

- Ms. Spethmann has a compensation agreement with the Company dated April 1, 2014 for a maximum of \$15,000 per month through its amalgamation with Champagne, which is automatically renewable for successive one-year terms. The CEO is also eligible for an annual bonus up to 50% of her annual fees linked to performance criteria agreed to between the CEO and the Company's compensation committee. On termination of the CEO's services, the Company is obligated to make a lump sum severance payment of \$450,000.
- Mr. Dhaumya has an unwritten arrangement approved by the Board that provided for monthly compensation of \$4,000. Mr. Dhaumya provided his services to the Company through Koios Corporate Financial Services Ltd., a privately held company controlled by Mr. Dhaumya.

- Mr. Carroll has a consulting agreement with the Company dated February 11, 2013 that provided for monthly compensation of \$10,000. Mr. Carroll provided his services to the Company through Carnarvon Capital Corp., a privately held company of which Mr. Carroll is President and which is controlled by members of his immediate family.
- Mr. Padgett had a consulting agreement with the Company dated February 1, 2013 that provided for monthly compensation of \$3,000. Mr. Padgett provided his services to the Company through L&D Holdings Inc., a privately held company controlled by Mr. Padgett. Mr. Padgett ceased being a Director of the Company on February 9, 2018.
- Mr. Burke has a consulting agreement with the Company dated February 1, 2013 that provided for monthly compensation of \$3,000. Mr. Burke provided his services to the Company through Primary Ventures Corporation, a privately held company controlled by Mr. Burke.
- Mr. Hamilton had a consulting agreement with the Company dated October 6, 2016 that provided for monthly compensation of \$3,000.

There is no formal bonus structure in place for NEO's and determination of bonuses is at the sole discretion of the Board.

Other than the CEO's compensation agreement described above, the Company has no contract, agreement, plan or arrangement that provides for payments to any NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in responsibilities of the NEO.

The Company has no contract, agreement, plan or arrangement that provides for payments to directors, at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company or a change in the director's responsibilities.

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

### ***Director Compensation***

The Board determines director compensation from time to time. Directors are not generally compensated in their capacities as such but the Company may, from time to time, grant to its directors incentive stock options to purchase common shares in the capital of the Company pursuant to the terms of the Option Plan and in accordance with the policies of the TSX Venture Exchange.

During the financial year ended March 31, 2018, Mr. Padgett's compensation as a director consisted of \$31,000 under the Consulting Agreement described above. During the financial year ended March 31, 2018, Mr. Burke's compensation as a director consisted of \$36,000 under the Consulting Agreement described above. Mr. Hamilton's compensation as a director consisted of \$31,000 under the Consulting Agreement described above and an additional \$4,000 as consulting fees. Mr. Winnell did not receive any compensation as a director of the Company.

### ***Named Executive Officer Compensation***

The Board determines executive compensation from time to time. The Company does not have a formal compensation policy. The compensation program for the senior management of the Company is designed to ensure that the level and form of compensation achieves certain objectives, including:

- to align executive compensation with Shareholders' interests;
- to attract and retain highly qualified management; and
- to focus performance by linking incentive compensation to the achievement of business objectives and financial results.

The Company's executive compensation program is designed to pay for performance. Employees, including senior executives, are rewarded for the achievement of financial goals, progress in executing the Company's long-term growth strategy and delivering strong total shareholder return performance.

During the financial year ended March 31, 2018, Ms. Spethmann's compensation as CEO and President consisted of \$30,000 under the Consulting Agreement described above. During the financial year ended March 31, 2018, Mr. Carroll's compensation as Chairman consisted of \$115,000 under the Consulting Agreement described above. During the financial year ended March 31, 2018, Mr. Dhaumya's compensation as CFO consisted of \$48,000.

## **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The Company has no compensation plans under which equity securities are authorized for issuance as at the fiscal year ended March 31, 2018, with the exception of the Company's Option Plan.

The following table sets forth details of the Company's equity compensation plans as of March 31, 2018.

### *Equity Compensation Plan Information*

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b>
Equity compensation plans approved by securityholders	3,564,659	\$0.18	833,396 <sup>(1)</sup>
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
<b>Total</b>	<b>3,564,659</b>	<b>\$0.18</b>	<b>833,396</b>

(1) This figure is based on the total number of Common Shares authorized for issuance under the Company's Option Plan, less the number of Options outstanding as at the Company's year ended March 31, 2018. As at March 31, 2018, the Company was authorized to issue a total of 4,398,055 Options.

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

No current or former director, executive officer or employee of the Company or any of its subsidiaries, proposed nominees for election as director, or associate of any such persons is, or has been, indebted to the Company since the beginning of the most recently completed financial year of the Company and no indebtedness remains outstanding as at the date of this Information Circular. None of the directors' or executive officers' indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year, has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

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

Except as disclosed under "Particulars of Matters to be Acted Upon" and elsewhere in this Information Circular, no informed person of the Company, no proposed director of the Company and no associate or affiliate of any informed person or proposed director of the Company has or has had any material interest, direct or indirect, in any material transaction since the beginning of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries, if any.

In February 2018, the Company's wholly owned subsidiary Andromeda merged with Champagne, pursuant to an amalgamation agreement. The wholly-owned War subsidiary resulting from such amalgamation will carry on the precious metals development business of Champagne in Ontario, Canada. As per the amalgamation agreement, each common share of Champagne was exchanged for one common share of War. Completion of the amalgamation resulted in the issue of 21,990,276 common shares valued at \$0.17 per share, 1,215,659 options valued at \$0.128 per share and 6,086,045 warrants valued at \$0.081 per share. The resulting share capital of War is 43,980,552 common shares of which the shareholders of War own 50% and the former shareholders of Champagne (other than War) own the remaining 50%.

"informed person" means

- (a) a director or executive officer of the Company;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;

- (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company other than voting securities held by the person or company as underwriter in the course of a distribution of it; and
- (d) the Company itself if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

### CORPORATE GOVERNANCE

National Instrument 58-101 *Disclosure of Corporate Governance Practices* of the Canadian securities administrators requires the Company to annually disclose certain information regarding its corporate governance practices. Under this heading, the Company is providing the disclosure required by Form 58-101F2

#### **Board of Directors**

The Board has responsibility for the stewardship of the Company including responsibility for strategic planning, identification of the principal risks of the Company’s business and implementation of appropriate systems to manage these risks, succession planning (including appointing, training and monitoring senior management), communications with investors and the financial community and the integrity of the Company’s internal control and management information systems.

The Board sets long term goals and objectives for the Company and formulates the plans and strategies necessary to achieve those objectives and to supervise senior management in their implementation. The Board delegates the responsibility for managing the day-to-day affairs of the Company to senior management but retains a supervisory role in respect of, and ultimate responsibility for, all matters relating to the Company and its business. The Board is responsible for protecting shareholders’ interests and ensuring that the incentives of the shareholders and of management are aligned.

As part of its ongoing review of business operations, the Board reviews, as frequently as required, the principal risks inherent in the Company’s business including financial risks, through periodic reports from management of such risks, and assesses the systems established to manage those risks. Directly and through the Audit Committee, the Board also assesses the integrity of internal control over financial reporting and management information systems.

In addition to those matters that must, by law, be approved by the Board, the Board is required to approve any material dispositions, acquisitions and investments outside the ordinary course of business, long-term strategy, and organizational development plans. Management of the Company is authorized to act without board approval, on all ordinary course matters relating to the Company’s business.

The Board also monitors the Company’s compliance with timely disclosure obligations and reviews material disclosure documents prior to distribution. The Board is responsible for selecting the President and appointing senior management and for monitoring their performance.

As of the date of this Information Circular, the following persons are the directors of the Company:

Danièle Spethmann	“Not Independent” <sup>(1)</sup>
Malcolm P. Burke	“Independent” <sup>(1)</sup>
Paul A. Carroll	“Not Independent” <sup>(1)</sup>
Peter Winnell	“Independent” <sup>(1)</sup>

(1) The Company considers a member of the Board as “Not Independent” if he or she has a direct or indirect “material relationship” with the issuer as set out in NI 52-110. Ms. Spethmann is an executive officer of the Company and Mr. Carroll is a former executive officer of the Company and therefore they are not independent under NI 52-110.

## Directorships

The directors listed below are presently directors of a reporting issuer (or equivalent) in a jurisdiction of Canada or a foreign jurisdiction.

Director	Other Reporting Issuer
Paul A. Carroll	Energy Fuels Inc. World Wide Minerals Ltd.
Malcolm P. Burke	Sceptre Ventures Inc. JPY Holdings Ltd.

## Orientation and Continuous Education

The Company does not currently have a formal orientation program for new board members nor does it provide continuing education for its directors. The Board is currently composed of four directors, one is an officer of the Company with extensive knowledge of its business and affairs, and the other three of whom are experienced business persons. All directors have previous experience with public companies in the mining and mineral resource industry. As a result, the Company does not intend orientation or continuing education programs are anticipated at this time.

## Ethical Business Conduct

The Board has not, to date, adopted a formal written Code of Ethical Business Conduct but is cognizant of fiduciary duty and corporate governance.

## Nomination of Directors

The Board determines new nominees to the Board, although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members and the Chairman of the Company. The Board monitors but does not formally assess the performance of individual Board members or committee members on their contributions.

## Compensation

The Board periodically reviews compensation paid to officers, directors, management and other employees with respect to industry comparables and with regards to the particular circumstances of the Company and the position.

The Board does not have a compensation committee, and these functions are currently performed by the Board as a whole. However, this policy may be reviewed in the future depending on the circumstances of the Company.

## Other Board Committees

The Board has an Audit Committee and an EHS Committee. The Board as a whole addresses executive compensation, corporate governance and Board nominations.

## Assessments

The Company has no formalised assessment procedures to satisfy itself that its directors, Board committee members and the Board as a whole are performing effectively.

## **AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR**

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

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

The Company's Board has adopted an Audit Committee Charter. The text of the Audit Committee Charter is included at pages 18 to 20 of the Company's information circular dated August 25, 2009 for a previous annual general meeting of shareholders. This circular was filed on SEDAR on August 31, 2009 and is available on the SEDAR website at [www.sedar.com](http://www.sedar.com).

## Composition of the Audit Committee

The following will be appointed members of the Audit Committee after the Meeting:

	Independent <sup>(1)</sup>	Financially Literate
Peter Winnell (Chair)	Yes	Yes
Malcolm P. Burke	Yes	Yes

(1) As defined by NI 52-110.

The Company is relying on the exemption provided under Section 6.1 of NI 52-110.

## Relevant Education and Experience

### **Peter Winnell**

Mr. Winnell has 45+ years experience in the Canadian capital markets focused on fund management and institutional sales, including former Vice Chairman of Octagon Capital Corporation, a boutique investment brokerage firm where he led numerous transactions, with emphasis on the mining sector.

### **Malcolm P. Burke**

Mr. Burke brings extensive, international business and financial experience to his involvement in both private and public enterprises. Prior to founding Primary Ventures Corporation (“PVC”) in 1986, Mr. Burke was a senior advisor and shareholder at Royal LePage Realty, where he provided investment advice and brokerage services to an international clientele whose activities included the acquisition and syndication of significant commercial properties in both Canada and the United States. PVC and its affiliates were established to provide early-stage private equity and financial advice to promising early-stage ventures, principally in the natural resource, energy and technology sectors. Mr. Burke has been the President and Chief Executive Officer of PVC since 1988. Mr. Burke has served as a director and executive committee member for a number of public companies listed on the TSX, NASDAQ and AMEX exchanges.

The Board will be appointing a new member to the Audit Committee when the vacancy left by the late Mr. Hamilton is filled.

## Audit Committee Oversight

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

## Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis* Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110. The Company may rely on the exemption in Section 3.5 of NI 52-110 in respect of its audit committee for up to six months from the passing of the late Bill Hamilton who was an audit committee member.

## Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as set out in Section 2(g) of the Audit Committee Charter.

## External Auditor Service Fees (By Category)

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

Financial Year Ending	Audit Fees <sup>(1)</sup>	Audit Related Fees <sup>(2)</sup>	Tax Fees <sup>(3)</sup>	All Other Fees <sup>(4)</sup>
March 31, 2018	\$16,500	\$Nil	\$Nil	\$Nil
March 31, 2017	\$13,000	\$Nil	\$Nil	\$Nil

(1) The aggregate fees billed by the Company's auditor for audit fees.

(2) Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under “Audit Fees”.

(3) Fees charged for tax compliance, tax advice and tax planning services.

(4) Fees for services other than disclosed in any other column.

## **Exemption**

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

## **MANAGEMENT CONTRACTS**

The management functions of the Company are not to any substantial degree performed by any person other than the senior officers and directors of the Company.

## **ADDITIONAL INFORMATION**

Additional information relating to the Company is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) or the Company's website [www.wareaglemining.com](http://www.wareaglemining.com).

Financial information is provided in the Company's comparative financial statements and the related management's discussion and analysis (the "MD&A") for the financial year ended March 31, 2018. Shareholders may contact the Company to request copies of the financial statements and MD&A at the address set out on Page 1 of this Information Circular or by email at [info@wareaglemining.com](mailto:info@wareaglemining.com).

## **OTHER MATERIAL FACTS**

Management knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting.

## **CERTIFICATION AND BOARD APPROVAL**

The undersigned hereby certifies that the contents and the sending of this Information Circular to the Company's Shareholders have been approved by the Board. The foregoing contains no untrue statement of material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

**DATED** at Vancouver, British Columbia, on the 7<sup>th</sup> day of August, 2018

BY ORDER OF THE BOARD

**WAR EAGLE MINING COMPANY INC.**

*"Paul A. Carroll"*

Paul A. Carroll QC  
Chairman of the Board