

STAKEHOLDER GOLD CORP.

(the "Corporation")

25 Adelaide Street East, Suite 1612

Toronto, ON

M5C 1Y2

(With information through to March 30, 2017)

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF THE CORPORATION TO BE HELD ON
APRIL 21, 2017
TO THE SHAREHOLDERS OF STAKEHOLDER GOLD CORP.**

NOTICE IS HEREBY GIVEN THAT an annual and special meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of **Stakeholder Gold Corp.** (the "**Corporation**") will be held at the offices of **Lieu & MacPherson Financial Services Inc., First Canadian Place, 100 King Street West, Suite 5600, Toronto, Ontario, Canada** on April 21, 2017 at the hour of 9 o'clock in the forenoon (Toronto time) for the following purposes:

- (A) to receive and consider the audited financial statements of the Corporation for the financial year ended December 31, 2015, together with the report of the auditors thereon;
- (B) to elect the directors of the Corporation;
- (C) to re-appoint MNP LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix their remuneration;
- (D) to consider and, if thought advisable, pass a special resolution of Shareholders empowering the directors of the Corporation to determine: (i) the number of directors of the Corporation; and (ii) the number of directors of the Corporation to be elected at the annual meeting of the Shareholders, by resolution of the directors from time to time;
- (E) to consider and, if thought advisable, pass an ordinary resolution of Shareholders approving the Corporation's existing stock option plan for the ensuing year, reserving for grant options to acquire up to a maximum of 10% of the issued and outstanding shares of the Corporation calculated at the time of each stock option grant and;
- (F) to transact such further or other business as may properly come before the Meeting and any adjournment(s) thereof.

The accompanying information circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice. Also accompanying this notice is a form of proxy. Any adjournment(s) of the Meeting will be held at a time and place to be specified at the Meeting. Only Shareholders of record at the close of business on February 27, 2017 are entitled to receive notice of and vote at the Meeting and any adjournment(s) or postponement(s) thereof.

If you are a registered shareholder of the Corporation and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and return it in the envelope provided to Computershare Investor Services Inc., the registrar and transfer agent of the Corporation, at 7th Floor, 1500 Robert-Bourassa Blvd., Montreal, Quebec, H3A 3S8, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting.

If you are not a registered shareholder of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.

DATED this 27th day of February, 2017.

By Order of the Board of Directors

"Christopher Berlet"

Christopher Berlet
President, CEO & Director

STAKEHOLDER GOLD CORP.

(the "Corporation")

25 Adelaide Street East, Suite 1612

Toronto, ON

M5C 1Y2

MANAGEMENT INFORMATION CIRCULAR SOLICITATION OF PROXIES

THIS MANAGEMENT INFORMATION CIRCULAR ("CIRCULAR") IS FURNISHED IN CONNECTION WITH THE SOLICITATION OF PROXIES BY THE MANAGEMENT OF STAKEHOLDER GOLD CORP. (THE "CORPORATION") FOR USE AT AN ANNUAL AND SPECIAL MEETING (THE "MEETING") OF SHAREHOLDERS (THE "SHAREHOLDERS") OF THE CORPORATION TO BE HELD AT THE TIME AND PLACE AND FOR THE PURPOSES SET FORTH IN THE ATTACHED NOTICE (THE "NOTICE") OF THE MEETING.

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or personal interview by regular employees of the Corporation, or by other proxy solicitation services retained by the Corporation. The costs thereof will be borne by the Corporation. In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*, arrangements have been made with brokerage houses and other intermediaries to forward solicitation materials to the beneficial owners of common shares of the Corporation held of record by such persons and the Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in doing so.

Unless otherwise specified, information contained in this Circular is given as of February 27, 2017 (the "**Record Date**") and, unless otherwise specified, all amounts shown represent Canadian dollars.

APPOINTMENT, REVOCATION AND DEPOSIT OF PROXIES

The persons named in the enclosed instrument of proxy are officers and directors of the Corporation who have been selected by the directors of the Corporation and have indicated their willingness to represent as proxies the Shareholders who appoint them.

A SHAREHOLDER HAS THE RIGHT TO DESIGNATE OR APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR HIM AND ON HIS BEHALF AT THE MEETING OTHER THAN THE PERSONS DESIGNATED IN THE ENCLOSED INSTRUMENT OF PROXY.

Such right may be exercised by striking out the names of the two persons designated in the instrument of proxy and by inserting in the blank space provided for that purpose the name of the desired person or company or by completing another proper instrument of proxy and, in either case, depositing the completed and executed proxy with the registrar and transfer agent of the Corporation, Computershare Investor Services Inc., 7th Floor, 1500 Robert-Bourassa Blvd., Montreal, Quebec, H3A 3S8, at least 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof.

A Shareholder forwarding the enclosed form of proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the Shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The shares represented by the proxy submitted by a Shareholder will be voted in accordance with the directions, if any, given in the proxy.

A Shareholder who has given a proxy may revoke it at any time in so far as it has not been exercised. A proxy may be revoked, as to any matter on which a vote shall not already have been cast pursuant to the authority conferred by such proxy, by instrument in writing executed by the Shareholder or by his attorney authorized in writing or, if the Shareholder is a body corporate, by a duly authorized officer, attorney or representative thereof and deposited with the registrar and transfer agent of the Corporation, Computershare Investor Services Inc., 7th Floor, 1500 Robert-Bourassa Blvd., Montreal, Quebec, H3A 3S8, at least 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof, at the registered office of the Corporation at any time prior to 5:00 p.m. (Toronto time) on the last business day preceding the day of the Meeting or any adjournment(s) thereof or with the Chairman of the Meeting on the day of the Meeting or any adjournment(s) thereof, and upon any of such deposits the proxy is revoked. A proxy may also be revoked in any other manner permitted by law. The Corporation's registered office is located at 25 Adelaide East, Suite 1612, Toronto, Ontario, M5C 1Y2.

MANNER OF VOTING AND EXERCISE OF DISCRETION BY PROXIES

The persons named in the enclosed instrument of proxy will vote or withhold from voting the common shares in respect of which they are appointed in accordance with the direction of the Shareholders appointing them and if the Shareholder specifies a choice with respect to any matter to be acted upon, the common shares shall be voted accordingly.

WHERE NO CHOICE IS SPECIFIED, THE PROXY WILL CONFER DISCRETIONARY AUTHORITY AND WILL BE VOTED FOR EACH OF THE MATTERS IDENTIFIED IN THE NOTICE AND DESCRIBED IN THIS CIRCULAR. THE ENCLOSED FORM OF PROXY ALSO CONFERS DISCRETIONARY AUTHORITY UPON THE PERSONS NAMED THEREIN TO VOTE WITH RESPECT TO ANY AMENDMENTS OR VARIATIONS TO THE MATTERS IDENTIFIED IN THE NOTICE OF MEETING AND WITH RESPECT TO OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING IN SUCH MANNER AS SUCH NOMINEE IN HIS JUDGMENT MAY DETERMINE. AS OF THE DATE OF THIS CIRCULAR, MANAGEMENT OF THE CORPORATION KNOWS OF NO SUCH AMENDMENTS, VARIATIONS OR OTHER MATTERS TO COME BEFORE THE MEETING OTHER THAN THE MATTERS REFERRED TO IN THE NOTICE.

ADVICE TO BENEFICIAL SHAREHOLDERS

Shareholders who do not hold their shares in their own name ("**Beneficial Shareholders**") are advised that only shareholders whose names appear on the records of the Corporation as the registered holders of shares or duly appointed proxyholders can be recognized and permitted to vote at the Meeting. Most shareholders of the Corporation are "non-registered" shareholders because the shares they own are not registered in their names but instead are registered in the name of a nominee, such as a brokerage firm through which they purchased the shares, a bank, trust company, trustee or administrator of self-administered RRSP's, RRIF's, RESP's and similar plans, or a clearing agency such as The Canadian Depository for Securities Limited (a "**Nominee**"). If you purchased your shares through a broker, you are likely an unregistered holder. In accordance with securities regulatory policy, the Corporation has distributed copies of the Meeting materials, being the Notice, this Circular and the form of proxy, to all Nominees for distribution to non-registered holders.

National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators requires Nominees to forward the Meeting materials to non-registered holders to seek their voting instructions in advance of the Meeting. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered holder. The Nominees often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Nominee in order to ensure that your shares are voted at the Meeting. The form of proxy supplied to a non-registered holder by its broker (or the agent of the broker) is substantially similar to the form of proxy provided directly to registered shareholders by the Corporation. However, its purpose is limited to instructing the registered shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the non-registered holder.

If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

In addition, Canadian securities legislation now permits the Corporation to forward Meeting materials directly to "**non objecting beneficial owners**". If the Corporation or its agent has sent these materials directly to you (instead of through a Nominee), your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Nominee holding such securities on your behalf. By choosing to send these materials to you directly, the Corporation (and not the Nominee holding such securities on your behalf) has assumed responsibility for: (i) delivering these materials to you; and (ii) executing your proper voting instructions.

All references to shareholders in this Circular and the accompanying instrument of proxy and Notice are to Shareholders of record unless specifically stated otherwise.

APPROVAL OF MATTERS

Unless otherwise noted, approval of matters to be placed before the Meeting is by an "**ordinary resolution**", which is a resolution passed by a simple majority (50% plus 1) of the votes cast by Shareholders of the Corporation entitled to vote and present in person or represented by proxy.

The "**special resolution**" being proposed requires a two-thirds majority (66.67%) of the votes cast by Shareholders of the Corporation entitled to vote and present in person or represented by proxy.

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

Management is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or executive officer or any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting other than the election of directors or the appointment of auditors.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The authorized capital of the Corporation consists of an unlimited number of common shares of which, as of the date of this Circular, an aggregate of 19,338,662 common shares of the Corporation are issued and outstanding. Each common share entitles the holder thereof to one vote at all meetings of Shareholders of the Corporation.

All holders of common shares of the Corporation of record at the close of business on the Record Date will be entitled either to attend and vote at the Meeting in person the shares held by them or, provided a completed and executed proxy shall have been delivered to the Corporation as described above, to attend and vote thereat by proxy the shares held by them.

To the knowledge of the directors and executive officers of the Corporation, as of the date hereof, no person or company beneficially owns, or controls or directs, directly or indirectly, voting securities carrying ten percent (10%) or more of the voting rights attached to any class of voting securities of the Corporation other than as follows:

Name	Number of Common Shares	Percentage of Outstanding Common Shares
RLZS Holdings LP	2,686,604	13.68%

ORDINARY BUSINESS

A. ELECTION OF DIRECTORS

The term of office for each director is from the date of the meeting at which he is elected until the next annual meeting following his election or until his successor is elected or appointed. The number of directors to be elected at the Meeting is four (4).

Shareholders can vote for all of the proposed directors set forth herein, vote for some of them and withhold for others, or withhold for all of them. **UNLESS OTHERWISE SPECIFIED, THE PERSONS NAMED IN THE ACCOMPANYING PROXY INTEND TO VOTE FOR THE ELECTION OF ALL FOUR (4) NOMINEES.** Management of the Corporation does not contemplate that any of the Nominees will be unable to serve as a director, but if that should occur for any reason prior to the meeting, it is intended that discretionary authority shall be exercised by the persons named in the enclosed form of proxy to vote the proxy for the election of any other person or persons in place of any Nominee(s) unable to serve. Each director elected will hold office until the close of the first annual meeting of Shareholders of the Corporation following his election unless his office is earlier vacated in accordance with the by-laws of the Corporation.

The following table and the notes thereto set out the name as well as the country and province and/or state of residence of each person proposed to be nominated for election as a director, his current position and office with the Corporation, his present principal occupation, business or employment, the date on which he was first elected or appointed a director of the Corporation and the approximate number of common shares beneficially owned, or controlled or directed, directly or indirectly, which is in each instance based on information furnished by the person concerned as of the date of this Circular.

Name and Resident Country	Present Position(s) with the Corporation	Present Principal Occupation or Employment	Director Since	Common Shares Beneficially Owned Directly or Indirectly
Raymond Leach London, Ontario	Director	Partner at the law firm of Siskinds LLP	December, 2013	777,288
Christopher Berlet Toronto, Ontario	President & Chief Executive Officer, Director	Mining Engineer	November, 2013	800,000
Evan Nuttall Toronto, Ontario	Nonimnee	Partner at the law firm of Borden Ladner Gervais LLP	N/A	NIL
Marcus Chase Ottawa, Ontario	Nominee	President at Black Lake Mineração LTDA	N/A	Nil

Description of Each Director's Activities

Christopher Berlet

Christopher Berlet is the President & CEO as well as a director of the Company. Mr. Berlet holds a B.Sc in Mining Engineering from Queen's University and holds a Diploma in Accounting & Finance from the London School of Economics and Political Science. Mr. Berlet is a CFA Charterholder (2004) and has business experience in both finance and mineral industries. Mr. Berlet is a Director of Rogue Resources Inc. and is a Director and CEO of Canuc Resources Corp.

Raymond Leach

Raymond Leach is director of the Company. Mr. Leach is a partner with Siskinds LLP, a leading London, ON based law firm, having been certified as a specialist in litigation by the Upper Canada Law Society since 1990. He received his education at the University of Waterloo (B.A. 1971) and the University of Western Ontario (LL.B. 1974).

Evan Nuttall

Evan Nuttall is a practising lawyer and a partner at Borden Ladner Gervais LLP. Mr. Nuttall was called to the bar of England and Wales in 1993 and called to the bar of Alberta in 2007. Mr Nuttall studied law at City University in London. He also holds a bachelor of arts degree in economics and political science from McGill University, a masters of science degree in economics from the London School of Economics and a Masters of science degree in finance from the London Business School.

Marcus Chase

Marcus Chase is a graduate of Electrical Engineering from McGill University (1993). Mr. Chase's career in Telecommunications followed the rollout of cellular network throughout Latin America and especially in Brazil. A long-time investor in mineral exploration projects, Mr. Chase is the founder of TNO Mining INC and operates Black Lake Mineração LTDA, a granite extraction company, based in Espirito Santo, Brazil.

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the best knowledge of the Corporation, no proposed director of the Corporation is, as at the date hereof, or has been within the last ten years prior to the date hereof: (a) subject to a cease trade order, an order similar to a ceasetrade order or an order that denied a company access to any exemption under securities legislation that was in effect for a period of more than thirty (30) consecutive days that was issued while the proposed director of the Corporation was acting in the capacity as director, chief executive officer or chief financial officer of that company; (b) subject to a cease trade order, an order similar to a cease trade order or an order that denied a company access to any exemption under securities legislation that was in effect for a period of more than thirty (30) consecutive days that was issued after the proposed director of the Corporation ceased to be a director, chief executive officer or chief financial officer of that company and which resulted from an event that occurred while that person was acting in such capacity; or (c) a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity,

became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

To the knowledge of the Corporation, no proposed director of the Corporation: (a) has been subject to any penalties or sanctions imposed by a court relating to securities or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory; or (b) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable Shareholder in deciding whether to vote for a proposed director of the Corporation.

To the knowledge of the Corporation, no proposed director of the Corporation is, or has within the ten years prior to the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

B. APPOINTMENT OF AUDITORS

MNP LLP, Chartered Accountants ("MNP"), 50 Burnhamthorpe Rd W #900, Mississauga, ON L5B 3C2 are the current auditors of the Corporation and were first appointed auditors of the Corporation in March, 2014. Shareholders of the Corporation will be asked at the Meeting to reappoint MNP as the Corporation's auditors to hold office until the close of the next annual meeting of Shareholders of the Corporation, and to authorize the directors of the Corporation to fix the auditors' remuneration.

UNLESS OTHERWISE SPECIFIED, THE PERSONS NAMED IN THE ACCOMPANYING PROXY INTEND TO VOTE FOR THE APPOINTMENT OF MNP AS AUDITORS OF THE CORPORATION UNTIL THE CLOSE OF THE NEXT ANNUAL MEETING OF SHAREHOLDERS AND FOR THE AUTHORIZATION OF THE DIRECTORS TO FIX THEIR REMUNERATION.

SPECIAL BUSINESS

RESOLUTION REGARDING THE NUMBER OF DIRECTORS OF THE CORPORATION

The number of directors of the Corporation is currently set at three (3), where the articles of the Corporation provide that the minimum number of directors of the Corporation is three (3) and the maximum number of directors of the Corporation is ten (10). The provisions of the *Business Corporations Act* (Ontario) provide that where a minimum and maximum number of directors are provided for in a corporation's articles, the shareholders may, via special resolution, empower the directors to determine: (i) the number of directors of such corporation; and (ii) the number of directors of such corporation to be elected at the annual meeting of the shareholders, by resolution of the directors. The directors of the Corporation have determined that it would be in the best interests of the Corporation for the Shareholders to empower the directors as described herein to allow for the efficient running of the business.

Shareholders will be asked at the Meeting to consider and, if thought advisable, to approve a special resolution empowering the directors to determine: (i) the number of directors of the Corporation; and (ii) the number of directors of the Corporation to be elected at the annual meeting of the Shareholders, by resolution of the directors from time to time in the following form:

"NOW THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The directors of the Corporation are hereby empowered to determine: (i) the number of directors of the Corporation; and (ii) the number of directors of the Corporation to be elected at the annual meeting of the shareholders of the Corporation, by resolution of the directors from time to time; and
2. Any increase or decrease in the number of directors of the Corporation and/or the number of directors of the Corporation to be elected at the annual meeting of the shareholders of the Corporation since incorporation to the date hereof as the same are referred to in the minute books of the Corporation or are otherwise within the knowledge of the shareholders of the Corporation, be and the same are hereby approved, ratified, sanctioned and confirmed in all respects."

To be approved, the special resolution must be passed by a two-thirds majority (66.67%) of the votes cast thereon at the Meeting.

UNLESS OTHERWISE SPECIFIED, THE PERSONS NAMED IN THE ACCOMPANYING PROXY INTEND TO VOTE FOR THE PROPOSED SPECIAL RESOLUTION EMPOWERING THE DIRECTORS TO DETERMINE THE NUMBER OF DIRECTORS FROM TIME TO TIME BY RESOLUTION OF THE DIRECTORS, UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT SUCH SHARES ARE TO BE VOTED AGAINST SUCH SPECIAL RESOLUTION.

RATIFICATION OF THE CORPORATION'S STOCK OPTION PLAN

Stock Option Plan

The TSX Venture Exchange ("**TSXV**") requires all listed companies with a ten percent (10%) rolling stock option plan to obtain annual shareholder approval of such plan. As a result, shareholders will be asked at the Meeting to vote on a resolution to ratify the stock option plan (the "**Option Plan**") for the ensuing year. The Option Plan provides that the Board of Directors of the Corporation may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Corporation, or any subsidiary of the Corporation, the option to purchase common shares. The Option Plan provides for a floating maximum limit of ten percent (10%) of the issued and outstanding shares of the Corporation calculated at the time of each stock option grant. As at February 27, 2017, this represents 1,933,866 common shares available under the Option Plan.

The number of common shares reserved for issuance to any one person may not exceed ten percent (10%) of the outstanding common shares of the Corporation. The Board of Directors determines the price per common share and the number of common shares that may be allotted to each director, officer, employee and consultant and all other terms and conditions of the options, subject to the rules of the TSXV. The exercise price per common share set by the Board of Directors is subject to minimum pricing restrictions set by the TSXV.

Options may be exercisable for up to five (5) years from the date of grant, but the Board of Directors has the discretion to grant options that are exercisable for a shorter period. Options granted under the Option Plan do not require vesting provisions, although the Board of Directors may attach a vesting schedule to individual grants as it deems appropriate. Options under the Option Plan are non-assignable. If prior to the exercise of an option, the holder ceases to be a director, officer, employee or consultant, the option shall be limited to the number of common shares purchasable by him immediately prior to the time of his cessation of office or employment and he shall have no right to purchase any other common shares. Options must be exercised within three (3) months of termination of employment or cessation of position with the Corporation, provided that if the cessation of office, directorship, consulting arrangement or employment was by reason of death or disability, the option must be exercised within one year of termination or cessation, subject to earlier expiry pursuant to the specified expiry date. If any option expires or otherwise terminates after having been granted without having been exercised in full, the number of shares in respect of such expired or terminated option, as the case may be, shall not be deducted from the limit, and will again be available for grant for the purposes of the Option Plan.

Shareholders will be asked at the Meeting to consider and, if thought advisable, approve the Option Plan, by the following ordinary resolution of Shareholders:

NOW THEREFORE BE IT RESOLVED THAT:

1. The Option Plan of the Corporation as described in this Circular, be and is hereby ratified and approved, pursuant to which the board of directors of the Corporation may, from time to time, authorize the issuance of options to directors, officers, employees and consultants of the Corporation and its subsidiaries to a maximum of ten percent (10%) of the issued and outstanding common shares at the time of grant; and
2. Any director or officer of the Corporation is hereby authorized and directed to execute and to deliver, under corporate seal or otherwise, all such documents and instruments and to do all such acts as in the opinion of such director or officer may be necessary or desirable to give effect to this resolution.

To be approved, the ordinary resolution must be passed by a majority of the votes of shareholders of the Corporation cast thereon at the Meeting. **Unless otherwise specified, the persons named in the enclosed form of proxy will vote FOR the resolution.**

THE FULL TEXT OF THE OPTION PLAN WILL BE AVAILABLE FOR REVIEW AT THE MEETING AND WILL BE SUPPLIED FREE OF CHARGE TO SHAREHOLDERS UPON WRITTEN REQUEST MADE DIRECTLY TO THE CORPORATION AT ITS REGISTERED HEAD OFFICE LOCATED AT 25 ADELAIDE STREET, SUITE 1612, TORONTO, ON, M5C 1Y2

STATEMENT OF EXECUTIVE COMPENSATION

The Corporation's Statement of Executive Compensation, in accordance with the requirements of Form 51-102F6V – Statement of Executive Compensation – Venture Issuers, is set forth below, which contains information about the compensation paid to, or earned by, the Corporation's Chief Executive Officer and Chief Financial Officer and each of the other three most highly compensated executive officers of the Corporation earning more than CND\$150,000 in total compensation (the "**Named Executive Officers**" or "**NEOs**") during the Corporation's last two most recently completed financial years. Based on the foregoing, Christopher Berlet, President and Chief Executive Officer, and Robert Lelovic, Chief Financial Officer and Corporate Secretary, are the Corporation's only Named Executive Officers as at December 31, 2015.

The Compensation Review Process

To determine compensation payable, the Board of Directors considers, among other things, the provisions of any relevant employment or consulting contracts, anecdotal evidence of compensation paid for directors and executive officers of companies of similar business, size and stage of development and determines an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and executive officers while taking into account the financial and other resources of the Corporation, as well as the contractual obligations of the Corporation. The Board of Directors may take into account executive compensation paid by companies comparable with the Corporation, although no specific benchmarking policy is in place for determining compensation or any element of compensation.

In performing its duties, the Board of Directors has the authority to engage such advisors, including executive compensation consultants, as it considers necessary. The Corporation does not currently have any contractual arrangement with any executive compensation consultant who has a role in determining or recommending the amount or form of senior officer or director compensation.

The Board of Directors reviews on an annual basis the cash compensation, performance and overall compensation package for each Named Executive Officer from which it determines the basic salary, bonus and participation in share compensation arrangements for each Named Executive Officer.

Compensation of all Named Executive Officers is based primarily on corporate performance which includes achievement of the Corporation's strategic objective of growth and the enhancement of shareholder value through increases in the stock price resulting from increases in reserves and production, continued low cost production and enhanced annual cash flow.

Elements of Executive Compensation

The Corporation's executive compensation program with respect to its Named Executive Officers is based on the objectives of: (a) recruiting and retaining the executives critical to the success of the Corporation; (b) providing fair and competitive compensation; (c) balancing the interests of management and shareholders of the Corporation; and (d) rewarding performance, on the basis of both individual and corporate performance.

For the financial year ended December 31, 2015, the Corporation's executive compensation program with respect to its Named Executive Officers consisted of the following elements:

- (a) A base salary, incentive cash bonuses and other compensation (together, a "**Short-Term Incentive**"); and
- (b) A long-term equity compensation plan consisting of stock options granted under the Corporation's stock incentive plan (a "**Long-Term Incentive**").

The specific rationale and design of each of these elements are outlined below:

Element of Compensation

Summary and Purpose of Element

Short-Term Incentive Plan

Base Salary

Salaries form an essential element of the Corporation's compensation mix as they are the first base measure to compare and remain competitive relative to peer groups. Base salaries are fixed and therefore not subject to uncertainty and are used as the base to determine other elements of compensation and benefits.

The Board reviews NEO salaries at least annually. Typically, the Board, makes annual salary adjustments in December of each year for the 12 month period from January 1st to December 31st.

Annual Performance-Based Cash Incentives

Any bonus paid to the NEO's is entirely within the discretion of the Board. In making bonus determinations, the Board reviews corporate and individual performance.

Annual performance-based cash bonuses are a variable component of compensation designed to reward the Corporation's NEO's for maximizing annual operating performance.

Long-Term Incentive Plan

Stock Option Plan

The granting of stock options is a variable component of compensation intended to reward the Corporation's NEO's for success in achieving sustained, long-term profitability and increases in stock value.

Base Salary and Bonuses

In determining the base salary of an executive officer, the Board of Directors considers, among other things, the provisions of any relevant employment or consulting contracts, anecdotal evidence of compensation paid for directors and executive officers of companies of similar business, size and stage of development and determines an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and executive officers while taking into account the financial and other resources of the Corporation, as well as the contractual obligations of the Corporation.

The Board will also consider on an annual basis discretionary cash bonuses to reward extraordinary performance during the preceding fiscal year. In determining whether a bonus will be given, the Board will consider such factors as the NEO's performance over the past year, the Corporation's achievements in the past year and the NEO's role in effecting such achievements.

There were no performance bonuses were awarded to the Named Executive Officers during the financial year ended December 31, 2015.

Other Compensation Matters

Other than as specifically set forth above, there were no other long-term incentive awards made to the Named Executive Officers of the Corporation during the financial year ended December 31, 2015, including any supplemental executive retirement plans. There are no pension plan or disability benefits in place for the directors or the Named Executive Officers.

The Corporation does not have a policy that would prohibit a NEO or director from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director. However, management is not aware of any NEO or director purchasing such an instrument.

Overview of How the Named Executive Officer Compensation Program Fits with Compensation Goals

1. Attract, Hold and Inspire Key Talent

The compensation package for the Named Executive Officers meets the goal of attracting, holding and motivating key talent in a highly competitive mineral exploration environment through the following elements:

- (a) a competitive cash compensation program, consisting of base salary and bonus opportunity, which is generally above similar opportunities; and
- (b) providing an opportunity to the Named Executive Officers to participate in the Corporation's growth through the grant of stock options.

2. Alignment of Interests of the NEO's with the Interests of the Corporation's Shareholders

The compensation package for the Named Executive Officers meets the goal of aligning the interests of the Named Executive Officers with the interests of the Corporation's shareholders through the following elements:

- (a) through the grant of stock options, since if the price of the Corporation's shares increases over time, both the Named Executive Officers and the Corporation's shareholders will benefit; and
- (b) by providing a vesting period on stock awards, Named Executive Officers have an interest in increasing the price of the Corporation's shares over time, rather than focusing on short-term increases.

Compensation Risk

The Corporation has not adopted a formal policy on compensation risk management nor has it engaged an independent compensation consultant. The Corporation recognizes that there may be risks in its current processes but given the size and number of executives dedicated on a full-time basis, the Corporation does not believe the risks to be significant.

The Board believes that the executive compensation program of the Corporation should not raise its overall risk profile. Accordingly, the Corporation's executive compensation programs include safeguards designed to mitigate compensation risks. The following measures impose appropriate limits to avoid excessive or inappropriate risk taking or payments:

- * discretionary bonus payments are recommended by the Board based on annual performance reviews;
- * stock option vesting and option terms of five (5) years discourages excessive risk taking to achieve short-term goals; and
- * implementation of trading black-outs limit the ability of senior officers to trade in securities of the Corporation.

Inappropriate and excessive risks by executives are also mitigated by regular meetings of the Board, at which, activity by the executives must be approved by the Board if such activity is outside previously Board-approved actions and/or as set out in a board-approved budget. Due to the fact that the Corporation is still an exploration stage mining company, and given the current composition of the Corporation's executive management team, the Board is able to closely monitor and consider any risks which may be associated with the Corporation's compensation practices. Risks, if any, may be identified and mitigated through regular Board meetings during which financial and other information of the Corporation are reviewed, including executive compensation.

Director and Named Executive Officer Compensation Table

The following table (presented in accordance with National Instrument Form 51-102F6V – *Statement of executive Compensation – Venture Issuers*) sets forth all annual and long term compensation for services paid to or earned by each NEO and director for the two most recently financial years ended December 31, 2015 and 2014. Unless otherwise noted, salaries for the Named Executive Officers are paid in Canadian dollars.

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$) ⁽¹⁾	Non-equity incentive plan compensation (\$)		Pension Value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Christopher Berlet President and Chief Executive Officer	2015	120,000.00 ⁽²⁾	Nil	188,000.00	Nil	Nil	Nil	Nil	308,000.00
	2014	120,000.00	Nil	Nil	Nil	Nil	Nil	Nil	120,000.00
Robert Lelovic Chief Financial Officer	2015	105,000.00 ⁽³⁾	Nil	112,800.00	Nil	Nil	Nil	Nil	217,800.00
	2014	18,000.00	Nil	Nil	Nil	Nil	Nil	Nil	18,000.00
Chris Carmichael Chief Financial Officer	2014	54,000.00	Nil	Nil	Nil	Nil	Nil	Nil	54,000.00
Raymond Leach Director	2015	Nil	Nil	94,000.00	Nil	Nil	Nil	Nil	94,000.00
	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) These amounts were calculated using the Black-Scholes model with assumptions as disclosed in the Corporation's annual financial statements available on SEDAR at www.sedar.com.

(2) This amount is paid to Mineral Fund Advisory Pty Ltd., a private corporations controlled by Christopher Berlet.

(3) This amount was paid to Robert Lelovic Professional Corporation, a private corporation controlled by Robert Lelovic for professional fees. Mr. Lelovic resigned his position in December 2016.

The following table sets forth all compensation securities granted or issued to each NEO and directors by the Company in the financial year ended December 31, 2015 for services provided directly or indirectly to the Company.

Name of Officer	Title of Officer	Number of Stock Options	Exercise Price (\$)
Christopher Berlet	President & Chief Executive Officer and Director	100,000	\$2.50
Robert Lelovic	Chief Financial Officer and Director	60,000	\$2.50
Raymond Leach	Director	50,000	\$2.50

The following table discloses each exercise by a director or NEO of compensation securities during the financial year ended December 31, 2015.

Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of Exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date
Christopher Berlet President and Chief Executive Officer & Director	Stock Option	nil	n/a	n/a	n/a	n/a	n/a
Robet Lelovic Chief Financial Officer & Director	Stock Option	nil	n/a	n/a	n/a	n/a	n/a
Raymond Leach Director	Stock Option	nil	n/a	n/a	n/a	n/a	n/a

Retirement Policy for Directors

The Corporation does not have a retirement policy for its directors.

Directors' and Officers' Liability Insurance

The Corporation procured and funded a directors' and officers' insurance policy with a limit of \$1,000,000.00 liability and which carries no deductible for an annual premium of \$6,273.00 for the year ending July 12, 2016.

Termination and Change of Control Benefits

There is no compensation plan or mechanism with respect to an NEO that may be triggered following its resignation, retirement or other termination of employment with the Corporation or following a change of control of the Corporation or a change in its functions pursuant to a change of control.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth the number of common shares to be issued upon exercise of outstanding options issued pursuant to compensation plans under which equity securities of the Corporation are authorized for issuance, the weighted average exercise price of such outstanding options and the number of common shares remaining available for future issuance for all compensation plans previously approved by security holders and all compensation plans not previously approved by security holders as at December 31, 2015.

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)
Equity compensation plans approved by security holders	310,000	1.98	766,378
Equity compensation plans not approved by security holders	N/A	N/A	N/A
TOTALS:	310,000		766,378

CORPORATE GOVERNANCE DISCLOSURE

The Corporation's common shares trade on the TSX-V, a member of the TSX Group Inc. and Canada's foremost public venture marketplace. Accordingly, the Board of Directors of the Corporation has carefully considered the Corporate Governance Guidelines (the "**Guidelines**") adopted by the TSX Venture Exchange (the "**TSX-V**"), as well as those proposed by the TSX-V but not yet in force, and has deemed it to be in the best interests of shareholders to promote best corporate governance practices. Although there is no requirement for the Corporation to comply with the Guidelines, the Corporation considers the Guidelines to be an important guide for providing effective corporate governance and intends to continue its efforts to implement many of the Guidelines over the current fiscal year.

Corporate governance relates to the activities of 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 is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

Corporate Governance Disclosure

The information required to be disclosed by National Policy 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**") is attached to this Circular as **Schedule "A"**.

Meetings of the Board of Directors and Audit Committee

Most matters requiring approval of the Board of Directors of the Corporation were approved by written resolutions signed by all members of the Board of Directors. Additionally, the Board of Directors meets either in person or via conference call regularly throughout the fiscal year.

The Corporation has established an audit committee (the "**Audit Committee**").

Audit Committee

The Audit Committee assists the Board in its oversight of: (i) the integrity of the financial reporting of the Corporation; (ii) the independence and performance of the Corporation's external auditors; and (iii) the Corporation's compliance with legal and regulatory requirements. The members of the Audit Committee are Messrs. Christopher Berlet and Raymond Leach.

Education and Relevant Experience

The education and related experience of each of the members of the audit committee that is relevant to the performance of his responsibilities as a member of the audit committee is set out below:

Christopher Berlet is the President & CEO as well as a director of the Company. Mr. Berlet holds a B.Sc in Mining Engineering from Queen's University and holds a Diploma in Accounting & Finance from the London School of Economics and Political Science. Mr. Berlet is a CFA Charterholder (2004) and has business experience in both finance and mineral industries. Mr. Berlet is a Director of Rogue Resources Inc. and is a Director and CEO of Canuc Resources Corp.

Raymond Leach was admitted to the Ontario Bar in 1976. He received his education at the University of Waterloo (B.A. 1971) and the University of Western Ontario (LL.B. 1974). Mr. Leach is a partner with Siskinds and has been certified as a specialist in Civil Litigation by the Law Society of Upper Canada since 1990.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 – *Audit Committees* ("NI 52-110") requires the Corporation, as a venture issuer, to disclose annually in its Circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor, as disclosed by Form 52-110F2 attached to this Circular as **Schedule "B"**.

RECEIPT OF FINANCIAL STATEMENTS

The directors will place before the Meeting a copy of the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2015, together with the auditors' report thereon, receipt of which by the Meeting will not constitute approval or disapproval of any matters referred to therein.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer, employee or former director, executive officer or employee of the Corporation or associate of any director, executive officer, employee or former director, executive officer or employee of the Corporation is, or at any time since the beginning of the Corporation's financial year ended December 31, 2015, has been, indebted to the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein or in the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2015, which can be obtained as indicated below under "*Additional Information*", no informed person of the Corporation, proposed director of the Corporation nor any associate or affiliate of any informed person or proposed director has any material interest, direct or indirect, in any transaction since the commencement of the Corporation's financial year ended December 31, 2015 or in any proposed transaction which has materially affected or would materially affect the Corporation.

MANAGEMENT CONTRACTS

No management functions of the Corporation are to any substantial degree performed by any other person or company other than by the directors or executive officers of the Corporation or its subsidiaries.

OTHER MATTERS WHICH MAY COME BEFORE THE MEETING

Management is not aware of any matters to come before the Meeting other than those set forth in the Notice of Meeting accompanying this Circular. If any other matter properly comes before the Meeting, it is the intention of the persons named in the form of proxy accompanying this Circular to vote the common shares of the Corporation represented thereby in accordance with their best judgment on such matter.

ADDITIONAL INFORMATION

The Corporation's public filings can be accessed and viewed through the Corporation's website www.stakeholdergold.com under the headings "*Investors*" and "*News*". Additional information relating to the Corporation can be viewed via the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. Readers can also access and view the public insider trading reports via the System for Electronic Disclosure by Insiders at www.sedi.ca. Shareholders may request copies of the Corporation's financial statements and Management's Discussion and Analysis by contacting the Corporation at (416) 525-6869 or by completing the Financial Statement Request Form accompanying this Circular.

DIRECTORS' APPROVAL

The contents and the sending of this Circular to the Shareholders of the Corporation have been approved by the Board of Directors. Unless otherwise specified, information contained in this Circular is given as of February 27, 2017.

DATED at Toronto, Ontario as of the 27th day of Febraury, 2017.

BY ORDER OF THE BOARD OF DIRECTORS OF **STAKEHOLDER
GOLD CORP.**

"Christopher Berlet"

Christopher Berlet
President, CEO & DIRECTOR

SCHEDULE "A"

STAKEHOLDER GOLD CORP. (the "Corporation")

FORM 58-101F2 CORPORATE GOVERNANCE DISCLOSURE

Pursuant to National Instrument 58-101 - *Disclosure of Corporate Governance Practices*, the Corporation is required and hereby discloses its corporate governance practices as follows:

1. Board of Directors

The board of directors of the Corporation (the "**Board**") is currently comprised of three (3) directors. Christopher Berlet is a senior officer of the Corporation and are therefore not independent. Raymond Leach and Robert Lelovic are independent directors for all purposes.

The Board facilitates its exercise of supervision over the Corporation's management through frequent meetings of the Board.

2. Directorships

The following director of the Corporation also currently directors of the following other reporting issuers:

NAME OF DIRECTOR	NAME OF REPORTING ISSUER
Christopher Berlet	Canuc Resources Corporation, Rogue Resources Inc.

3. Orientation and Continuing Education

While the Corporation does not have formal orientation and training programs, new directors are provided with access to publicly filed documents of the Corporation, technical reports, internal financial information and management and technical experts and consultants.

4. Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Corporation and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction.

For these reasons the Board has not adopted a formal code of conduct.

5. Nomination of Directors

The Board is responsible for identifying individuals qualified to become new directors and recommending to the Board new director nominees for the next annual meeting of shareholders. New nominees must have a track record in general business management, special

expertise in an area of strategic interest to the Corporation, the ability to devote the time required, show support for the Corporation's mission and strategic objectives, and a willingness to serve.

6. Other Board Committees

The Board has established an Audit Committee. The Audit Committee assists the Board in its oversight of: (i) the integrity of the financial reporting of the Corporation; (ii) the independence and performance of the Corporation's external auditors; and (iii) the Corporation's compliance with legal and regulatory requirements. The members of the Audit Committee are Messrs. Christopher Berlet and Raymond Leach.

7. Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and the Audit committee of the Corporation

SCHEDULE “B”
AUDIT COMMITTEE CHARTER
STAKEHOLDER GOLD CORP.
(The “Corporaton”)

The following charter is adopted in compliance with *Regulation 52-110 respecting Audit Committees* (“**Regulation 52-110**”).

1. MANDATE AND OBJECTIVES

The mandate of the audit committee of the Corporation (the “**Committee**”) is to assist the board of directors of the Corporation (the “**Board**”) in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Corporation to regulatory authorities and shareholders, the Corporation’s systems of internal controls regarding finance and accounting and the Corporation’s auditing, accounting and financial reporting processes.

The objectives of the Committee are to:

- (i) serve as an independent and objective party to monitor the Corporation’s financial reporting and internal control system and review the Corporation’s financial statements;
- (ii) ensure the independence of the Corporation’s external auditors; and
- (iii) provide better communication among the Corporation’s auditors, the management and the Board.

2. COMPOSITION

The Committee shall be comprised of at least three (3) directors as determined by the Board. The majority of the members of the Committee shall be independent, within the meaning of *Regulation 52-110*.

At least one (1) member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices.

For the purposes of this Charter, the definition of “financially literate” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Corporation’s financial statements.

The members of the Committee shall be elected by the Board at its first meeting following each annual shareholders’ meeting. Unless a Chairman is elected by the Board, the members of the Committee may designate a Chairman by a majority vote of all the Committee members.

3. MEETINGS AND PROCEDURES

- 3.1 The Committee shall meet at least four (4) times a year or more frequently if required.
- 3.2 At all meetings of the Committee, every question shall be decided by a majority of the votes cast. In the case of an equality of votes, the Chairman shall not be entitled to a second vote.
- 3.3 A quorum for meetings of the Committee shall be a majority of its members and the rules for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those governing meetings of the Board.

4. DUTIES AND RESPONSIBILITIES

The following are the general duties and responsibilities of the Committee:

4.1 Financial Statements and Disclosure Matters

- (a) review the Corporation's financial statements, MD&A and any press releases regarding annual and interim earnings, before the Corporation publicly discloses such information, and any reports or other financial information which are submitted to any governmental body or to the public; and
- (b) must be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, other than the public disclosure referred to in subsection a) above, and must periodically assess the adequacy of those procedures.

4.2 External Auditors

- (a) recommend to the Board the selection and, where applicable, the replacement of the external auditors to be nominated annually as well the compensation of such external auditors;
- (b) oversee the work and review annually the performance and independence of the external auditors who shall be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Corporation;
- (c) on an annual basis, review and discuss with the external auditors all significant relationships they may have with the Corporation that may impact their objectivity and independence;
- (d) consult with the external auditors about the quality of the Corporation's accounting principles, internal controls and the completeness and accuracy of the Corporation's financial statements;
- (e) review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation;
- (f) review the audit plan for the year-end financial statements and intended template for such statements;
- (g) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, as well as any non-audit services provided by the external auditors to the Corporation or its subsidiary entities. The pre-approval requirement is satisfied with respect to the provision of non-audit services if:
 - i) the aggregate amount of all such non-audit services provided to the Corporation constitutes no more than 5% of the total amount of fees paid by the Corporation and its subsidiary entities to its external auditors during the fiscal year in which the non-audit services are provided;
 - ii) such services were not recognized by the Corporation or its subsidiary entities as non-audited services at the time of the engagement; and
 - iii) such services are promptly brought to the attention of the Committee by the Corporation and approved, prior to the completion of the audit, by the Committee or by one or more of its members to whom authority to grant such approvals has been delegated by the Committee.

The Committee may delegate to one or more independent members of the Committee the aforementioned authority to pre-approve non-audited services, provided the pre-approval of the non-audit services is presented to the Committee at its first scheduled meeting following such approval.

4.3 Financial Reporting Processes

- a) in consultation with the external auditors, review with management the integrity of the Corporation's financial reporting process, both internal and external;
- b) consider the external auditor's judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting;
- c) consider and approve, if appropriate, changes to the Corporation's auditing and accounting principles and practices as suggested by the external auditors and management;

- d) review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements;
- e) review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented;
- f) establish procedures for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters and the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters.

5. External Auditor Service Fees (By Category)

The aggregate fees charged to the Corporation by the external auditors for last two fiscal years are as follows:

Nature of Services	Fees Paid to Auditor in Year-ended December 31, 2015 (\$)	Fees Paid to Auditor in Year-ended December 31, 2014 (\$)
Audit Fees ⁽¹⁾	19,260	17,000
Audit-Related Fees ⁽²⁾	Nil	Nil
Tax Fees ⁽³⁾	Nil	2,500
All Other Fees ⁽⁴⁾	3,210	Nil
TOTALS	22,470	19,500

Notes:

(1) "Audit Fees" include fees necessary to perform the annual audit and any quarterly reviews of the Corporation's financial statements. This includes fees for the review of tax provisions and for accounting consultations on matters reflected in the financial statements. This also includes 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 fees for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements and that are not included in "Audit Fees".

(3) "Tax Fees" include fees for professional services rendered by the Corporation's auditors for tax compliance, tax advice and tax planning.

(4) "All Other Fees" include fees for products and services provided by the Corporation's auditors other than the services included in "Audit Fees", "Audit-Related Fees" and "Tax Fees".