COMMERCE RESOURCES CORP.

1450, 789 West Pender Street
Vancouver, BC V6C 1H2
Tel: 604 681-1568

INFORMATION CIRCULAR

May 9, 2014

INTRODUCTION

This Information Circular accompanies the Notice of Annual and Special Meeting (the "**Notice**") and is furnished to shareholders holding common shares (the "**Common Shares**") in the capital of Commerce Resources Corp. (the "**Company**" or "**Commerce**") in connection with the solicitation by the management of the Company of proxies to be voted at the annual general and special meeting (the "**Meeting**") of the shareholders to be held at 10:00 a.m. (Vancouver time) on Wednesday June 18, 2014 at the offices of the Company, Suite 1450, 789 West Pender, Street, Vancouver, BC V6C 1H2 or at any adjournment or postponement thereof.

Date and Currency

The date of this Information Circular is May 9, 2014. Unless otherwise stated, all amounts herein are in Canadian Dollars.

PROXIES AND VOTING RIGHTS

Management Solicitation

The solicitation of proxies by the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by the directors, officers and employees of the Company. The Company does not reimburse shareholders, nominees or agents for costs incurred in obtaining from their principals authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers, and the Company will reimburse such brokers and nominees for their related out of pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

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

Appointment of Proxy

Registered shareholders are entitled to vote at the Meeting. A shareholder is entitled to one vote for each common share that such shareholder holds on the record date of May 9, 2014 (the "**Record Date**") on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

The persons named as proxyholders (the "**Designated Persons**") in the enclosed form of proxy are directors and/or officers of the Company.

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

TO EXERCISE THE RIGHT, THE SHAREHOLDER MAY DO SO BY STRIKING OUT THE PRINTED NAMES AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE'S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER'S COMMON SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.

In order to be voted, the completed form of proxy must be received by the Company's registrar and transfer agent, Computershare Investor Services Inc. (the "**Transfer Agent**") at their offices located at 510 Burrard Street, 3rd Floor, Vancouver, British Columbia, V6C 3B9, by mail or fax, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof. Alternatively, the completed form of proxy may be delivered to the chairman of the Meeting on the day of the Meeting, or any adjournment or postponement thereof, prior to the commencement of the Meeting or any adjournment or postponement thereof.

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

Revocation of Proxies

A shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that shareholder or by that shareholder's attorney-in-fact authorized in writing or, where the shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law. Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

Voting of Common Shares and Proxies and Exercise of Discretion by Designated Persons

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

IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON

THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE COMMON SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY.

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

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

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set out in this section is of significant importance to those shareholders who do not hold shares in their own name. Shareholders who do not hold their shares in their own name (referred to in this Information Circular as "Beneficial Shareholders") should note that only proxies deposited by shareholders whose names appear on the records of the Company as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In the United States, the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depositary for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person well in advance of the Meeting.

The Company does not have access to names of Beneficial Shareholders. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the Form of Proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge typically prepares a special voting instruction form, mails this form to the Beneficial Shareholders and asks for appropriate instructions regarding the voting of Common Shares to be voted at the Meeting. Beneficial Shareholders are requested to complete and return the voting instructions to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free number and access Broadridge's dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and to vote the Common Shares held by them. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge voting instruction form cannot use that form as a proxy to vote Common Shares directly at the Meeting – the voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have its Common Shares voted at the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his broker (or agent of the broker), a Beneficial

Shareholder may attend at the Meeting as proxyholder for the registered shareholder and vote the Common Shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their Common Shares as proxyholder for the registered shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

Alternatively, a Beneficial Shareholder may request in writing that his or her broker send to the Beneficial Shareholder a legal proxy which would enable the Beneficial Shareholder to attend at the Meeting and vote his or her Common Shares.

All references to shareholders in this Information Circular are to registered shareholders, unless specifically stated otherwise.

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

Except as disclosed elsewhere in this Information Circular, no director or executive officer of the Company who was a director or executive officer since the beginning of the Company's last financial year, each proposed nominee for election as a director of the Company, or any associate or affiliates of any such directors, executive officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of directors.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of Common Shares without par value. As of the Record Date, determined by the Company's board of directors (the "**Board**") to be the close of business on May 9, 2014, a total of 178,421,794 Common Shares were issued and outstanding. Each Common Share carries the right to one vote at the Meeting.

Only registered shareholders as of the Record Date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

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

Name of Shareholder	Number of Common Shares Owned	Percentage of Outstanding Common Shares [1]
CDS & Co. [2]	153,716,315	92.05%

[1] Based on 178,421,794 Common Shares issued and outstanding as of May 9, 2014, on an undiluted basis.

[2] Management of the Company is unaware of the beneficial shareholders of the Common Shares registered in the name of CDS & Co (NCI).

RECEIPT OF FINANCIAL STATEMENTS

The directors will place before the Meeting the audited consolidated financial statements for the financial year ended October 31, 2013 together with the auditors' reports thereon.

ELECTION OF DIRECTORS

The directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are elected or appointed, unless his or her office is earlier vacated in accordance with the articles of the Company (the "**Articles**") or with the provisions of

applicable corporate legislation. In the absence of instructions to the contrary, the enclosed form of proxy will be voted for the nominees listed in the form of proxy, all of whom are presently members of the Board.

At the Meeting, shareholders will be asked to pass an ordinary resolution to set the number of directors for the ensuing year at seven. The number of directors will be approved if the affirmative vote of the majority of Common Shares present or represented by proxy at the Meeting and entitled to vote are voted in favour to set the number of directors at seven.

Management of the Company proposes to nominate the persons named in the table below for election by the shareholders as directors of the Company. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name, Province or State, Country of Residence and Position(s) with the Company [1]	**Periods during which Nominee has Served as a Director**	**Present Principal Occupation, Business or Employment of each Director and Proposed Director**	**Number of Voting Securities of the Company Beneficially Owned or Controlled or Directed, Directly or Indirectly** [1]
Axel Hoppe *Chairman and Director* Niedersachsen, Germany	April 22, 2008	Businessperson; General Manager of H.C. Starck from 1990 to 2008	200,000 [2]
David Hodge *President, Chief Executive Officer and Director* British Columbia, Canada	May 19, 1999	Businessperson and President of the Company; President, CEO and Director of Zimtu Capital Corp.; President, CEO; Director of Western Potash Corp.; Director of Pasinex Resources Ltd.; Director of Equitas Resources Corp.; Directors of Lakeland Resources Inc.	219,097 [3]
Jody Dahrouge [4] *Director* Alberta, Canada	January 28, 2000	Professional Geologist; Principal of Dahrouge Geological Ltd.;	1,386,972 [5]
Sven Olsson [4] *Director* Goppingen, Germany	May 8, 2009	Businessperson; former Analyst with AXINO AG; Director of Zimtu Capital Corp.; Director of Pasinex Resources Limited.	30,000 [6]
Ian Graham [4] *Director* British Columbia, Canada	October 19, 2009	Businessperson, Professional Geologist; President of Discovery Harbour Resources Corp.	Nil [7]
Jenna Hardy *Director* British Columbia, Canada	October 25, 2011	Businessperson, Principal of Nimbus Management Ltd., Professional Geologist, Director of Prima Fluorspar Corp.	Nil [8]

Name, Province or State, Country of Residence and Position(s) with the Company [1]	Periods during which Nominee has Served as a Director	Present Principal Occupation, Business or Employment of each Director and Proposed Director	Number of Voting Securities of the Company Beneficially Owned or Controlled or Directed, Directly or Indirectly [1]
Christopher Grove *Director* British Columbia, Canada	November 16, 2012	Businessperson; Corporate Communications for the Company since 2004.	41,600 [9]

1 The information as to country of residence and principal occupation, and Common Shares beneficially owned or over which a director exercises control or direction, as at May 9, 2014, not being within the knowledge of the Company, has been furnished by the respective nominees as at the date of this Information Circular.

2 Dr. Hoppe holds 1,000,000 stock options exercisable into Common Shares that are not included in the total.

3 Mr. Hodge holds 132,525 Common Shares directly, and 86,572 Common Shares indirectly through his spouse, Deborah Hodge. Mr. Hodge also directly holds 1,450,000 stock options not included in the total.

4 Member of the audit committee

5 Mr. Dahrouge holds 894,427 Common Shares directly and 492,545 indirectly through Dahrouge Geological Consulting Ltd., a company owned and controlled by Mr. Dahrouge. Mr. Dahrouge holds 1,200,000 stock options which are exercisable into Common Shares that are not included in the total.

6 Mr. Olsson holds 600,000 stock options exercisable into Common Shares which are not included in the total.

7 Mr. Graham holds 450,000 stock options exercisable into Common Shares that are not included in the total.

8 Ms. Hardy directly holds 300,000 stock options exercisable into Common Shares and indirectly holds 50,000 stock options through Nimbus Management Ltd., a company owned and controlled 100% by Ms. Hardy, which are not included in the total.

9 Mr. Grove holds 700,000 stock options exercisable into Common Shares which are not included in the total.

The term of office of those nominees set out above, who are presently directors, will expire as of the date of the Meeting. All of the directors who are elected at the Meeting will have their term of office expire at the next annual general meeting or at such time when their successors are duly elected or appointed in accordance with the Articles, or with the provisions of applicable corporate legislation or until such director's earlier death, resignation or removal.

Management recommends the approval of each of the nominees listed above for election as directors of the Company for the ensuing year.

Management does not contemplate that any of its nominees will be unable to serve as directors. If any vacancies occur in the slate of nominees listed above before the Meeting, then the Designated Persons intend to exercise discretionary authority to vote the Common Shares represented by proxy for the election of any other persons as directors.

Orders

No proposed director of the Company is, as at the date of the Information Circular, or has been, within 10 years before the date of the Information Circular has been, a director, chief executive officer or chief financial officer of any company that:

(a) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

For the purposes of the above, "**order**" means:

(a) a cease trade order;

(b) an order similar to access trade order; or

(c) an order that denied the relevant company access to any exemption and securities legislation, that was in effect for a period of more than 30 consecutive days.

Bankruptcies

No proposed director of the Company is, as at the date of the information circular, or has been, within 10 years before the date of the information circular, a director or an executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets.

No proposed director of the Company has, within the 10 years before the date of this Information Circular, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became 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.

The above information was provided by individual directors and officers of the Company.

Penalties or Sanctions

No proposed director of the Company has been subject to:

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

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

The above information was provided by individual directors of the Company.

STATEMENT OF EXECUTIVE COMPENSATION

General

For the purpose of this Information Circular:

"**CEO**" of the Company means each individual who acted as chief executive officer of the Company or acted in a similar capacity for any part of the most recently completed financial year;

"**CFO**" of the Company means each individual who acted as chief financial officer of the Company or acted in a similar capacity for any part of the most recently completed financial year; and

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

(a) a CEO,

(b) a CFO,

(c) each of the three most highly compensated executive officers of the company, including any of its subsidiaries, 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 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 NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in a similar capacity at the end of the most recently completed financial year.

As at October 31, 2013, the end of the most recently completed financial year of the Company, the Company had three Named Executive Officers, namely: Axel Hoppe, the Chairman of the Company, David Hodge, the CEO and President of the Company and Jody Bellefleur, the Chief Financial Officer of the Company.

Compensation Discussion and Analysis

The Company is a junior mineral exploration company and trades on the TSX Venture Exchange ("**TSXV**"). The Company's resources and capital are limited. The Company has no revenue from mineral producing operations and as a result, the Board has to consider not only the financial situation of the Company at the time of determining executive compensation but also the estimated financial situation of the Company in the mid to long term.

The CEO and CFO are not compensated directly by the Company, as they are compensated by Zimtu Capital Corp. ("**Zimtu**"), to provide professional services to the Company. The Company has a management services contract in place whereby Commerce pays Zimtu a monthly fee of $49,180 for a variety of services in addition to those related to CEO and CFO functions see Management Contracts below.

An element of executive compensation that is available to the Company is the granting of stock options to purchase Common Shares under the Company's Stock Option Plan. Stock options are issued to provide an incentive to participate in the long-term development of the Company and to increase Shareholder

value. Executive officers and directors are not paid a salary and are reimbursed for expenses incurred in carrying out the business of the Company.

Risk Management Disclosure

The Board has reviewed the elements of compensation of the Company to identify any risks arising from the Company's compensation policies and practices that could reasonably be expected to have a material adverse effect on the Company as well as the practices used to mitigate any such risks. The Board concluded that the compensation program and policies of the Company did not encourage its executives to take inappropriate or excessive risks. This assessment was based on a number of considerations, including, without limitation, the following: (i) the Company's compensation policies and practices are generally uniform throughout the organization; (ii) in exercising its discretion under its compensation policies the Board reviews individual and corporate performance taking into account the long-term interests of the Company; and (iii) the results of annual assessments of executives' goals, objectives and performance are reviewed and considered in awarding compensation.

Restrictions on Purchase of Financial Instruments

Although the Company has not adopted a formal policy forbidding an NEO or director from purchasing financial instruments 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, the Company is not aware of any NEO or director having entered into this type of transaction.

Share based and Option Based Awards

Executive officers of the Company, as well as directors, employees and consultants, are eligible to participate in the Company's stock option plan (the "**Stock Option Plan**") to receive grants of stock options. Individual stock options are granted by the Board as a whole and the size of the options is dependent on, among other things, each officer's level of responsibility, authority and importance to the Company and the degree to which such officer's long term contribution to the Company will be crucial to its long-term success.

The Board evaluates the number of options an officer has been granted, the exercise price of the options and the term remaining on those options when considering grants. Options are usually priced at the closing trading price of the Company's shares on the business day immediately preceding the date of grant and the current policy of the Board is that options expire five years from the date of grant.

Compensation Governance

The Board has not adopted any specific policies or practices to determine the compensation for the Company's directors and officers, other than disclosed above. The Company has not established a compensation committee.

Summary Compensation Table

During the financial year ended October 31, 2013, the Company had three NEOs. The following table sets forth all direct and indirect compensation for, and in connection with, services provided to the Company and its subsidiary for the last three financial years.

Particulars of compensation paid to the NEO in the most recently completed financial year is set out in the summary compensation table below:

Name and Principal Position	Year	Salary ($)	Share-based Awards ($) [1]	Option-based Awards ($) [2]	Non-equity Incentive Plan Compensation ($) [3]		Pension Value ($)	All Other Compensation	Total Compensation
					Annual Incentive Plans	Long-term Incentive Plans			
Alex Hoppe Chairman	2013	Nil	Nil	$92,189	Nil	Nil	Nil	$67,710[4]	$159,899
	2012	Nil	Nil	Nil	Nil	Nil	Nil	$149,118	$149,118
	2011	Nil	Nil	Nil	Nil	Nil	Nil	$154,284	$154,284
David Hodge CEO, President and Director	2013	Nil	Nil	$64,532	Nil	Nil	Nil	Nil	$64,532
	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2011	Nil	Nil	$441,771	Nil	Nil	Nil	Nil	$441,771
Jody Bellefleur CFO	2013	Nil	Nil	$18,438	Nil	Nil	Nil	Nil	$18,438
	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2011	Nil	Nil	$117,806	Nil	Nil	Nil	Nil	Nil

1 "Share-based Awards" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, Common Shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

2 "Option-based Awards" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features. The fair value of the option awards listed above was calculated using the Black Scholes option pricing model.

3 "Non-equity Incentive Plan Compensation" includes all compensation under an incentive plan or portion of an incentive plan that is not an equity incentive plan.

4 The company paid consulting fees of $67,710 to Axel Hoppe during the year.

Narrative

The Company does not have any contracts or employment agreements in place with any of its directors or officers.

Incentive Plan Awards

Stock options are issued to provide an incentive to participate in the long-term development of the Company and to increase Shareholder value. The Company's Stock Option Plan is in place for the granting of incentive stock options to the officers, employees and directors. The purpose of granting options is to assist the Company in compensating, attracting, retaining and motivating the Directors of the Company and to closely align the personal interests of such persons to that of the shareholders. The Company does not have any Share-based Awards.

Outstanding Share-Based Awards and Option Based Awards

	Option Based Awards				Share Based Awards		
Name	**Number of securities underlying unexercised options (#)**	**Option exercise price ($)**	**Option expiration date**	**Value of unexercised in-the-money options ($) (1)**	**Number of shares or units of shares that have not vested (#)**	**Market or payout value of share-based awards that have not vested ($)**	**Market or payout value of vested share-based awards not paid out or distributed ($)**
Alex Hoppe	1,000,000	$0.15	02/08/2018	Nil	N/A	N/A	N/A
David Hodge	750,000	$0.81	02/21/2016	Nil	N/A	N/A	N/A
	700,000	$0.15	02/08/2018	Nil			
Jody Bellefleur	100,000	$0.55	11/17/2015	Nil	N/A	N/A	N/A
	200,000	$0.81	2/21/2016	Nil			
	200,000	$0.15	02/08/2018	Nil			

(1) Value of In-the-money options is calculated based on the difference between the closing market price of the Common Shares underlying the options at the end of the most recently completed financial year and the exercise price of the options. The closing market price of the Common Shares on the TSX Venture Exchange on October 31, 2013 was $0.075.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned for all incentive plan awards by each NEO during the year ended October 31, 2013.

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 ($)**
Alex Hoppe	$92,189	nil	nil
David Hodge	$64,532	nil	nil
Jody Bellefleur	$18,438	nil	nil

Narrative Discussion

There was no re-pricing of stock options for directors or officers under the Stock Option Plan during the Company's completed financial year ended October 31, 2013. The Company re-priced certain stock options for employees and consultants only during the financial year ended October 31, 2013.

Refer to the section titled "Compensation Discussion and Analysis", beginning on page 8 for a description of plan based awards.

Termination and Change of Control Benefits

There are no other compensatory plans or arrangements with respect to the Named Executive Officers resulting from the resignation, retirement or other termination of employment or from a change of control of the Company.

Defined Contribution, Deferred Compensation and Pension Plans

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

DIRECTOR COMPENSATION

Director Compensation Table

As at the year ended October 31, 2013, the Company had seven directors, two of which are also Named Executive Officers. For a description of the compensation paid to the Company's Named Executive Officers who also act as directors, see "Summary Compensation Table" above.

No cash compensation was paid to any director of the Company for their services as a director during the fiscal year ended October 31, 2013. The Company has no standard arrangement pursuant to which directors are compensated by the Company for their services in their capacity as directors, except for the granting from time to time of incentive stock options in accordance with the policies of the TSXV. The following table sets out the compensation provided to the other directors of the Company for the year ended October 31, 2013:

Name	Fees Earned ($)	Share-based Awards ($) [1]	Option-based Awards ($) [2]	Non-Equity Incentive Plan Compensation ($) [3]	Pension Value ($)	All Other Compensation ($)	Total ($)
Jody Dahrouge	nil	nil	$36,876	nil	nil	nil	$36,876[4]
Sven Olsson	nil	nil	$23,047	nil	nil	nil	$23,047
Jenna Hardy	nil	nil	$18,438	nil	nil	nil	$18,438[5]
Ian Graham	nil	nil	$18,438	nil	nil	nil	$18,438[6]
Christopher Grove	nil	nil	$46,095	nil	nil	nil	$46,095

1 "Share-based Awards" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, Common Shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

2 "Option-based Awards" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features.

3 "Non-equity Incentive Plan Compensation" includes all compensation under an incentive plan or portion of an incentive plan that is not an equity incentive plan.

4 The Company paid Dahrouge Geological Consulting, a company controlled by Jody Dahrouge a total of $1,686,217 for geological, technical and exploration services.

5 Nimbus Resource Management, a company owned 100% by Jenna Hardy was paid $179,325 for geological services

6 Consulting fees totaling $16,000 were paid to Nkwazi Resources Management a company controlled by Ian Graham.

Narrative Discussion

The Company does not have any contracts or employment agreements in place with any of its directors or officers.

Incentive Plan Awards for Directors

The following table sets out the option based awards, share-based awards and non-equity incentive plan compensation provided to directors other than the Named Executive Officers that have been previously disclosed:

	Option Based Awards				Share Based Awards		
Name	**Number of securities underlying unexercised options (#)**	**Option exercise price ($)**	**Option expiration date**	**Value of unexercised in-the-money options [1] ($)**	**Number of shares or units of shares that have not vested (#)**	**Market or payout value of share-based awards that have not vested ($)**	**Market or payout value of vested share-based awards not paid out or distributed ($)**
Jody Dahrouge	800,000 400,000	$0.81 $0.15	02/21/2016 02/08/2018	Nil	N/A	N/A	N/A
Sven Olsson	200,000 150,000 250,000	$0.68 $0.81 $0.15	09/29/2014 02/21/2016 02/08/2018	Nil	N/A	N/A	N/A
Jenna Hardy	100,000 50,000 200,000	$0.55 $0.81 $0.15	11/17/2015 02/21/2016 02/08/2018	Nil	N/A	N/A	N/A
Ian Graham	250,000 250,000	$0.66 $0.15	11/20/2014 02/08/2018	Nil	N/A	N/A	N/A
Christopher Grove	150,000 50,000 500,000	$0.55 $0.81 $0.15	11/17/2015 02/21/2016 02/08/2018	Nil	N/A	N/A	N/A

[1] "Value of In-the-money options is calculated based on the difference between the closing market price of the Common Shares underlying the options at the end of the most recently completed financial year and the exercise price of the options. The closing market price of the Common Shares on the TSX Venture Exchange on October 31, 2013 was $0.075.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned for all incentive plan awards during the most recently completed financial year by each director.

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 ($)**
Jody Dahrouge	$36,876	nil	nil
Sven Olsson	$23,047	nil	nil
Jenna Hardy	$18,438	nil	nil
Ian Graham	$18,438	nil	nil
Christopher Grove	$46,095	nil	nil

Narrative Discussion

There was no re-pricing of stock options for directors or officers under the Stock Option Plan or otherwise during the Company's completed financial year ended October 31, 2013. The Company re-priced certain stock options for employees and consultants only during the financial year ended October 31, 2013.

Refer to the section titled "Compensation Discussion and Analysis", beginning on page 8 for a description of all plan based awards and their significant terms.

Pension Plan Benefits

The Company does not have a pension plan that provides for payments or benefits at, following, or in connection with retirement, excluding defined contribution and benefit plans.

The Company does not have any deferred compensation plan with respect to any director.

Termination and Change of Control Benefits

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

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The only equity compensation plan which the Company has in place is the Stock Option Plan. The Stock Option Plan was established to assist the Company in attracting, retaining and motivating directors, executive officers, employees and consultants and to closely align the personal interests of those people with those of shareholders. The Board administers the Stock Option Plan. The Plan provides that the Company may grant options, under option agreements and in accordance with the policies of the TSXV. Detailed information on the Stock Option Plan can be found under "Executive Compensation".

The following table sets out equity compensation plan information as at the end of the financial year ended October 31, 2013.

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 column (a))**
Equity compensation plans approved by securityholders	12,005,678	$2.58	5,836,501
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	**12,005,678**	**$2.58**	**5,836,501**

A copy of the Stock Option Plan is available for review at the office of the Company, or at Clark Wilson LLP, the registered offices of the Company, at Suite 900, 885 West Georgia Street, Vancouver, British Columbia V6C 3H1 during normal business hours up to and including the date of the Meeting.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

During the last completed fiscal year, no director, executive officer, senior officer or nominee for director of the Company or any of their associates has been indebted to the Company or any of its subsidiaries, nor has any of these individuals been indebted to another entity which indebtedness is the subject of a guarantee, support in agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein, no informed person of the Company nor any associate or affiliate of any informed person has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company.

"**Informed person**" means

(a) a director or executive officer of the Company;

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

(c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company other than voting securities held by the person or company as underwriter in the course of a distribution of it; and

(d) the Company has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

APPOINTMENT OF AUDITOR

Shareholders will be asked to approve the re-appointment of MNP LLP, as auditor for the Company to hold office until the next annual general meeting of the shareholders, at a remuneration to be fixed by the directors. MNP LLP has been the auditor of the Company since November 22, 2010.

Management recommends that shareholders vote in favour of the appointment of MNP LLP, as the Company's auditors for the Company's fiscal year ending October 31, 2013 at remuneration to be fixed by the Company's Board.

PARTICULARS OF MATTERS TO BE ACTED UPON

2014 Stock Option Plan

Shareholder approval for the Company's Stock Option Plan was obtained at the annual general and special meeting of the Shareholders held on May 8, 2013. Management of the Company believes that incentive stock options serve an important function in furnishing directors, officers, employees and consultants (collectively, the "**Eligible Parties**") of the Company an opportunity to invest in the Company in a simple and effective manner and better aligning the interests of the Eligible Parties with those of the Company and its members through ownership of shares in the Company. Accordingly, at the Meeting the members will be asked to consider, and the directors, believing it to be in the best interests of the Company, recommend that the shareholders reapprove, the Company's Stock Option Plan approved by shareholders at the last annual general meeting and the allotment and reservation of sufficient common

shares from treasury to provide the shares necessary for issuance upon the exercise from time to time of options granted pursuant to the Stock Option Plan.

Summary of Terms of the Stock Option Plan

The Stock Option Plan is in the form of a rolling stock option plan reserving for issuance upon the exercise of options granted pursuant to the Stock Option Plan a maximum of 10% of the issued and outstanding shares of the Company at any time, less any shares required to be reserved with respect to options granted by the Company prior to the implementation of the Stock Option Plan. The Stock Option Plan is administered by the Administrator on the instructions of the Board. Subject to the provisions of the Stock Option Plan, the Board in its sole discretion will determine all options to be granted pursuant to the Stock Option Plan, the exercise price therefore and any special terms or vesting provisions applicable thereto. The Administrator will comply with all regulatory requirements in granting options and otherwise administering the Stock Option Plan. A summary of some of the additional provisions of the Stock Option Plan follows below. Capitalized terms not otherwise defined are defined in the Stock Option Plan.

- Stock Options may be granted to bona fide Directors, Employees and Consultants;

- The Board in its sole discretion, will determine which Directors, Employees and Consultants, if any, may be awarded Options and may, in its sole discretion, grant the majority of the Options to insiders of the Company;

- Option Holders will not be granted Options if their holdings will exceed 5% of the Company's issued and outstanding share capital and any Consultants will not be granted Options if their holdings will exceed 2% of the Company's issued and outstanding share capital;

- the maximum number or percentage of shares that may be reserved under the plan for issuance pursuant to the exercise of Options is 10% of the issued and outstanding number of Common Shares and any unexercised Options will be available to grant under the Stock Option Plan;

- the Expiry Date of an Option shall be fixed by the Board at the time the Option is granted and shall be no later than the five years, or such later date as allowed by the policies of the Exchange;

- Unexercised Options shall terminate on the Expiry Date or earlier as applicable:

    - if the Option Holder dies while he or she is still a Director, an Employee, or a Consultant, the Options will expire one year from the Option Holder's death;

    - if the Option Holder ceases to be a Director other than by reason of death, the Options will expire 90 days after the Option Holder ceases to be a Director;

    - if the Option Holder is removed as a Director by ceasing to meet the qualifications of the *Business Corporations Act* (British Columbia) or is removed pursuant to any Regulatory Authority, the Options will expire immediately;

    - if the Option Holder ceases to be an Employee other than by reason of death, the Options will expire 30 days after the Option Holder ceases to be an Employee;

    - if the Option Holder is removed as an Employee, or a Consultant by termination for cause or is removed pursuant to any Regulatory Authority, the Options will expire immediately;

    - if the Option Holder is performing Investor Relations activities the Options will expire 30 days following termination of the Investor Relations activities;

- if the Option Holder performing Investor Relations activities is removed as an Employee, or a Consultant by termination for cause or is removed pursuant to any Regulatory Authority, the Options will expire immediately;

- the Option Price will not be less than the Discounted Market Price of the Company's Shares on the date of grant;

- Options are not assignable or transferrable except in the event of death of the Option Holder to their Personal Representative;

- Options will be subject to vesting provisions;

- Shares underlying the Options are subject to Securities Laws resale restrictions;

- the Board may amend the Stock Option Plan subject to applicable Exchange Policy and Securities Laws; and

- amendments to the Exercise Price of Options held by Insiders must have disinterested shareholder approval.

As at October 31, 2013 there were 12,005,678 stock options outstanding and as at the Record Date there were 10,660,678 stock options outstanding.

Shareholder Approval

In order to exercise stock options granted under the Stock Option Plan, the Stock Option Plan must first be accepted by the TSXV. In order to obtain Exchange acceptance, the Exchange requires that "rolling" stock option plans receive shareholder approval at a company's annual general meeting. For these reasons and also to ensure that the Stock Option Plan is acceptable to the Company's shareholders, the directors of the Company will ask the shareholders to approve the Stock Option Plan at the Meeting. Accordingly, the shareholders will be asked to consider and, if thought fit, pass the following resolution.

> "Resolved that, subject to TSX Venture Exchange Inc. (the "**Exchange**") approval:
>
> 1. The Company adopt a stock option plan (the "**Stock Option Plan**"), including the reserving for issuance under the Stock Option Plan at any time of a maximum of 10% of the issued Common Shares of the Company;
>
> 2. The Company be and is hereby authorized to grant stock options under the Stock Option Plan, in accordance with its terms;
>
> 3. The Company be and is hereby authorized to prepare such disclosure documents and make such submissions and filings as the Company may be required to make with the Exchange to obtain Exchange acceptance of the Stock Option Plan; and
>
> 4. Authority be and is hereby granted to the Board of Directors of the Company to make such amendments to the Stock Option Plan as may be required by the Exchange to obtain Exchange acceptance of the Stock Option Plan."

It is the intention of the persons named in the enclosed instrument of proxy, if not expressly directed otherwise in such instrument of proxy, to vote such proxies FOR the ordinary resolution

to approve the Stock Option Plan. An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast in person or by proxy.

Management of the Company recommends that shareholders vote in favour of the above ordinary resolution.

Adoption of Proposed Articles

The Board proposes to replace the Company's Existing Articles with the Proposed Articles in substantially the form attached hereto as Schedule C. The primary reasons for replacing the Existing Articles with the Proposed Articles are to provide the Company with modernized Articles which provide greater flexibility to the Board in carrying out the business of the Company.

Comparison of Existing Articles to Proposed Articles

The main differences between the Existing Articles and the Proposed Articles are that the Proposed Articles provide for each of the following provisions whereas the Existing Articles do not:

(i) uncertificated shares;

(ii) conversion of fractional shares into whole shares in accordance with the *Business Corporations Act* (British Columbia) ("**BCBCA**"); and

(iii) participation in shareholders' meetings by telephone and other communication mediums as described in the Proposed Articles.

Under the Existing Articles, the alterations described in the paragraphs above require approval of the shareholders of the Company by ordinary resolution. The Proposed Articles allow the Company to make these alterations by directors resolution without the Company having to incur the costs of calling and holding a shareholders meeting for this purpose.

A copy of the Proposed Articles is attached to this Information Circular as Schedule C, and are available for inspection by shareholders during normal business hours at any time up to the Meeting at the Company's registered office located at 900 – 885 West Georgia Street, Vancouver, British Columbia and will be available at the Meeting.

Shareholder Approval

Under the BCBCA and the Articles, the replacement of the Existing Articles with the Proposed Articles requires approval by special resolution of the shareholders and, as such, an affirmative vote of not less than two-thirds of the votes cast at the Meeting.

At the Meeting, shareholders of the Company will be asked to pass the following special resolution to adopt the Proposed Articles for the Company in replacement of the Existing Articles:

"RESOLVED, as a special resolution, that:

1. subject to approval of the TSX Venture Exchange as required, the Articles of the Company be altered by deleting and canceling the existing Articles and that the form of Articles presented to the meeting, and attached as Schedule C to the Company's Information Circular dated May 9, 2014, be adopted as the Articles of the Company in substitution for, and to the exclusion of, the existing Articles of the Company;

2. the board of directors of the Company is hereby authorized, at any time in its absolute discretion, to determine whether or not to proceed with the foregoing without further approval, ratification or confirmation by the shareholders of the Company; and

3. any director or officer of the Company be and is hereby authorized and directed to execute and deliver for and in name of and on behalf of the Company, whether under its corporate seal or not, all such certificates, instruments, agreements, notices and others documents and to do all such other acts and things as in such person's opinion as may be necessary or desirable for the purpose of giving effect to this resolution."

This special resolution must be approved by at least two-thirds of the votes cast by shareholder of the Company who, being entitled to do so, vote in person or by proxy at the Meeting in respect of such special resolution.

The form of the proposed resolution set forth above is subject to such amendments as management may propose at the Meeting but which do not materially affect the substance of the proposed resolution.

Recommendation of the Board

The Board has reviewed and considered all material facts relating to the replacement of the Existing Articles by the Proposed Articles which it has considered to be relevant to Shareholders. **It is the unanimous recommendation of the Board that Shareholders vote in favour of the foregoing special resolution to replace the Existing Articles with the Proposed Articles. Proxies received in favour of management will be voted in favour of such special resolution, unless the shareholder has specified in the proxy that the shares are to be voted against such resolution.**

Adoption of Advance Notice Provision

The Board proposes to add the advance notice provision, the full text of which is set out at Section 12.11 of the Proposed Articles attached hereto as Schedule C (the "**Advance Notice Provision**"), to the Company's Articles. The Board has determined that it is in the best interests of the Company to adopt and include the Advance Notice Provision in the Company's Articles as it:

(i) facilitates orderly and efficient annual general or, where the need arises, special, meetings;

(ii) ensures that all shareholders receive adequate notice of director nominations and sufficient information with respect to all nominees; and

(iii) allows shareholders to register an informed vote.

At the Meeting, Shareholders will be asked to consider, and if thought advisable, to pass a special resolution, the full text of which is set out below, to adopt the Advance Notice Provision and to amend the Company's Articles (whether they are the Existing Articles or Proposed Articles), to include the text of the Advance Notice Provision.

Purpose of the Advance Notice Provision

The purpose of the Advance Notice Provision is to provide shareholders, directors and management of the Company with direction on the procedure for shareholder nomination of directors. The Advance Notice Provision is the framework by which the Company seeks to fix a deadline by which shareholders 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 for the notice to be in proper written form.

Effect of the Advance Notice Provision

Subject only to the BCBCA and the Articles, only persons who are nominated in accordance with the procedures set out in the Advance Notice Provision shall be eligible for election as directors of the Company. Nominations of persons for election to the Board may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors:

(a) by or at the direction of the Board, including pursuant to a notice of meeting;

(b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the BCBCA, or a requisition of the shareholders made in accordance with the provisions of the BCBCA; or

(c) by any person (a "**Nominating Shareholder**"):

(i) who, at the close of business on the date of the giving of the notice provided for below in the Advance Notice Provision 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

(ii) who complies with the notice procedures set forth in the Advance Notice Provision.

In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the Secretary of the Company at the principal executive offices of the Company.

To be timely, a Nominating Shareholder's notice to the Secretary of the Company must be made:

(a) in the case of an annual meeting of shareholders, not less than 30 and not 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 (the "**Notice Date**") on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder is to be made not later than the close of business on the 10th day after the Notice Date in respect of such meeting; and

(b) in the case of a special meeting (which is not also an annual meeting) of shareholders 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 the first public announcement of the date of the special meeting of shareholders was made. In no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of a Nominating Shareholder's notice as described above.

To be in proper written form, a Nominating Shareholder's notice to the Secretary of the Company must set forth:

(a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director:

(i) the name, age, business address and residential address of the person;

(ii) the principal occupation or employment of the person during the past five years;

(iii) the class or series and number of shares in the capital of the Company which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice;

(iv) a statement as to whether such person would be "independent" of the Company (as such term is defined under applicable securities legislation) if elected as a director at such meeting and the reasons and basis for such determination;

(v) a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years, and any other material relationships, between or among such Nominating Shareholder and beneficial owner, if any, and their respective affiliates and associates, or others acting jointly or in concert therewith, on the one hand, and such nominee, and his or her respective associates, or others acting jointly or in concert therewith, on the other hand;

(vi) a written consent of the nominee to act as a director of the Company, in the form provided by the Secretary of the Company; and

(vii) 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 BCBCA and Applicable Securities Laws (as defined below);

(b) as to the Nominating Shareholder giving the notice:

(i) 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 BCBCA and Applicable Securities Laws (as defined below);

(ii) the class or series and number of shares in the capital of the Company which are controlled or which are owned beneficially or of the record by the Nominating Shareholder as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; and

(iii) 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 BCBCA 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.

No person shall be eligible for election as a director of the Company unless nominated in accordance with the provisions of the Advance Notice Provision; provided, however, that nothing in the Advance Notice Provision shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the BCBCA. The Chairman 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.

For purposes of the Advance Notice Provision:

(a) "**public announcement**" shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Company under its profile on SEDAR at www.sedar.com; and

(b) "**Applicable Securities Laws**" means the applicable securities legislation of 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.

The remaining capitalized terms used in this summary of the effect of the Advance Notice Provision have the meaning set forth in the Advance Notice Provision, the full text of which is set out at Section 12.11 of Schedule C.

Notwithstanding any other provision of the Advance Notice Provision, notice given to the Secretary of the Company pursuant to the Advance Notice Provision may only be given by personal delivery or facsimile transmission, and shall be deemed to have been given and made only at the time it is served by personal delivery or sent by facsimile transmission (provided that 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 a 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 made on the subsequent day that is a business day.

Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement of the Advance Notice Provision.

Shareholder Approval

Under the BCBCA and the Existing Articles, the adoption of the Advance Notice Provision and related amendment to the Company's Articles (whether they are the Existing Articles or Proposed Articles) requires approval by special resolution of the shareholders and, as such, an affirmative vote of not less than two-thirds of the votes cast at the Meeting.

At the Meeting, shareholders of the Company will be asked to pass the following special resolution to adopt the Advance Notice Provision and include the Advance Notice Provision in the Company's Articles:

"RESOLVED, as a special resolution, that:

1. subject to approval of the TSX Venture Exchange as required, the Advance Notice Provision as more particularly described in the Company's Information Circular dated May 9, 2014 be approved and adopted and that the Articles of the Company be amended to include the Advance Notice Provision;

2. the Company's board of directors of directors is hereby authorized, at any time in its absolute discretion, to determine whether or not to proceed with the foregoing without further approval, ratification or confirmation by the shareholders of the Company; and

3. any director or officer of the Company be and is hereby authorized and directed to execute and deliver for and in name of and on behalf of the Company, whether under its corporate seal or not, all such certificates, instruments, agreements, notices and others documents and to do all such other acts and things as in such person's opinion as may be necessary or desirable for the purpose of giving effect to this resolution."

This special resolution must be approved by at least two-thirds of the votes cast by shareholder of the Company who, being entitled to do so, vote in person or by proxy at the Meeting in respect of such special resolution.

The form of the proposed resolution set forth above is subject to such amendments as management may propose at the Meeting but which do not materially affect the substance of the proposed resolution.

Recommendation of the Board

The Board has reviewed and considered all material facts relating to the Amendments which it has considered to be relevant to Shareholders. **It is the unanimous recommendation of the Board that Shareholders vote for the Amendment Resolution.**

CORPORATE GOVERNANCE

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* (**NI 58-101**"), the Company is required to disclose its corporate governance practices with respect to the corporate governance guidelines adopted in NI 58-101. These Guidelines are not prescriptive, but have been used by the Company in adopting its corporate governance practices. The Company's approach to corporate governance is set out in this Information Circular attached as Schedule A.

AUDIT COMMITTEE

Under National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"), venture issuers are required to provide certain disclosure with respect to their audit committee, including the text of the audit committee's charter, the composition of the audit committee and the fees paid to the external auditor. This information with respect to the Company is provided in Schedule B.

MANAGEMENT CONTRACTS

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

The Company currently has a Management and Administrative Services Agreement in place with Zimtu Capital Corp. ("**Zimtu**"). Zimtu provides the Company with administrative and managerial services (performed indirectly by directors and senior officers of the Company. See "Executive Compensation" beginning on page 7) which includes corporate maintenance, continuous disclosure and corporate compliance services and office space and is paid a monthly fee of $49,180.

OTHER MATTERS

Other than the above, management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. However, if any other matters that are not known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgment.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com or on the Company's website at www.Commerce.com. To request copies of the Company's financial statements, shareholders can contact the Company at (604) 484-2700 or by email at info@commerceresources.com.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this Information Circular have been approved and the delivery of it to each shareholder of the Company entitled thereto and to the appropriate regulatory agencies has been authorized by the Company's Board of Directors.

DATED at Vancouver, British Columbia, this 9th day of May, 2014.

By Order of the Board of Directors

COMMERCE RESOURCES CORP.

"David Hodge"

David Hodge
President, Chief Executive Officer and Director

SCHEDULE A
CORPORATE GOVERNANCE DISCLOSURE

Corporate Governance is the process and structure used to direct and manage the business and affairs of an issuer with the objective of enhancing value for its owners. National Instrument 58-101 – Disclosure of Corporate Governance Practices ("NI 58-101") of the Canada Securities Administrators requires the Company to disclose in this Information Circular a summary of the corporate governance policies that the Company has in place.

Board of Directors

Axel Hoppe is not an independent director as he is also an executive officer of the Company (Chairman) and by virtue of the monetary compensation he receives from the Company.

David Hodge is not an independent director as he is an executive officer of the Company (President and CEO).

Jody Dahrouge is not an independent director as a company wholly owned by Mr. Dahrouge provides geological consulting services to the Company.

Jenna Hardy is not an independent director as a company wholly owned by Ms. Hardy provides project management services to the Company.

Christopher Grove is not an independent director of the Company as he provides corporate development and communications services for the Company.

Sven Olsson and Ian Graham are independent directors of the Company.

Directorships

Name of Director	Names of Other Reporting Issuers
Axel Hoppe	None
David Hodge	Equitas Resources Corp. (TSXV:EQT) Lakeland Resources Inc. (TSXV:LK) Pasinex Resources Limited (CNX:PSE) Western Potash Corp. (TSX:WPX) Zimtu Capital Corp. (TSXV:ZC)
Jody Dahrouge	Javelle Capital Corp. (TSXV:JVL) Pacific Potash Corporation (TSXV:PP)
Sven Olsson	Pasinex Resources Limited (CNX:PSE) Zimtu Capital Corp (TSXV:ZC)
Ian Graham	Montan Capital Corp. (TSXV:MO) Red Oak Mining Corp [1] (TSXV:ROC)
Jenna Hardy	Prima Fluorspar Corp. (TSXV: PF)

Orientation and Continuing Education

While the Company does not have formal orientation or training programs for new board members, new Board members are provided with full access to the Company's records, including all publicly filed documents of the Company, technical reports, internal financial information, management & technical

experts and consultants and a summary of significant securities disclosure obligations. Board members are encouraged to communicate with management, auditors and technical consultants to keep themselves current with industry trends and developments and changes in legislation with management's assistance and to attend related industry seminars.

Ethical Business Conduct

Corporate governance is the structure and process used to direct and manage the business and affairs of a corporation with the objective of enhancing shareholder value. The Board of Directors believes that the Company has in place corporate governance practices that are both effective and appropriate to the Company's size and its business operations.

Nomination of Directors

The Board of Directors has the responsibility for identifying potential Board candidates. The Board assesses potential candidates to fill perceived needs on the Board for required skill, expertise, independence and other factors.

Compensation

Compensation is determined by the Board of Directors and is based on the compensation paid for directors and senior officers of companies of a similar size and stage of development. The appropriate compensation reflects the need to provide incentive and compensation for the time and effort expended by the directors and its management while taking into account the financial and other resources of the Company.

Other Board Committees

The Company has no other Board Committees, other than the audit committee.

Assessments

The Board of Directors conducts informal annual assessments of the Board's effectiveness, its individual directors and its committees.

SCHEDULE B
AUDIT COMMITTEE INFORMATION

Pursuant to Multilateral Instrument 52-110 – *Audit Committees* ("**MI 52-110**"), the Company is required to include the following summary of the audit committee responsibilities, composition and authority. The Company's Audit Committee is governed by an audit committee charter, the text of which follows:

Mandate: The primary function of the audit committee (the "**Committee**") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. The Committee's primary duties and responsibilities are to serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements, review and appraise the performance of the Company's external auditor; and provide an open avenue of communication among the Company's auditor, financial and senior management and the Board of Directors.

Composition: The Committee shall be comprised of a minimum three directors as determined by the Board of Directors. If the Company ceases to be a "venture issuer" (as that term is defined in MI 52-110), then all of the members of the Committee shall be free from any material relationship with the Company that, in the opinion of the Board of Directors, would interfere with the exercise of their independent judgment as a member of the Committee.

If the Company ceases to be a "venture issuer" then all members of the Committee shall also have accounting or related financial management expertise. For the purposes of the Company's Audit Committee 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 reasonably be expected to be raised by the Company's financial statements. The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings: The Committee shall meet a least once annually, or more frequently as circumstances dictate or as may be prescribed by securities regulatory requirements. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditor.

Responsibilities and Duties: To fulfill its responsibilities and duties, the Committee shall:

1. Documents/Reports Review: review and update the Audit Committee Charter annually and review the Company's financial statements, management discussion and analysis and any annual and interim earnings press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditor.

2. External Auditor:

    (a) review annually, the performance of the external auditor who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company;

    (b) obtain annually, a formal written statement of external auditor setting forth all relationships between the external auditor and the Company and review and discuss with the external auditor any disclosed relationships or services that may impact the objectivity and independence of the external auditor;

(c) take, or recommend that the Board of Directors take, appropriate action to oversee the independence of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting;

(d) recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditor nominated annually for shareholder approval and to recommend to the Board of Directors the compensation to be paid to the external auditor;

(e) at each meeting, where desired, consult with the external auditor, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements;

(f) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company;

(g) review with management and the external auditor the audit plan for the year-end financial statements and review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditor. The pre-approval requirement is waived with respect to the provision of non-audit services if:

(i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditor during the fiscal year in which the non-audit services are provided,

(ii) such services were not recognized by the Company at the time of the engagement to be non-audit services, and

(iii) such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee.

3. Financial Reporting Processes:

(a) in consultation with the external auditor, review with management the integrity of the Company's financial reporting process, both internal and external;

(b) consider the external auditor' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;

(c) consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditor and management;

(d) review significant judgments made by management in the preparation of the financial statements and the view of the external auditor as to appropriateness of such judgments;

(e) following completion of the annual audit, review separately with management and the external auditor any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;

(f) review any significant disagreement among management and the external auditor in connection with the preparation of the financial statements;

(g) review with the external auditor and management the extent to which changes and improvements in financial or accounting practices have been implemented;

(h) review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;

(i) review certification process;

(j) establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and

(k) establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

4. Other - review any related-party transactions, engage independent counsel and other advisors as it determines necessary to carry out its duties and to set and pay compensation for any independent counsel and other advisors employed by the Committee.

Composition of the Audit Committee: The Company's audit committee is comprised of three directors, Ian Graham, Jody Dahrouge and Sven Olsson. As defined in MI 52-110, Jody Dahrouge is not independent as a company wholly owned by Mr. Dahrouge provides geological consulting services to the Company. All of the audit committee members are "financially literate" as that term is defined in MI 52-110.

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

Reliance on Certain Exemptions: At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of MI 52-110 (De Minimis Non-audit Services), or an exemption from MI 52-110, in whole or in part, granted under Part 8 of MI 52-110.

Pre-approval Policies and Procedures: The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services to the extent set forth in the Company's Audit Committee Charter (see under the heading "External Auditor").

External Auditor Service Fees: In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The fees paid by the Company to its auditor in the last two fiscal years, by category, are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
October 31, 2013	$35,760	Nil	$3,000	Nil
October 31, 2012	$40,700	Nil	$4,000	$1,500

The Company is a venture issuer and as such, is relying on section 6.1 of MI 52-110 which provides that a venture issuer is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of MI 52-110.