NIOCORP DEVELOPMENTS LTD.

INFORMATION CIRCULAR

(containing information as of October 30, 2014, unless otherwise noted)

INTRODUCTION

This Information Circular is in respect of the Annual General and Special Meeting (the "**Meeting**") of the shareholders of **NioCorp Developments Ltd.** (the "**Company**") to be held on December 15, 2014, at the time and place set out in the Notice of Meeting. **This Information Circular is furnished in connection with the solicitation of proxies by management of the Company for use at the Meeting and any adjournment of the Meeting.**

NOTICE AND ACCESS

For this Meeting, the Company is utilizing the notice-and-access method of delivery of materials to registered and Non-Registered Shareholders (defined below) as set out in National Instrument 54-101, *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") and National Instrument 51-102 *Continuous Disclosure Obligations* ("**NI 51-102**"). This method allows the Company to deliver only the Notice of Meeting and Proxy or Voting Instruction Form ("**VIF**") to a shareholder. This Information Circular is available to shareholders electronically on the Company's website (www.niocorp.com) and on SEDAR (www.sedar.com) under the Company's profile. The Company will not be adopting stratification procedures in relation to the use of notice-and-access delivery methods. Stratification occurs when a reporting issuer using notice-and-access provides a paper copy of this Information Circular to some shareholders with the notice package.

Shareholders may request a paper copy of this Information Circular at no cost on or before December 15, 2015. Requests will be sent by regular mail. To make a request or for further information about notice-and-access, shareholders can contact the Company at Suite 525, 999 West Hastings Street, , Vancouver, British Columbia, V6C 2W2, tel: 604 568 7365, or toll free: 1 877 385 0345. In order for shareholders to receive this Information Circular in advance of the Meeting date, requests should be made by November 24, 2014.

All shareholders are reminded to read this Information Circular prior to voting at the Meeting either in person or by proxy.

APPOINTMENT OF PROXIES

The persons named as proxy holders in the enclosed Proxy are the Company's directors or officers. As a shareholder, you have the right to appoint a person (who need not be a shareholder) in place of the persons named in the Proxy to attend and act on your behalf at the Meeting. To exercise this right, you must either insert the name of your representative in the blank space provided in the Proxy and strike out the other names or complete and deliver another appropriate Proxy.

A Proxy will not be valid unless it is dated and signed by you or your attorney duly authorized in writing or, if you are a corporation, by an authorized director, officer, or attorney of the corporation.

COMPLETION AND VOTING OF PROXIES

Voting at the Meeting will be by a show of hands, each shareholder having one vote, unless a poll is requested, in which case each shareholder is entitled to one vote for each share held. In order to approve a motion proposed at the Meeting, a majority of greater than 50% of the votes cast will be required (an "**ordinary resolution**") unless the motion requires a special resolution in which case a majority of two-thirds (2/3) of the votes cast will be required.

A shareholder or intermediary acting on behalf of a shareholder may indicate the manner in which the persons named in the enclosed Proxy are to vote with respect to any matter by checking the appropriate space. On any poll required by a shareholder or proxyholder requesting a poll, those persons will vote or withhold from voting the shares in respect of which they are appointed in accordance with the directions, if any, given in the Proxy provided such directions are certain.

If you or an intermediary acting on your behalf wishes to confer a discretionary authority with respect to any matter, then the space should be left blank. **IN SUCH INSTANCE, THE PROXYHOLDER, IF ONE PROPOSED BY MANAGEMENT, INTENDS TO VOTE THE SHARES REPRESENTED BY THE PROXY IN FAVOUR**

OF THE MOTION. The enclosed Proxy, when properly signed, also confers discretionary authority with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters which may be properly brought before the Meeting. At the time of printing this Information Circular, our management is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. If, however, other matters which are not now known to management should properly come before the Meeting, the persons named in the Proxy intend to vote on such other business in accordance with their best judgment.

The Proxy must be dated and signed by you or by your attorney authorized in writing or by the intermediary acting on your behalf. In the case of a corporation, the Proxy must be executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation.

COMPLETED PROXIES TOGETHER WITH THE POWER OF ATTORNEY OR OTHER AUTHORITY, IF ANY, UNDER WHICH IT WAS SIGNED OR A NOTARIALLY CERTIFIED COPY THEREOF MUST BE DEPOSITED WITH THE COMPANY'S TRANSFER AGENT, COMPUTERSHARE INVESTOR SERVICES INC., OF 100 UNIVERSITY AVENUE, 9TH FLOOR, TORONTO, ONTARIO, M5J 2Y1; FAX WITHIN NORTH AMERICA: 1-866-249-7775; FAX OUTSIDE NORTH AMERICA: (416) 263-9524, AT LEAST 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS) BEFORE THE TIME OF THE MEETING OR ADJOURNMENT THEREOF. UNREGISTERED SHAREHOLDERS WHO RECEIVED THE PROXY THROUGH AN INTERMEDIARY MUST DELIVER THE PROXY IN ACCORDANCE WITH THE INSTRUCTIONS GIVEN BY SUCH INTERMEDIARY. YOU MAY ALSO VOTE BY TELEPHONE AND INTERNET. PLEASE SEE THE PROXY FOR INSTRUCTIONS REGARDING TELEPHONE AND INTERNET VOTING.

REVOCATION OF PROXIES

You or an intermediary acting on your behalf who has been given a Proxy may revoke it at any time before it is exercised.

Revocation can be effected by an instrument in writing signed by the intermediary or shareholder or his attorney authorized in writing, and, in the case of a corporation, executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation and either delivered to the registered office of the Company's registrar and transfer agent or to the Company's counsel's office at Suite 700, 595 Burrard Street, P.O. Box 49290, Vancouver, British Columbia, V7X 1S8, at any time up to and including the last business day before the scheduled time of the Meeting or any adjournment, or to the Chairman of the Meeting preceding the day of the Meeting or any adjournment thereof.

ADVICE TO NON-REGISTERED HOLDERS OF COMMON SHARES

Only shareholders whose names appear on our records or validly appointed proxy holders are permitted to vote at the Meeting. Most of our shareholders are "non-registered" shareholders because their 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 shares through a broker, you are likely a non-registered shareholder.

Non-registered holders 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 the securities regulatory policy, we will have distributed copies of the Meeting materials, being the Notice of Meeting, this Information Circular, and the Proxy directly to NOBOs and to the Nominees for onward distribution to OBOs. Brokers/nominees are required to forward the Meeting materials to each OBO unless the OBO has waived the right to receive them. The Company will be assume the cost of the delivery of Meeting materials to OBOs by Nominees. Every broker/nominee has its own mailing procedures and provides its own return instructions, which should be carefully followed by OBOs in order to ensure that their securities are voted at the Meeting. Often the form of proxy supplied to a beneficial shareholder by its broker is identical to the form of proxy provided by the Company to the registered shareholders; however, its purpose is limited to instructing the registered shareholder how to vote on behalf of the beneficial shareholder.

Nominees are required to forward the Meeting materials to each OBO unless the OBO has waived the right to receive them. 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 Request for Voting Instructions (a "**VIF**"), instead of a Proxy. By returning the VIF in accordance with the instructions noted on it, a non-registered holder is able to instruct the registered shareholder (or Nominee) how to vote on behalf of the non-registered shareholder. VIF's, 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 holders to direct the voting of the shares of the Company which they beneficially own. Non-registered holders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered. **Should a non-registered holder who receives a VIF wish to attend the Meeting or have someone else attend on his/her behalf, the non-registered holder 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.**

As more particularly outlined above under the heading "Notice-and-Access", Meeting materials will be sent to registered and non-registered Shareholders, as set out herein, using notice-and-access, which will not include a copy of this Information Circular.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of the directors or executive officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the adoption of the Company's stock option plan, approval of which will be sought at the Meeting. Directors and executive officers of the Company may participate in the Company's stock option plan, and accordingly have an interest in its approval. See "Particulars of Matters to be Acted Upon".

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Only shareholders of the Company who are listed on its Register of Shareholders on October 30, 2014, are entitled to receive notice of and to attend and vote at the Meeting or any adjournment of the Meeting (see "Proxy Instructions" above).

The authorized capital of the Company consists of an unlimited number of common shares without par value. As of October 30, 2014, the Company had 123,912,716 common shares issued and outstanding.

To the knowledge of the directors and executive officers of the Company, no person beneficially owns, directly or indirectly, or exercises control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

Election of Directors

The Company's Board of Directors (referred to herein as the "**Board of Directors**" or the "**Board**") proposes to nominate the persons named in the table below for election as directors of the Company. Each director elected will hold office until the next annual general meeting of the Company or until his successor is duly elected or appointed, unless the office is earlier vacated in accordance with the Articles of the Company or the *Business Corporations Act* (British Columbia) (the "**Act**") or he becomes disqualified to act as a director.

Management of the Company proposes that the number of directors of the Company be determined at six (6) for the ensuing year, subject to such increases as may be permitted by the Company's Articles.

The following table sets out the names of management's nominees for election as directors, the jurisdiction in which each is ordinarily resident, the positions and offices which each presently holds with the Company, the period of time for which each has been a director of the Company, the respective principal occupations or employments during the past five years (if such nominee is not presently a director who was elected to his present term of office by a vote of shareholders) and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Information Circular.

Unless you provide other instructions, the enclosed proxy will be voted for the nominees listed below. Management does not expect that any of the nominees will be unable to serve as a director. If before the Meeting any vacancies occur in the slate of nominees listed below, the person named in the Proxy will exercise his or her discretionary authority to vote the shares represented by the Proxy for the election of any other person or persons as directors.

The information concerning the proposed nominees has been furnished by each of them:

Name, Jurisdiction of Residence and Position Held with the Company	Principal Occupation During the Past Five Years(1)	Director Since	Number of Shares Owned
Mark A. Smith Highlands Ranch, Colorado USA *CEO and Director*	CEO of the Company; Engineering Consultant	Sept 23, 2013	11,283,983
Peter Dickie(2)(3) Vancouver, British Columbia Canada *President, Corporate Secretary and Director*	President of the Company	March 5, 2009	2,255,000
Michael Morris(2)(3) San Luis Obispo, California, USA *Director*	COB of Heritage Oaks Bankcorp since 2007 and director since 2001; senior principal and COB of Andre, Morris & Buttery; director of Molycorp, Inc. from 2000 to 2006	July 28, 2014	55,250
David Beling(2)(3) Grand Junction, Colorado *Director*	Professional Mining Engineer; President and CEO of Bullfrog Gold Corp.; Principal of D C Beling & Assoc., LLC	June 6, 2011	Nil
Joe D. Cecil Laguna Niguel, California, USA *Director Nominee*	Management consultant; Vice President and Comptroller of Unocal Corporation from 1997 to 2005; also served as its Principal Accounting Officer	Nominee	Nil
Tony Fulton, PE Emeritus Lincoln, Nebraska *Director Nominee*	Professional Engineer with a background in the energy and manufacturing sectors; served as Senator of Nebraska from 2007 to 2011; sits on numerous non-profit boards and charities in Nebraska	Nominee	1,202,617

(1) Messrs. Cecil and Fulton have held their principal occupation indicated above for at least five years.
(2) Member of the Audit Committee.
(3) Member of the Compensation Committee.

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of the Company's management, no proposed director of the Company:

(a) is, as at the date of the Information Circular, or has been within 10 years before the date of the Information Circular, a director, CEO, CFO of any company (including the Company) that:

(i) was subject to a cease trade or similar order or an order that denied such other issuer access to any exemption under securities legislation for more than thirty consecutive days, that was issued while the proposed director was acting in the capacity as director, CEO or CFO; or

(ii) was subject to a cease trade or similar order or an order that denied such other issuer access to any exemption under securities legislation for more than thirty consecutive days, that was issued after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO; or

(b) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(c) has, within the 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 any proceedings,

arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or

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

Appointment and Remuneration of Auditor

Shareholders will be asked to approve the appointment of Davidson & Company LLP, Chartered Accountants, as the Company's auditor to hold office until the next annual general meeting of shareholders at remuneration to be fixed by the directors.

The table below provides for greater disclosure of the services provided by the Company's external auditor, dividing the services into the four categories of work performed.

Type of Work	Financial 2014 Fees ($)	Financial 2013 Fees ($)
Audit Fees	$25,000	$20,000
Audit-Related Fees	Nil	Nil
Sub-total	$25,000	$20,000
Tax Fees	10,000	2,000
All Other Fees	Nil	Nil
Total	**$35,000**	**$22,000**

Audit Fees

Audit fees were paid for professional services rendered by the auditors for the audit of the Company's annual financial statements as well as services provided in connection with statutory and regulatory filings.

Audit-Related Fees

No audit-related fees were paid; however, these fees may be paid for assurance and related services that are reasonably related to the performance of the audit or review of the annual financial statements or interim financial statements, and are not reported under the audit services category above. These services included consultations on International Financial Report Standards ("IFRS") and financial statement disclosures, and discussion with management and audit committee members on internal controls and account procedures.

Tax Fees

Tax fees may be paid for tax compliance, tax advice and tax planning professional services. These services may consist of providing advice regarding transfer pricing issues, intellectual property, commodity and tax reviews, reviewing tax returns, providing advice regarding corporate structure, and assisting in responses to government tax authorities.

Other Fees

No other fees were paid for products and services other than the audit services and tax services described above.

2014 Stock Option Plan

The Company proposes to adopt a new stock option plan (the "**Option Plan**"), subject to TSX Venture Exchange ("**Exchange**") acceptance, which shall replace and supersede the current stock option plan of the Company. Shareholder approval of the Option Plan is required as a condition of obtaining Exchange acceptance of the Option Plan.

Under the Option Plan, a maximum of 10% of the issued and outstanding shares of the Company are proposed to be reserved at any time for issuance on the exercise of stock options. As the number of shares reserved for issuance under the Option Plan increases with the issue of additional shares by the Company, the Option Plan is considered to be a "rolling" stock option plan.

The Option Plan is substantially similar to the current stock option plan, except that it has been revised to comply with the amendments made to Exchange Policy 4.4 *Incentive Stock Options*, which became effective as at May 8, 2013. In particular, the Option Plan has been revised to:

(a) update certain defined terms and provisions to be consistent with the amendments made to Exchange Policy 4.4;
(b) clarify that it is the responsibility of the Company and an optionee to ensure and confirm that the optionee is a bona fide employee, consultant or management consultant employee of the Company; and
(c) to clarify that the insider limits described in (f) and (g) below shall apply at all times.

Particulars of the Option Plan

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

The Option Plan provides that stock options may be granted to directors, senior officers, employees and consultants of the Company (and any subsidiary of the Company) and management company employees. For the purposes of the Option Plan, the terms "employees", "consultants" and "management company employees" have the meanings set out in Exchange Policy 4.4. In addition, the term "director" is defined in Exchange Policy 4.4 to include directors, senior officers and management company employees.

Under the Option Plan, the Company's Board of Directors may, from time to time, designate a director or other senior officer or employee of the Company as administrator (the "**Administrator**") for the purposes of administering the Option Plan. The Administrator will be Mr. Peter Dickie.

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

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

(a) options will be non-assignable and non-transferable except that they will be exercisable by the personal representative of the option holder in the event of the option holder's death;

(b) options may be exercisable for a maximum of ten years from the date of grant;

(c) options to acquire no more than 5% of the issued shares of the Company may be granted to any one person (including companies wholly-owned by such person) in any 12 month period;

(d) options to acquire no more than 2% of the issued shares of the Company may be granted to any one consultant in any 12 month period;

(e) options to acquire no more than an aggregate of 2% of the issued shares of the Company may be granted to an employee conducting "**Investor Relations Activities**" (as defined in Exchange Policy 1.1), in any 12 month period;

(f) at no time will options be issued which could permit at any time the aggregate number of shares reserved for issuance under stock options granted to insiders (as a group) at any point in time exceeding 10% of the issued shares;

(g) at no time will options be issued which could permit at any time the grant to insiders (as a group), within a 12 month period, of an aggregate number of options exceeding 10% of the issued shares calculated at the date an option is granted to any insider;

(h) options held by an option holder who is a director, employee, consultant or management company employee must expire within one year after the option holder ceases to be a director, employee, consultant or management company employee, which time period the Company determines is reasonable;

(i) options held by an option holder who is engaged in Investor Relations Activities must expire within 30 days after the option holder ceases to be employed by the Company to provide Investor Relations Activities; and

(j) in the event of an option holder's death, the option holder's personal representative may exercise any portion of the option holder's vested outstanding options for a period of one year following the option holder's death.

The Option Plan provides that other terms and conditions may be attached to a particular stock option, such terms and conditions to be referred to in a schedule attached to the option certificate. Stock options granted to directors, senior officers, employees or consultants vest when granted unless otherwise determined by the Board on a case by case basis. Stock options granted to consultants performing Investor Relations Activities, will vest in stages over 12 months with no more than ¼ of the options vesting in any three month period.

In addition, under the Option Plan a stock option will expire immediately in the event a director or senior officer ceases to be a director or senior officer of the Company as a result of:

(a) ceasing to meet the qualifications under the Act;

(b) the passing of a special resolution by the shareholders; or

(c) an order made by a regulatory authority.

A stock option will also expire immediately in the event an employee ceases to be an employee as a result of termination for cause or an employee or consultant ceases to be an employee or consultant as a result of an order made by a regulatory authority.

The price at which an option holder may purchase a common share upon the exercise of a stock option will be as set forth in the option certificate issued in respect of such option, and in any event will not be less than the "**Discounted Market Price**" (as defined in Exchange Policy 1.1) that of the Company's common shares as of the date of the grant of the stock option (the "**Award Date**"). The exercise price of stock options granted by the Company will typically be the closing price of the Company's common shares on the day immediately preceding the relevant Award Date, or otherwise in accordance with the terms of the Option Plan.

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

The Option Plan also provides that: (a) disinterested shareholder approval will be obtained for any reduction in the exercise price of an option held by an insider of the Company; and (b) options cannot be granted to employees, consultants or management company employees that are not bona fide employees, consultants or management company employees, as the case may be.

Common shares will not be issued pursuant to stock options granted under the Option Plan until they have been fully paid for by the option holder. The Company will not provide financial assistance to option holders to assist them in exercising their stock options.

The full text of the Option Plan will be available at the Meeting and can also be requested by shareholders by contacting the Company at the address set out in the Notice of Meeting.

Shareholder Approval

The Option Plan complies with the current policies of the Exchange. The Option Plan is subject to Exchange acceptance. In order to obtain Exchange acceptance, the Exchange requires that Option Plan be approved by shareholders.

Accordingly, shareholders will be asked to consider and, if thought fit, pass the following ordinary resolution:

"BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. NioCorp Developments Ltd. (the "**Company**") adopt the 2014 Stock Option Plan (the "**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;

2. The Board of Directors be authorized on behalf of the Company to make any further amendments to the Option Plan as may be required by regulatory authorities, without further approval of the shareholders of the Company, in order to ensure adoption of the Option Plan;

3. The Company file the Option Plan with the TSX Venture Exchange (the "**Exchange**")for acceptance;

4. The Option Plan shall become effective on the date final acceptance of the Option Plan is received by the Exchange (the "**Plan Effective Date**");

5. On the Plan Effective Date, the Option Plan shall supersede and replace the current stock option plan of the Company and all outstanding options granted thereunder shall be rolled over into and be subject to the terms and conditions of the Option Plan; and

6. Any one director or officer of the Company is authorized and directed to do all such acts and things and to execute and deliver all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to this resolution."

The approval of the above resolution must be passed by a majority of the votes cast by those shareholders, who being entitled to do so, vote in person or by proxy in respect of the resolution at the Meeting. The Board of Directors recommends that shareholders vote in favour of the above resolution. In the absence of contrary instructions, the persons named in the form of proxy intend to vote FOR the foregoing ordinary resolution at the Meeting.

It is the intention of the persons named in the accompanying Proxy, if not expressly directed to the contrary in such Proxy, to vote such proxies FOR the ordinary resolution authorizing the approval of the Option Plan.

The Board of Directors of the Company believe the passing of the foregoing ordinary resolution is in the best interests of the Company and recommend that shareholders of the Company vote in favour of the resolution.

Amendment of Articles to Include Advance Notice Provisions

The Board of Directors is proposing that the Articles of the Company be altered to include provisions requiring advance notice of director nominees from shareholders (the "**Advance Notice Provisions**") attached hereto as Schedule "B". Under the Articles of the Company, an alteration of the Articles must be approved by an ordinary resolution of shareholders.

Purpose of the Advance Notice Provisions

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

The purpose of the Advance Notice Provisions is to provide the Company's shareholders, Board and management with a clear framework for nominating directors. The Advance Notice Provisions fix a deadline by which holders of record of common shares of the Company must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Company in order for any director nominee to be eligible for election at any annual or special meeting of the Company's shareholders.

Terms of the Advance Notice Provisions

The following information is intended as a brief description of the Advance Notice Provisions and is qualified in its entirety by the full text of the Advance Notice Provisions, a copy of which is attached to this Information Circular as Schedule "B".

The terms of the Advance Notice Provisions are summarized below:

The Advance Notice Provisions provide that advance notice to the Company must be given in circumstances where nominations of persons for election to the Board are made by shareholders of the Company other than pursuant to: (i) a "proposal" made in accordance with Division 7 of Part 5 of the *Business Corporations Act* (British Columbia); or (ii) a requisition of the shareholders made in accordance with section 167 of the *Business Corporations Act* (British Columbia).

Among other things, the Advance Notice Provisions fix a deadline by which holders of record of common shares of the Company must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the specific information that a shareholder must include in the written notice to the secretary of the Company for an effective nomination to occur. No person will be eligible for election as a director of the Company unless nominated in accordance with the provisions of the Advance Notice Provisions.

In the case of an annual meeting of shareholders, notice to the Company must be made not less than 30 days or more than 65 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10th day following such public announcement.

In the case of a special meeting (which is not also an annual meeting) of shareholders, notice to the Company must be made not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made.

The Board may, in its sole discretion, waive any requirement of the Advance Notice Provisions.

Confirmation and Approval of Advance Notice Provisions by Shareholders

At the Meeting, the shareholders of the Company will be asked to approve a motion to include in the Articles of the Company the Advance Notice Provisions such that the Company receive adequate notice of nominations of people to be elected to serve as directors of the Company.

If the Advance Notice Provisions are approved at the Meeting, the Advance Notice Provisions will continue to be effective and in full force and effect in accordance with its terms and conditions beyond the termination of the Meeting. Thereafter, the Advance Notice Provisions will be subject to periodic review by the Board, and will be updated to the extent needed to reflect changes required by securities regulatory agencies or stock exchanges, or so as to meet industry standards.

If the Advance Notice Provisions are not approved at the Meeting, the Advance Notice Provisions will be of no force or effect from and after the termination of the Meeting.

At the Meeting, the shareholders will be asked to approve the following by ordinary resolution (the "**Advance Notice Provisions Resolution**"):

"BE IT RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. the Advance Notice Provisions (the "**Advance Notice Provisions**") attached as Schedule "B" to the Information Circular of the Company dated October 30, 2014, be ratified, confirmed are hereby approved;

2. the Articles of the Company be altered by adding the text substantially as set forth in Schedule "B" to the Information Circular of the Company dated October 30, 2014 to the Articles of the Company;

3. the board of directors (the "Board") of the Company be authorized in its absolute discretion to administer the Advance Notice Provisions and amend or modify the Advance Notice Provisions in accordance with its terms and conditions to the extent needed to reflect changes required by securities regulatory agencies or stock exchanges, so as to meet industry standards;

4. the Board reserves the right to abandon the Advance Notice Provisions should they deem it appropriate and in the best interests of the Company to do so;

5. the Company be authorized to revoke this resolution and abandon or terminate the alteration of the Articles of the Company if the Board deems it appropriate and in the best interests of the Company to do so without further confirmation, ratification or approval of its shareholders; and

6. any director or officer of the Company be authorized and directed to do all acts and things and to execute and deliver all documents required which, in the opinion of such director or officer, may be necessary or appropriate in order to give effect to these resolutions."

In order to be effective, the foregoing ordinary resolution must be approved by a simple majority of the votes cast by those shareholders of the Company who, being entitled to do so, vote in person or by proxy at the Meeting in respect of such resolution.

It is the intention of the persons named in the accompanying Proxy, if not expressly directed to the contrary in such Proxy, to vote such Proxies FOR the Advance Notice Provisions Resolution.

The Board reserves the right to abandon the Advance Notice Provisions Resolution should it deem it appropriate and in the best interests of the Company to do so.

The Board believes the passing of the Advance Notice Provisions Resolution is in the best interests of the Company and recommend that shareholders of the Company vote in favour of the Advance Notice Provisions Resolution Advance Notice Provisions Resolution.

EXECUTIVE COMPENSATION

Under this heading, the Company is including the disclosure required by Form 51-102F6 *Statement of Executive Compensation.*

For the purposes of this Information Circular, named executive officers of the Company means the following individuals (the "**Named Executive Officers**"):

(a) the Company's Chief Executive Officer or an individual who acted in a similar capacity for any part of the most recently completed financial year (the "**CEO**");

(b) the Company's Chief Financial Officer or an individual who acted in a similar capital for any part of the most recently completed financial year (the "**CFO**");

(c) each of the Company's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation (see "Summary of Compensation") was, individually, more than $150,000 as determined in accordance with subsection 1.3(6) of Form 51-102F6 – Statement of Executive Compensation for that financial year; and

(d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of the most recently completed financial year.

As at June 30, 2014, the end of the most recently completed financial year of the Company, the Company had three Named Executive Officers, Mark A. Smith, CEO, Peter Dickie, President and Casey Forward, CFO.

Compensation Discussion and Analysis

The Board reviews and gives final approvals with respect to compensation paid to the Company's Named Executive Officers. The Company has a Compensation Committee comprised of Peter Dickie, David Beling and Michael Morris, to evaluate compensation. The Company relies solely on Board and Compensation Committee discussion without any formal objectives, criteria and analysis to determine executive compensation.

The main objectives the Company hopes to achieve through its compensation are to attract and retain highly-qualified individuals, to create among directors and officers a sense of ownership in the Company and to align their interests with those of the shareholders, and to ensure competitive compensation that is also financially affordable for the Company. The Company recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executives as well as align the compensation level of each executive to that executive's level of responsibility. In general, the Company's Named Executive Officers may receive compensation that is comprised of salary or contractor payments and stock option grants.

Stock option grants are designed to reward the Named Executive Officers for success on a similar basis as the Company's shareholders, although the level of reward provided by a particular stock option grant is dependent upon the stock market, which is subject to fluctuation.

Messrs. Smith and Dickie receive compensation by way of salary and stock options. Mr. Forward receive compensation by way of consulting fees and stock options. The objective of this compensation was to retain their services, motivate a high level of performance and reward them for their achievements and loyalty.

Neither the Board nor the Compensation Committee has proceeded to a formal evaluation of the implications of the risks associated with the Company's compensation policies and practices. The Board and the Compensation Committee do not believe that the Company's compensation program results in unnecessary or inappropriate risk taking including risks that are likely to have a material adverse effect on the Company.

The Company's Named Executive Officers and directors are not permitted to purchase financial instruments, including for greater certainty, prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officer or director.

Option-Based Awards

The Board believes that eligible persons working with the Company as Named Executive Officers, directors, or consultants should have a stake in the Company's future and that their interests should be aligned with the interests of the shareholders. To this end, the Board determines the overall amount of stock option grants and reviews and recommends to the Company the allocation of such grants to directors, officers and consultants, primarily based on whose decisions and actions can have the greatest impact on the Company's performance.

These option-based awards are granted under the Company's stock option plan. The Company considers previous grants of stock options when considering new grants.

Option Repricings

No options held by the Named Executive Officers were repriced during the Company's most recently completed financial year ended June 30, 2014.

Compensation Governance

The Compensation Committee, on behalf of the Board, monitors compensation for the Named Executive Officers. The Compensation Committee currently consists of three members, Peter Dickie, David Beling and Michael Morris. David Beling and Michael Morris are considered independent.

Each member of the Compensation Committee has gained experience relevant to his responsibilities in managing the company's executive compensation through holding or having held senior executive roles with other public companies. This experience allows the Compensation Committee members to make decisions on the suitability of the Company's compensation policies and practices.

The following is a summary description of the mandate and responsibilities of the Compensation Committee as it relates to Named Executive Officer compensation:

(a) to review and approve corporate goals and objectives relevant to the Named Executive Officer compensation, including the evaluation and performance of the Named Executive Officers in light of those corporate goals and objectives, and to make recommendations to the Board with respect to the Named Executive Officer compensation levels;

(b) to consider the implementation of short and long-term incentive plans, including equity-based plans, proposed by management, to make recommendations to the Board with respect to these plans and to annually review such plans after their implementation; and

(c) to annually review any other benefit plans proposed by management and to make recommendations to the Board with respect to their implementation.

During the financial year ended June 30, 2014, the Compensation Committee met to determine the suitability of the management contracts with Mark A. Smith and Peter Dickie and made recommendations to the Board with respect thereto. Mr. Dickie declared his interests in such recommendations with respect to his contract with the Company.

Summary Compensation Table

The following table is a summary of compensation paid to the Named Executive Officers for the financial years ended June 30, 2012, 2013 and 2014. For information concerning compensation related to previous years, please refer to the Company's previous Information Circulars available at www.sedar.com:

Name and principal position	Year ended June 30	Salary ($)[1]	Share-based awards ($)	Option-based awards ($)[2]	Non-equity incentive plan compensation ($)		Pension value ($)	All other compen-sation ($)	Total compen-sation ($)
					Annual incentive plans	Long-term incentive plans[3]			
Mark A. Smith CEO[4]	2014	222,424[5]	N/A	107,756	N/A	N/A	N/A	180,758[5][6]	510,938
Peter Dickie President and Former CEO[4]	2014	185,000[7]	N/A	96,981	N/A	N/A	N/A	Nil	281,981
	2013	180,000	N/A	29,782	N/A	N/A	N/A	Nil	209,782
	2012	180,000	N/A	72,039	N/A	N/A	N/A	Nil	252,039
Casey Forward CFO	2014	Nil	N/A	6,465	N/A	N/A	N/A	54,500[8]	60,965
	2013	Nil	N/A	18,200	N/A	N/A	N/A	63,000[8]	81,200
	2012	Nil	N/A	15,008	N/A	N/A	N/A	78,750[8]	93,758

(1) Includes salary paid or accrued during the financial year.

(2) Option-based awards are valued at the date of grant using the Black-Scholes option pricing model which the Company has chosen because it is one of the most common valuation methodologies used by junior exploration issuers. Option pricing models require the input of highly subjective assumptions, particularly as to the expected volatility of the stock. Changes in these assumptions can materially affect the fair value estimate, and therefore it is management's view that the existing models may not provide a single reliable measure of the fair value of the Company's stock option grants. The Company uses an option-pricing model because there is no market for which options may be freely traded. Readers are cautioned not to assume that the value derived from the model is the value that an optionee might receive if the options were freely traded, nor assume that these amounts are the same as those reported for income tax purposes.

The following weighted average assumptions were used for the Black-Scholes valuation of stock options granted during the year:

	June 30, 2014	June 30, 2013	June 30, 2012
Risk-free interest rate	1.25%	1.25%	1.07%
Expected life of options	3	3	2.55
Expected dividend yield	0%	0%	0%
Expected stock price volatility	102.9%	96.0%	103.8%
Weighted average exercisable price of options granted	$0.24	$0.15	$0.22

(3) LTIP or long term incentive plan means any plan that provides compensation intended to motivate performance to occur over a period greater than one financial year, but does not include option or stock appreciate right plans or plans to compensate through restricted shares or restrict share units.

(4) Mark A. Smith was appointed CEO on September 23, 2013, at which time Mr. Dickie resigned.

(5) Paid to KMSmith LLC.

(6) Paid as a signing bonus (see narrative description below).

(7) Starting May 1, 2014, paid to PDickie Mgmt Ltd.

(8) Paid to Casey Forward as consulting fees.

Narrative Description

Mark A. Smith – The Company and KMSmith, LLC. ("**KMSmith**") entered into a Consulting Agreement effective September 23, 2013 (the "**Smith Agreement**"). Under the terms of the Smith Agreement, KMSmith, through Mark Smith, provides the duties and responsibilities of the Chief Executive Officer of the Company and related services, for

an indefinite term at a rate of US$270,000 per annum, payable in equal monthly installments of US$22,500. KMSmith also received a one-time signing bonus of US$165,000. Any other bonuses and incentive payments are payable at the discretion of the Board of Directors. Mr. Smith is entitled to receive stock options under the Company's stock option plan, which options are approved by the Board at the time of grant. The Company may terminate the Smith Agreement at any time without notice or payment should KMSmith commit a material breach of the Smith Agreement. In the event the Smith Agreement is terminated by the Company for any reason other than as set out in the Smith Agreement or if KMSmith terminates the Smith Agreement on the occurrence of a Triggering Event, the Company shall pay KMSmith a lump sum termination fee equal to the annual salary in effect at the termination date as well as the average of any annual bonuses or other cash payments for two calendar years immediately preceding the year the termination occurs. A Triggering Event is defined as a substantial change in the nature of services to be performed by KMSmith; a material breach by the Company of the Smith Agreement that is not remedied within 30 days; the ceasing of the Company as a going concern; the failure of the Company to pay a material amount due; or a material reduction in salary. KMSmith may terminate the Smith Agreement on 90 days' written notice and, should the Company immediately accept such termination notice, it shall pay KMSmith the sum of US$69,904. Should a change of control of the Company occur (as that term is defined in the Smith Agreement) and within one year, either a Triggering Event occurs and KMSmith terminates the Smith Agreement or KMSmith's engagement is terminated without the occurrence of a Triggering Event, then KMSmith shall be entitled to receive an amount equal to the annual salary in effect at the termination date as well as the average of any annual bonuses or other cash payments for two calendar years immediately preceding the year the termination occurs. In the event KMSmith is entitled to a termination payment with respect to a change of control, any stock options previously granted to Mr. Smith shall become fully vested and shall remain exercisable for the original term of grant despite a termination of KMSmith.

Peter Dickie - The Company and PDickie Mgmt Ltd. ("**PDickie**") entered into a Consulting Agreement effective May 1, 2014 (the "**Dickie Agreement**"). Under the terms of the Dickie Agreement, PDickie, through Peter Dickie, provides the duties and responsibilities of the President of the Company and related services for an indefinite term at a rate of $210,000 per annum, payable in equal monthly installments of $17,500. Any bonuses and incentive payments are payable at the discretion of the Board. Mr. Dickie is entitled to receive stock options under the Company's stock option plan, which options are approved by the Board at the time of grant. The Company may terminate the Dickie Agreement at any time without notice or payment should PDickie commit a material breach of the Dickie Agreement. In the event the Dickie Agreement is terminated by the Company for any reason other than as set out in the Dickie Agreement or if PDickie terminates the Dickie Agreement on the occurrence of a Triggering Event, the Company shall pay PDickie a lump sum termination fee equal to the annual salary in effect at the termination date as well as the average of any annual bonuses or other cash payments for two calendar years immediately preceding the year the termination occurs. A Triggering Event is defined as a substantial change in the nature of services to be performed by PDickie; a material breach by the Company of the Dickie Agreement that is not remedied within 30 days; the ceasing of the Company as a going concern; the failure of the Company to pay a material amount due; or a material reduction in salary. PDickie may terminate the Dickie Agreement on 90 days' written notice and, should the Company immediately accept such termination notice, it shall pay PDickie the sum of $51,780. Should a change of control of the Company occur (as that term is defined in the Dickie Agreement) and within one year, either a Triggering Event occurs and PDickie terminates the Dickie Agreement or PDickie's engagement is terminated without the occurrence of a Triggering Event, PDickie shall be entitled to receive an amount equal to the annual salary in effect at the termination date as well as the average of any annual bonuses or other cash payments for two calendar years immediately preceding the year the termination occurs. In the event PDickie is entitled to a termination payment with respect to a change of control, any stock options previously granted to Mr. Dickie shall become fully vested and shall remain exercisable for the original term of grant despite a termination of PDickie.

Casey Forward – No formal written agreement exists between the Company and Mr. Forward regarding compensation received by Mr. Forward from the Company. Based on a verbal agreement between himself and the Company, Mr. Forward receives compensation in the form of consulting fees based on time spent on matters relating to the Company. Mr. Forward also receives stock option grants which are approved by the Board at the time of grant.

Incentive Plan Awards

Outstanding Option-Based Awards

The following table sets out all option-based awards outstanding (no share-based awards were outstanding) as of June 30, 2014:

Name	Option-based awards			
	Number of securities underlying unexercised Options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options ($)[1]
Mark A. Smith	1,000,000	$0.15	February 25, 2016	$580,000.00
	1,000,000	$0.17	January 10, 2017	$560,000.00
Peter Dickie	600,000	$0.20	January 12, 2015	$321,000.00
	450,000	$0.15	January 18, 2016	$261,000.00
	900,000	$0.17	January 10, 2017	$504,000.00
Casey Forward	125,000	$0.20	January 12, 2015	$66,250.00
	275,000	$0.15	January 18, 2016	$159,500.00
	60,000	$0.17	January 10, 2017	$33,600.00

(1) Calculated using the closing price of the Company's shares on the Exchange on June 30, 2014, being $0.73.

Incentive Plan Awards - Value Vested or Earned During the Year

"Value vested or earned during the year" means the aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date. This amount is calculated by determining the difference between the market price of the underlying securities at exercise and the exercise or base price of the options under the option-based award on the vesting date. The following table sets out the value of options vested or earned during the 2014 financial year (the Company did not grant share-based awards or non-equity incentive plan compensation during the year). All options fully vested on their grant dates:

Name	Option-based awards – Value vested during the year	Share-based awards – Value vested during the year ($)	Non-equity incentive plan compensation – Value earned during the year ($)
Mark A. Smith	$40,000.00	Nil	Nil
Peter Dickie	$36,000.00	Nil	Nil
Casey Forward	$2,400.00	Nil	Nil

Pension Plans

The Company does not have in place any deferred compensation plan or pension plan that provides for payments or benefits, at or in connection with retirement.

Termination and Change of Control Benefits

Except as described above, the Company has not entered into any plans or arrangements in respect of remuneration received or that may be received by the Named Executive Officers in the Company's most recently completed financial year or current financial year in respect of compensating such officers or directors in the event of termination of employment (as a result of resignation, retirement, change of control, etc.) or a change in responsibilities following a change of control.

Director Compensation

As at the financial year ended June 30, 2014, the Company had four directors, two of which were also a Named Executive Officers, Mark A. Smith, the Company's CEO, and Peter Dickie, the Company's President and former CEO. For a description of the compensation paid to the Named Executive Officers of the Company who also acted as Directors, see "Summary Compensation Table".

During the most recently completed financial year ended June 30, 2014, the directors who were not Named Executive Officers received the following compensation for services provided to the Company:

Name	Fees earned ($)[1]	Share-based awards ($)	Option-based awards ($)[2]	Non-equity incentive plan compensation ($)	Pension value ($)	All other compen-sation ($)	Total ($)
Erin Chutter[3]	Nil	N/A	Nil	N/A	N/A	Nil	Nil
David Beling	Nil	N/A	Nil	N/A	N/A	Nil	Nil

(1) Includes fees paid or accrued during the financial year.
(2) Refer to discussion in footnote (2) in the "Summary of Compensation" table for Named Executive Officers for the method of determining the value of option-based awards.
(3) Erin Chutter resigned as a director on July 28, 2014.

Narrative Discussion

The Company currently does not pay Directors who are not employees or officers of the Company for attending Directors' meetings or for serving on committees. The Company has no arrangements, standard for otherwise, pursuant to which Directors are compensated by the Company for their services as Directors, for committee participation, or for involvement in special assignments during the most recently completed financial year. None of the Company's Directors have received any cash compensation for services provided in their capacity as Directors during the Company's most recently completed financial year.

Incentive Plan Awards

Outstanding Option-Based Awards

The following table sets out all option-based awards outstanding as of June 30, 2014 (no share-based awards are outstanding) to directors who were not Named Executive Officers:

Name	Option-based awards			
	Number of securities underlying unexercised Options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options ($)[1]
Erin Chutter	500,000	$0.15	August 28, 2014[2]	$290,000.00
David Beling	100,000	$0.20	January 12, 2015	$53,000.00
	250,000	$0.15	January 18, 2016	$145,000.00

(1) Calculated using the closing price of the Company's shares on the Exchange on June 30, 2014, being $0.73.
(2) Options expired 30 days after the date of resignation as a director.

Incentive Plan Awards - Value Vested or Earned During the Year

"Value vested or earned during the year" means the aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date. This amount is calculated by determining the difference between the market price of the underlying securities at exercise and the exercise or base price of the options under the option-based award on the vesting date. No value has been given to such incentive plan awards vested or earned by the Company's directors during the financial year ended June 30, 2014, as such options were out-of-the-money on the vesting dates.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out equity compensation plan information as at the end of the financial year ended June 30, 2014.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders (2013 Stock Option Plan)	7,060,000	$0.20	5,228,472
Equity compensation plans not approved by securityholders	None	N/A	N/A
Total	**7,060,000**		**5,228,472**

AUDIT COMMITTEE

The Company is including the disclosure required by Form 52-110F2 of National Instrument 52-110 *Audit Committees* ("**NI 52-110**") under this heading.

Audit Committee Charter

The Charter of the Company's Audit Committee is included as Schedule "A" to this Information Circular.

Composition of the Audit Committee

The Audit Committee is currently composed of the following three directors:

Member	Independent(1)	Financially Literate(1)
Peter Dickie	No	Yes
David Beling	Yes	Yes
Michael Morris(2)	Yes	Yes

(1) As that term is defined in NI 52-110.
(2) Mr. Morris replaced Erin Chutter on the audit committee in September, 2014.

Relevant Education and Experience

All of the members of the Audit Committee are financially literate, in that they have the ability to read and understand consolidated statements of financial position, consolidated statements of comprehensive loss, consolidated statements of cash flows, and consolidated statements of equity and the notes attached thereto. Additionally, all of the members of the Audit Committee have accounting or related financial experience and are able to analyze and interpret a full set of financial statements, with the level of complexity of a mineral exploration issuer such as the Company, including the notes attached thereto, in accordance with IFRS. The following table sets out each committee member's relevant experience:

Peter Dickie	Mr. Dickie has been involved in the management of public and private companies for approximately 24 years, serving as a director or officer of several companies. He is a graduate of both the University of Victoria and the University of British Columbia.
David Beling	Mr. Beling is a Registered Professional Mining Engineer, has been in the mining business for 50 years and has been on the boards of directors of 13 mining companies starting in 1981. He is currently President, CEO, CFO and director of Bullfrog Gold Corp. He was Executive Vice President and Chief Operating Officer of Geovic Mining Corp. for seven years. Mr. Beling was also a director of Romarco Minerals Inc. from 2002 to 2009, and during that time served on the compensation and audit committees.

Michael Morris	Mr. Morris has over 40 years of experience in business counselling, real estate and environmental law, and has represented numerous companies in merger and acquisition transactions. He is currently a director and Chairman of Heritage Oaks Bancorp, a publicly traded company that is the sole shareholder of Heritage Oaks Bank, a $1.6 billion community bank located on the Central Coast of California. He serves on Heritage Oaks Bankcorp's executive committee.

Audit Committee Oversight

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

Reliance on Certain Exemptions

At no time since the commencement of our most recently completed financial year have we relied on the exemption in section 2.4 (De Minimis Non-Audit Services) of NI 52-110 or an exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemptions) of NI 52-110. The Company is a "venture issuer" under NI 52-110 and is relying on the exemption in section 6.1 of NI 52-110.

External Auditor Service Fees by Category

See above under the heading "Particulars of Matters to be Acted Upon – Appointment and Remuneration of Auditor" for the disclosure required by this item of Form 52-110F2.

CORPORATE GOVERNANCE

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 *Corporate Governance Guidelines* ("**NP 58-201**") provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("**NI 58-101**") prescribes certain disclosure by the Company of its corporate governance practices. The disclosure required by NI 58-101 is presented below.

Board of Directors

The Board of Directors facilitates its independent supervision over management through regular meetings of the Board of Directors. The non-management Directors of the Board of Directors do not hold regularly scheduled meetings at which non-independent Directors are not in attendance. However, the size of the Board of Directors and the nature of the Company's operations ensure that open and candid discussion among the independent Directors is possible.

Mark A. Smith and Peter Dickie are executive officers of the Company and are therefore not considered to be "independent" pursuant to NI 58-101. David Beling and Michael Morris are considered "independent" pursuant to NI 58-101.

The Board of Directors facilitates its exercise of independent supervision over management by carefully examining issues and consulting with outside counsel and other advisors in appropriate circumstances. The Board of Directors believes that fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, as well as the restrictions placed on the individual director's participation in decisions of the Board in which the director has an interest by applicable corporate legislation, have been sufficient to ensure that each director exercises independent judgment in carrying out his responsibilities and acting in the best interests of the Company.

The mandate of the Board of Directors, as prescribed by the Act is to manage or supervise management of the business and affairs of the Company and to act with a view to the best interests of the Company. In doing so, the Board of Directors oversees the management of the Company's affairs directly and through its committees.

The Board of Directors meets regularly to consider and evaluate the roles and responsibilities of each director, officer and committee member.

The Board met six times in the 2014 financial year. All directors were present at the meetings, either in person or by telephone.

Directorship

The directors of the Company are currently directors of the following other reporting issuers:

Name of Director	Other reporting issuer (or equivalent in a foreign jurisdiction)
Mark A. Smith	Avanti Mining Inc.
Peter Dickie	None
Michael Morris	Heritage Oaks Bankcorp
David Beling	Bullfrog Gold Corp.

Orientation and Continuing Education

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Company's properties, business, technology and industry and on the responsibilities of directors. Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business. Individual directors are responsible for maintaining their own education, skills and knowledge at an appropriate level. Board members are encouraged to attend educational courses or presentations in relation to the Company's projects or the industry within which the Company operates.

Ethical Business Conduct

The Board of Directors has not, to date, adopted a formal written Code of Ethical Business Conduct. The current limited size of the Company's operations and the small number of officers and employees allow the Board to monitor, on an ongoing basis, the activities of management and to ensure that the highest standard of ethical conduct is maintained.

To date, the Board has found that the fiduciary duties placed on individual directors by the Company'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 Company. Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. A director must 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. The disclosure must be evidenced in writing by being included in the consent resolutions or minutes of the meeting that approved the transaction or in a written disclosure delivered to the Company's records office. Unless the director properly discloses his interest and has the transaction properly approved, he may be liable to account to the Company for any profit he makes as a result of the transaction, unless the court finds that the transaction was fair and reasonable to the Company. Once the appropriate disclosure has been made by the interested director, the transaction must be approved by the directors or by the shareholders by special resolution. An interested director would not be entitled to vote at meetings of directors which evoke any such conflict.

Nomination of Directors

The Board of Directors is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees to fill vacancies and for the next annual meeting of the shareholders. The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, show support for the Company's mission and strategic objectives and a willingness to serve.

The Board does not have a Nominating 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.

Compensation

The Board has a Compensation Committee that recommends and periodically reviews compensation paid to directors, management and other employees based on such factors as time commitment and level of responsibility and the Company's current position as an exploration company with limited operating revenue.

Other Board Committees

The Board of Directors has no other committees other than the Compensation Committee and the Audit Committee.

Assessments

The Board of Directors conducts periodic assessments of its members including individual assessments to determine if the board and the individual directors are performing efficiently. Based on the Company's size, stage of development and the limited number of individuals on the Board of Directors, the Board considers a formal assessment process to be inappropriate at this time. As the activities of the Company develop, it will consider the establishment of more formal evaluation procedures, including more quantitative measures of performance.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of our directors or executive officers, proposed nominees for election as directors, or associates of any of them, is or has been indebted to the Company or our subsidiaries at any time since the beginning of the most recently completed financial year and no indebtedness remains outstanding as at the date of this Information Circular.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein, since the commencement of the last completed financial year, no "informed person", any proposed director of the Company, or an associate or affiliate of any informed person or proposed director had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries. "Informed Person" means: (a) a director or executive officer of the Company; (b) a director or 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, directly or indirectly, voting securities of the Company or who exercises control or direction over 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; or (d) the Company if it has purchased, redeemed or otherwise acquired any of its securities, so long as it holds any of its securities.

MANAGEMENT CONTRACTS

Management functions of the Company are generally performed by directors and executive officers of the Company and not, to any substantial degree, by any other person to whom the Company has contracted.

OTHER BUSINESS

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

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR at www.sedar.com. Financial information is provided in the Company's financial statements and management's discussion and analysis ("**MD&A**") for the most recently completed financial year.

The Company will provide to any securityholder upon request, copies of the Company's financial statements and MD&A for the most recently completed financial year. Please direct your request to the Company at Suite 525, 999 West Hastings Street, Vancouver, British Columbia, V6C 2W2, to request the Company's financial statements and MD&A.

OTHER MATERIAL FACTS

Management knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the Proxy solicited hereby will be voted on such matter in accordance with the best judgment of the persons voting by proxy.

DATED at Vancouver, British Columbia, on the 30th day of October, 2014.

ON BEHALF OF THE BOARD

"Peter Dickie"
President

SCHEDULE "A"

NIOCORP DEVELOPMENTS LTD.

AUDIT COMMITTEE CHARTER

Overall Purpose / Objectives

The Audit Committee will assist the board of directors (the "Board") in fulfilling its responsibilities. The Audit Committee will review the financial reporting process, the system of internal control and management of financial risks, the audit process, and the Company's process for monitoring compliance with laws and regulations and its own code of business conduct. In performing its duties, the committee will maintain effective working relationships with the Board of Directors, management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each committee member will obtain an understanding of the responsibilities of committee membership as well as the Company's business, operations and risks.

Authority

The Board authorizes the audit committee, within the scope of its responsibilities, to seek any information it requires from any employee and from external parties, to obtain outside legal or professional advice and to ensure the attendance of Company officers at meetings as appropriate.

Organization

Membership

The Audit Committee will be comprised of at least three members who are directors, a majority of which are not officers or employees of the Company.

The chairman of the Audit Committee will be nominated by the committee from time to time.

A quorum for any meeting will be two members.

The secretary of the Audit Committee will be the Company secretary, or such person as nominated by the Chairman.

Attendance at Meetings

The Audit Committee may invite such other persons (e.g. the President or Chief Executive Officer) to its meetings, as it deems appropriate.

Meetings shall be held not less than four times a year. Special meetings shall be convened as required. External auditors may convene a meeting if they consider that it is necessary.

The proceedings of all meetings will be minuted.

Roles and Responsibilities

The Audit Committee will:

Gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.

Gain an understanding of the current areas of greatest financial risk and whether management is managing these effectively.

Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements.

Review any legal matters which could significantly impact the financial statements as reported on by the general counsel and meet with outside counsel whenever deemed appropriate.

Review the annual and quarterly financial statements including Management's Discussion and Analysis and annual and interim earnings press releases prior to public dissemination, including any certification, report, opinion, or review rendered by the external auditors and determine whether they are complete and consistent with the information known to committee members; determine that the auditors are satisfied that the financial statements have been prepared in accordance with generally accepted accounting principles.

Pay particular attention to complex and/or unusual transactions such as those involving derivative instruments and consider the adequacy of disclosure thereof.

Focus on judgmental areas, for example those involving valuation of assets and liabilities and other commitments and contingencies.

Review audit issues related to the Company's material associated and affiliated companies that may have a significant impact on the Company's equity investment.

Meet with management and the external auditors to review the annual financial statements and the results of the audit.

Evaluate the fairness of the interim financial statements and disclosures, and obtain explanations from management on whether:

(a) actual financial results for the interim period varied significantly from budgeted or projected results;

(b) generally accepted accounting principles have been consistently applied;

(c) there are any actual or proposed changes in accounting or financial reporting practices;

(d) there are any significant or unusual events or transactions which require disclosure and, if so, consider the adequacy of that disclosure.

Review the external auditors' proposed audit scope and approach and ensure no unjustifiable restriction or limitations have been placed on the scope.

Review the performance of the external auditors and approve in advance provision of services other than auditing.

Consider the independence of the external auditors, including reviewing the range of services provided in the context of all consulting services bought by the company. The Board authorizes the Chairman of the Audit Committee to approve any non audit or additional audit work which the Chairman deems as necessary and to notify the other members of the Audit Committee of such non audit or additional work.

Make recommendations to the Board regarding the reappointment of the external auditors and the compensation to be paid to the external auditor.

Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.

Review and approve the Company's hiring policies regarding partners, employers and former partners and employees of the present and former external auditors of the Company.

Establish a procedure for:

(a) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

(b) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters.

Meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately.

Endeavour to cause the receipt and discussion on a timely basis of any significant findings and recommendations made by the external auditors.

Ensure that the Board is aware of matters which may significantly impact the financial condition or affairs of the business.

Perform other functions as requested by the full Board.

If necessary, institute special investigations and, if appropriate, hire special counsel or experts to assist, and set the compensation to be paid to such special counsel or other experts.

Review and recommend updates to the charter; receive approval of changes from the Board.

SCHEDULE "B"

NIOCORP DEVELOPMENTS LTD.

ADVANCE NOTICE PROVISIONS TO BE ADDED TO ARTICLES

"Article 10.11

10.11 Advance Notice for Nomination of Directors.

(1) Subject only to the *Business Corporations Act* and these Articles, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Company. Nominations of persons for election to the board of directors at any annual meeting of shareholders, or at any special meeting of shareholders called for the purpose of electing directors as set forth in the Company's notice of such special meeting, may be made (i) by or at the direction of the board of directors, including pursuant to a notice of meeting, (ii) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the *Business Corporations Act*, or a requisition of the shareholders made in accordance with the provisions of the *Business Corporations Act* or, (iii) by any shareholder of the Company (a "**Nominating Shareholder**") who, at the close of business on the date of the giving of the notice provided for below in this Article 10.11 and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting, and who complies with the notice procedures set forth in this Article 10.11.

(a) In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, such person must have given timely notice thereof in proper written form to the secretary at the principal executive offices of the Company in accordance with this Article 10.11.

(b) To be timely, a Nominating Shareholder's notice must be received by the secretary of the Company (i) in the case of an annual meeting, not less than 30 days or more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made (the "**Meeting Notice Date**"), the Nominating Shareholder's notice must be so received not later than the close of business on the 10th day following the Meeting Notice Date; and (ii) in the case of a special meeting of shareholders (which is not also an annual meeting) called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the 15th day following the day on which public announcement of the date of the special meeting is first made. In no event shall the public announcement of an adjournment of an annual meeting or special meeting commence a new time period for the giving of a Nominating Shareholder's notice as described in this Article 10.11.

(c) To be in proper written form, a Nominating Shareholder's notice must set forth: (i) as to each person whom the Nominating Shareholder proposes to nominate for election as a director (A) the name, age, business address and residence address of the person, (B) the principal occupation or employment of the person, (C) the class or series and number of shares of the Company that are owned beneficially or of record by the person and (D) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the *Business Corporations Act* and Applicable Securities Laws; and (ii) as to the Nominating Shareholder giving the notice, any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote any shares of the Company and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the *Business Corporations Act* and Applicable Securities Laws. The Company may require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as an independent director of the Company or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee. The Nominating Shareholder's notice must be accompanied by a written consent of each proposed nominee to being named as a nominee and to serve as a director if elected.

(d) No person shall be eligible for election as a director of the Company unless nominated in accordance with the procedures set forth in this Article 10.11; provided, however, that nothing in this Article 10.11 shall be deemed to preclude a shareholder from discussing (as distinct from nominating directors) at a meeting of shareholders any matter in respect of which the shareholder would have been entitled to submit a proposal pursuant to the provisions of the *Business Corporations Act*. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

(e) For purposes of this Article 10.11, (i) "**public announcement**" shall mean disclosure in a press release disseminated by a nationally recognized news service in Canada, or in a document publicly filed by the Company under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com; and (ii) "**Applicable Securities Laws**" means the applicable securities legislation in each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada.

(f) Notice given to the secretary of the Company pursuant to this Article 10.11 may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the secretary of the Company for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the address aforesaid) or sent by facsimile transmission (provided the receipt of confirmation of such transmission has been received) to the secretary at the address of the principal executive offices of the Company; provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Vancouver time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been on the subsequent day that is a business day.

(g) Notwithstanding the foregoing, the board may, in its sole discretion, waive any requirement in this Article 10.11."