NEVADA EXPLORATION INC.

INFORMATION CIRCULAR

(Containing information as at September 27, unless otherwise indicated.)

SOLICITATION OF PROXIES

This information circular is furnished in connection with the solicitation of proxies by the management of Nevada Exploration Inc. (the "Corporation") for use at the annual general and special meeting of the shareholders of the Corporation to be held at Suite 2500 - 700 West Georgia Street, Vancouver, British Columbia, on Wednesday, October 30, 2013, at 10:00 a.m. (Vancouver time), or at any adjournments thereof, (the "Meeting") for the purposes set forth in the accompanying notice of meeting.

While it is expected that the solicitation of proxies will be primarily by mail, proxies may be solicited personally, by telephone or by electronic means by the directors, officers and regular employees of the Corporation at nominal cost. All costs of the solicitation of proxies by management will be borne by the Corporation.

APPOINTMENT OF PROXIES

The persons named in the accompanying form of proxy are directors or officers of the Corporation and are nominees of management. A shareholder has the right to appoint a person or company, who need not be a shareholder, to represent the shareholder at the Meeting other than those persons named in the accompanying form of proxy and may exercise that right either by inserting the desired person's or company's name in the blank space provided in the form of proxy or by completing another proper form of proxy.

The instrument appointing a proxy must be in writing and signed by the shareholder or his or her attorney duly authorized in writing, or, if the shareholder is a corporation, either under the seal of the corporation or signed by a duly authorized officer or representative of or attorney for such corporation. A form of proxy will not be valid unless the completed form of proxy and the power of attorney or other authority, if applicable, under which it is signed, or a notarialy certified copy thereof is deposited at the office of Equity Transfer and Trust Company, Suite 300, 200 University Avenue, Toronto, ON M5H 4H1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the commencement of the Meeting or any adjournments thereof.

REVOCATION OF PROXIES

A shareholder who has given a proxy may revoke it by an instrument in writing, including a form of proxy bearing a later date, signed in the manner set forth above, and deposited at the office of Equity Transfer and Trust Company, Suite 300, 200 University Avenue, Toronto, ON M5H 4H1, to the attention of the Vice President, Corporate Development of the Corporation, at any time up to the business day preceding the day of the Meeting, or if adjourned, any reconvening thereof, or to the chair of the Meeting on the day of the Meeting, or if adjourned, any reconvening thereof, before any vote in respect of which the proxy is to be used shall have been taken. A proxy may also be revoked in any other matter provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

USE OF PROXY AND DISCRETIONARY POWERS

If the instructions in the form of proxy are certain, and if the instrument of proxy is duly completed and delivered and has not been revoked, the shares represented by the form of proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any poll that may be called for and, if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted on any poll accordingly. Where no choice is specified by a shareholder on a resolution shown on the form of proxy, or where instructions on the form of proxy are uncertain, the persons named in the accompanying form of proxy will vote the shares represented by the form of proxy as if the shareholder had specified an affirmative vote. A simple majority of the common shares in the capital stock of the Corporation (the "Common Shares") voted on any resolution is required on the matters to be placed before the Meeting for a vote.

The accompanying form of proxy confers discretionary authority upon the person(s) appointed proxy thereunder to vote all shares represented by the form of proxy on any amendments or variations to the matters identified in the notice of meeting or any other matters that may properly come before the Meeting. At the time of printing this information circular, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting. In the event that amendments or variations to matters identified in the notice of meeting are properly brought before the Meeting or any other matter properly comes before the Meeting, the persons named in the accompanying form of proxy will vote in accordance with their best judgment on such matters.

NOTICE TO BENEFICIAL SHAREHOLDERS

These meeting materials are being sent to both registered and non-registered shareholders. If you are a non-registered shareholder and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable regulatory requirements from the intermediary/broker holding on your behalf.

Shareholders whose Common Shares are not registered in their own name are referred to in this information circular as "Beneficial Shareholders". There are two kinds of Beneficial Shareholders: those who have objected to their name being made known to the Corporation (called "OBOs" for Objecting Beneficial Owners) and those who have not objected (called "NOBOs" for Non-Objecting Beneficial Owners).

The Corporation can request and obtain a list of their NOBOs from intermediaries via its transfer agent and can use this NOBO list for distribution of proxy-related materials directly to NOBOs. The Corporation has decided to directly deliver proxy-related materials to its NOBOs. As a result, NOBOs can expect to receive a voting instruction form from the Corporation's transfer agent, Equity Transfer and Trust Company. These voting instruction forms are to be completed and returned to the transfer agent in the postage paid envelope provided or by facsimile. Alternatively, NOBOs can call a toll-free number or access the transfer agent's dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and vote the Common Shares held by them. The transfer agent will tabulate the results of the voting instruction forms received from NOBOs and will provide appropriate instructions at the Meeting with respect to the Common Shares represented by voting instruction forms they receive. By choosing to send these materials to you directly, the Corporation (and not the intermediary/broker holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your instructions as specified in the request for voting instruction.

With respect to OBOs, applicable regulatory policy requires intermediaries/brokers to whom meeting materials have been sent to seek voting instructions from OBOs in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by OBOs in order to ensure that their Common Shares are voted at the Meeting. Often, the form of proxy supplied to an OBO by its broker is identical to that provided to registered shareholders. However, its purpose is limited to instructing the registered shareholder how to vote on behalf of the OBO. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge"). Broadridge typically prepares a special voting instruction form, mails those forms to the OBOs and asks for appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. OBOs are requested to complete and return the voting instruction form to Broadridge by mail or facsimile. Alternatively, OBOs can call a toll-free telephone number or access Broadridge's dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and vote the Common Shares held by them. Broadridge then tabulates the results of all voting instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. The voting instruction form must be returned as directed by Broadridge well in advance of the Meeting in order to have the Common Shares voted. OBOs who receive forms of proxies or voting materials from organizations other than Broadridge should complete and return such forms of proxies or voting materials in accordance with the instructions on such materials in order to properly vote their Common Shares at the Meeting.

Beneficial shareholders cannot be recognized at the Meeting for purposes of voting their Common Shares in person or by way of depositing a form of proxy. If you are a beneficial shareholder and wish to vote in person at the Meeting, please see the voting instructions you received or contact your intermediary/broker well in advance of the Meeting to determine how you can do so.

Beneficial shareholders should carefully follow the voting instructions they receive, including those on how and when voting instructions are to be provided, in order to have their Common Shares voted at the Meeting.

The Corporation is not sending proxy-related materials to registered holders or beneficial holders using notice-and-access, as such term is defined in National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*.

VOTING SECURITIES AND QUORUM

On September 27, 2013, 128,065,900 Common Shares of the Corporation were issued and outstanding. There are no other classes of voting securities of the Corporation authorized for issuance.

Only shareholders of record at the close of business on September 19, 2013, who either personally attend the Meeting or who have completed and delivered a form of proxy in the manner and subject to the provisions described above shall be entitled to vote or to have their Common Shares voted at the Meeting.

Quorum for the Meeting is at least two persons present in person and holding or representing by valid proxy not less than five percent (5%) of the Common Shares entitled to vote at the Meeting.

On a show of hands, every shareholder who is present in person and entitled to vote will have one vote, and on a poll, every shareholder present in person or represented by proxy or other proper authority will have one vote for each share of which he or she is the registered holder. In the case of an equality of votes, the chairman shall not have a second vote.

PRINCIPAL HOLDERS OF VOTING SECURITIES

To the knowledge of the directors and executive officers of the Corporation, no person beneficially owns, or controls or directs, directly or indirectly, Common Shares carrying 10% or more of the voting rights attached to the issued and outstanding Common Shares of the Corporation, other than the following:

Name of Shareholder	Number of Common Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly(1)	Percentage of Outstanding Common Shares
Harry G. Cooper Trust	13,700,000	10.7%

(1) The information as to the number of Common Shares beneficially owned, or controlled or directed, directly or indirectly, not being within the knowledge of the Corporation has been based solely upon reports filed on the System for Electronic Disclosure by Insiders (SEDI) at www.sedi.ca and early warning reports filed on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

ELECTION OF DIRECTORS

The by-laws of the Corporation provide that the board of directors of the Corporation (the "Board") shall consist of a minimum of three directors and a maximum of fifteen directors. The Board has fixed the number of directors to be elected at the Meeting at five.

The term of office of each of the present directors expires at the Meeting. Each director elected at the Meeting will hold office until the next annual general meeting of the Corporation or until his or her successor is duly elected or appointed, unless his or her office is earlier vacated in accordance with the by-laws of the Corporation or with the provisions of the *Canada Business Corporations Act*.

In the following table, for each person proposed to be nominated by management for election as a director, is stated his name, his province or state, and country of residence, his principal occupation, business or employment during the past five years, previous service as a director of the Corporation, and the number of Common Shares of the Corporation beneficially owned, or controlled or directed, directly or indirectly, by him as at the date hereof:

Name, Province or State, and Country of Residence(1)	Principal Occupation, Business or Employment, and if not Previously Elected as a Director, Principal Occupation, Business or Employment During the Past Five Years(1)	Previous Service as a Director	Number of Common Shares(1)
Wade A. Hodges Nevada, USA	President and Chief Executive Officer, Nevada Exploration Inc.	Since 2007	8,515,591
Kenneth N. Tullar Nevada, USA	Chief Operating Officer and Vice President Exploration, Nevada Exploration Inc.	Since 2007	8,807,591
Cyrus Driver (2) British Columbia, Canada	Partner, Davidson & Company LLP	Since 2009	100,000

Name, Province or State, and Country of Residence[1]	Principal Occupation, Business or Employment, and if not Previously Elected as a Director, Principal Occupation, Business or Employment During the Past Five Years[1]	Previous Service as a Director	Number of Common Shares[1]
Jennifer L. Boyle [2] Ontario, Canada	Chief Executive Officer, CapEx Group Inc.	Since 2009	284,285[3]
John Larson [4] Arizona, USA	President & Principal Consultant, Lucero Exploration (October 2012 to Present); President and CEO, Axiom Gold and Silver (January 2011 to May 2012); Corporate Manager - Exploration, Hochschild Mining (December 2008 to June 2010); and General Manager - Exploration, Zinifex Ltd. (2006 to 2010).	Since 2013	100,000

(1) This information has been furnished by the respective directors individually.

(2) Member of the Audit Committee.

(3) 114,285 of Ms. Boyle's shares are owned through 6484000 Canada Inc., a company controlled by Ms. Boyle, and 130,000 of Ms. Boyle's shares are owned through CapEx Group Inc., a company controlled by Ms. Boyle.

(4) Mr. Larson was appointed to the Board on December 4, 2012

Except as disclosed below, to the knowledge of management, no proposed director is, at the date hereof, or has been, within ten years before the date hereof, a director, chief executive officer or chief financial officer of any company that: (i) was subject to a cease trade order or similar order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to a cease trade or similar order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Cyrus Driver is the Chief Financial Officer of Maxim Resources Inc. which had a cease trade order issued against it by the British Columbia Securities Commission on May 4, 2009, for failure to file its comparative financial statements for the year ended December 31, 2008, and the required management's discussion and analysis for the year ended December 31, 2008. The cease trade order was revoked by the British Columbia Securities Commission on August 4, 2009, after Maxim Resources Inc. filed the required financial statements and management's discussion and analysis.

To the knowledge of management, no proposed director or a holding company of such proposed director: (i) is, as at the date hereof, or has been within ten years before the date hereof, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (ii) has, within the ten years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold assets of the proposed director.

To the knowledge of management, no proposed director or a holding company of such proposed director has been subject to: (i) 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 (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Unless such authority is withheld, the persons named in the accompanying form of proxy intend to vote FOR the election of the director nominees whose names are set forth herein. Management does not contemplate that any of these nominees will be unable to serve as a director. If, prior to the Meeting, any of the nominees are unable or decline to so serve, the persons named in the accompanying form of proxy will vote for another nominee if presented, or reduce the number of directors accordingly, in their discretion.

The directors of the Corporation recommend that the shareholders vote FOR the election of the director nominees whose names are set forth herein.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Overview

The Board is responsible for annually reviewing the Corporation's compensation arrangements with the Named Executive Officers (as defined below). The Corporation's compensation objectives are: (i) recruiting and retaining the executives critical to the success of the Corporation and the enhancement of shareholder value; (ii) implementing compensation programs that are cost efficient and reflect the Corporation's budget and financial strength; (iii) providing fair and competitive compensation; (iv) balancing the interests of management and shareholders of the Corporation; (v) motivating executives to deliver strong business performance, both on an individual basis and with respect to the business in general; and (vi) ensuring the executive compensation program is simple to communicate and administer. The Board has the responsibility of negotiating the Named Executive Officers' total compensation package, determining stock option guidelines, including specific option grants and compensation policies and principles that will be applied to other executives and employees of the Corporation.

The Board receives and reviews any recommendations of the President and Chief Executive Officer of the Corporation relating to the general compensation structure and policies and programs for the Corporation and the salary and benefit levels of the Named Executive Officers.

Objectives

It is the objective of the Corporation's compensation program to attract and retain highly qualified executives and to link incentive compensation to performance and shareholder value. It is the goal of the Board to endeavor to ensure that the compensation of the Named Executive Officers is sufficiently competitive to achieve the objectives of the executive compensation program. The Board considers the Corporation's contractual obligations, performance, quantitative financial objectives including relative share value as well as the qualitative aspects of the individual's contributions, performance and achievements.

Elements of the Compensation Program

The Corporation's compensation program is comprised of (i) base salary or management fee arrangements and benefits; (ii) short-term incentive program; and (iii) long-term incentives and stock option plan. Each component of the executive compensation program is addressed below.

Base Salaries or Management Fee Arrangement and Benefits

The Board reviews the annual salaries for the Named Executive Officers annually based on corporate and personal performance and on individual levels of responsibility. Salaries of the Named Executive Officers are not determined based on a specific formula. In its review, the Board considers recommendations prepared by the President and CEO, which, in addition to recommendations for the other Named Executive Officers, includes a recommendation for the President and CEO's executive compensation. As stated above, base salaries and management fee arrangements are set so as to be competitive in order to attract and retain highly qualified executives.

Other components of compensation may include personal benefits that are consistent with the overall compensation strategy. There is no formula for how personal benefits are utilized in the total compensation package. The Corporation does not currently provide any pension or retirement benefits to the Named Executive Officers.

Short-Term Incentive

Bonuses are performance based short-term financial incentives and may be paid based on certain indicators such as personal performance, achievement of significant objectives such as financings or acquisitions, and the Corporation's budget and financial strength. Bonus levels will be determined by level of position of the Named Executive Officer with the Corporation. No bonuses were paid to the Named Executive Officers in the financial year ended April 30, 2013.

Long Term Incentives and Incentive Stock Option Plan

The Board also administers the incentive stock option plan that is designed to provide a long-term incentive that is linked to shareholder value. The Board determines the number of options to be granted to each Named Executive Officer based on the level of responsibility and experience required for the position. The Board sets the number of options so as to attract and retain qualified and talented employees. The Board also takes account of the Corporation's contractual obligations and the award history for all participants in the incentive stock option plan.

Risks Associated with the Corporation's Compensation Policies and Practices

The Board has not considered the implications of the risks associated with the Corporation's compensation practices.

Named Executive Officer Purchase of Financial Instruments

The Corporation has not adopted a policy to prohibit Named Executive Officers and directors from purchasing financial instruments, including prepaid forward contracts, equity swaps, collars, or units of exchange funds (collectively, "**Hedging Contracts**") that are designed to hedge or offset a decrease in market value of equity securities grated as compensation or held, directly or indirectly, by the Named Executive Officer or director. Based on information provided to the

Corporation by the Named Executive Officers and directors, as of the date of this Circular, no Named Executive Officer or director has purchased any Hedging Contracts with respect to the Corporation.

Significant Changes to Compensation Policies and Practices in the next financial year

As of the date of this Circular, the Corporation has not determined if it will be making any significant changes to its compensation policies and practices in the next financial year.

Summary Compensation Table

The following table provides a summary of the compensation earned in respect of the last financial year by (i) any individual who acted as Chief Executive Officer or Chief Financial Officer of the Corporation for any part of the most recently completed financial year, (ii) each of the three most highly compensated executive officers of the Corporation, other than the Chief Executive Officer and Chief Financial Officer, at the end of the most recently completed financial year and whose total compensation was, individually, more than $150,000, and (iii) each individual who would have been an executive officer under (ii) but for the fact that the individual was not an executive officer of the Corporation at the end of that financial year (the "Named Executive Officers"):

Name and Principal Position	Year	Salary ($)[1]	Option-Based Awards ($)	Non-Equity Incentive Plan Compensation ($)		All Other Compensation ($)[2]	Total Compensation ($)
				Annual Incentive Plans	Long-Term Incentive Plans		
Wade A. Hodges	2013	120,429	-	-	-	-	120,429
President and Chief	2012	119,537	3,463[4]	-	-	-	123,000
Executive Officer, and Director	2011	121,608	74,617[5]	-	-	-	196,225
Cyrus Driver	2013	-	-	-	-	61,400	61,400
Chief Financial	2012	-	3,463[4]	-	-	84,502	87,965
Officer[3]	2011	-	29,017[5]	-	-	54,129	83,146
Kenneth Tullar	2013	120,429	-	-	-	-	120,429
Chief Operating	2012	119,537	3,463[4]	-	-	-	123,000
Officer and Director	2011	121,608	49,744[5]	-	-	-	171,000

(1) Converted to Canadian dollars from United States dollars. Salaries are payable in United State dollars, as more fully described below.

(2) Excludes perquisites that are generally available to all employees, or that in aggregate are worth less than $50,000, or are worth less than 10% of a Named Executive Officer's total salary for the financial year.

(3) In the financial year ended April 30, 2013, Mr. Driver received no compensation from the Corporation other than $61,400 in fees paid to Davidson & Corporation, LLP for the accounting services provided to the Corporation by Davidson & Corporation, LLP, where Mr. Driver is a partner. See "Management Contracts"

(4) There were no new option based awards granted to the Named Executive Officers listed above in the financial year ended April 30, 2012. The fair value of option-based awards re-priced during this period was determined as of the date of grant using the Black-Scholes option pricing model with the following assumptions: a five year term, a risk-free interest rate of 1.24%, no dividend payments, and an annualized volatility in the share price of 113.67%.

(5) The fair value of option-based awards was determined as of the date of grant using the Black-Scholes option pricing model with the following assumptions: a five year term, a risk-free interest rate of 2.41%, no dividend payments, and an annualized volatility in the share price of 156.91% for options granted in 2011.

On January 1, 2007, the Corporation entered into an agreement with Wade Hodges for his services as the President and Chief Executive Officer of the Corporation. The agreement provides for Mr. Hodges to receive annual compensation in the amount of $120,000 USD. At the discretion of the Board, Mr. Hodges may be granted a performance bonus of up to 30% of his base salary. In the financial year

ended April 30, 2013, Mr. Hodges was not granted a performance bonus. In reviewing Mr. Hodges's annual salary, the Board may award any increase it determines is reasonable in the sole discretion of the Board, which may take into account, but shall not be limited to, Mr. Hodges's performance and the financial and operational success of the Corporation in the preceding twelve (12) months. In the financial year ended April 30, 2013, Mr. Hodges did not receive an increase to his annual salary. Additionally, Mr. Hodges is entitled to participate in all employee benefit programs offered to the Corporation's senior managers.

On January 1, 2007, the Corporation entered into an agreement with Kenneth Tullar for his services as Chief Operating Officer of the Corporation. The agreement provides for Mr. Tullar to receive annual compensation in the amount of $120,000 USD. At the discretion of the Board, Mr. Tullar may be granted a performance bonus of up to 30% of his base salary. In the financial year ended April 30, 2013, Mr. Tullar was not granted a performance bonus. In reviewing Mr. Tullar's annual salary, the Board may award any increase it determines is reasonable in the sole discretion of the Board, which may take into account, but shall not be limited to, Mr. Tullar's performance and the financial and operational success of the Corporation in the preceding twelve (12) months. In the financial year ended April 30, 2013, Mr. Tullar did not receive an increase to his annual salary. Additionally, Mr. Tullar is entitled to participate in all employee benefit programs offered to the Corporation's senior managers.

See also "Termination and Change of Control Benefits" below.

Incentive Plan Awards

The following table sets forth, for each Named Executive Officer, all option-based and share-based awards outstanding at the end of the most recently completed financial year.

	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 ($)**
Wade A. Hodges	200,000 900,000	0.10 0.10	30-Sep-14 31-Dec-15	- -	- -	- -
Cyrus Driver	600,000 350,000	0.10 0.10	17-Nov-14 31-Dec-15	- -	- -	- -
Kenneth Tullar	200,000 600,000	0.10 0.10	30-Sep-14 31-Dec-15	- -	- -	- -

(1) Based upon the difference between the closing market price of the Common Shares on the TSX Venture Exchange on April 30, 2013, being $0.085, and the exercise price of the option.

The following table sets forth the value of option-based and share-based awards and non-equity incentive plan compensation vested or earned by the Named Executive Officers during the most recently completed financial year:

Name	Option-Based Awards – Value Vested During the Year ($)[1]	Share-Based Awards – Value Vested During the Year ($)	Non-equity Incentive Plan Compensation – Value Earned During the Year ($)
Wade A. Hodges	-	-	-
Cyrus Driver	-	-	-
Kenneth Tullar	-	-	-

(1) The aggregate value of the option-based awards vested during the financial year is based on the difference between the closing market price of the Common Shares on the TSX Venture Exchange on the vesting date of the options and the exercise price of the options.

All option-based awards are issued pursuant to the Corporation's Incentive Stock Option Plan. For more information on the Incentive Stock Option Plan, see "Approval of Incentive Stock Option Plan" below.

Pension Plan Benefits

The Corporation does not have a defined benefit plan, deferred contribution plan or a deferred compensation plan.

Termination and Change of Control Benefits

Except as described below, there are no contracts, agreements, plans or arrangements that provide for payments to a Named Executive Officer at, following, or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Corporation or its subsidiaries or a change in a Named Executive Officer's responsibilities (excluding perquisites and other personal benefits if the aggregate of this compensation is less than $50,000).

On January 1, 2007, the Corporation entered into an agreement with Wade Hodges for his services as the President and Chief Executive Officer of the Corporation. The term of this agreement is three (3) years and the agreement provides that it shall be renewed automatically every three years thereafter. In the absence of "good cause", Mr. Hodges may terminate the agreement and resign his employment by giving the Corporation one month's written notice, in which event Mr. Hodges shall not be entitled to any severance payment, but shall be entitled to receive his annual salary and vacation pay to the date of termination of employment and reimbursement for any expenses incurred prior thereto.

If Mr. Hodges terminates his agreement with "good cause" or if the Corporation terminates the agreement without "just cause", Mr. Hodges shall be entitled to (i) receive his annual salary and vacation pay to the date of termination of employment and reimbursement for any expenses incurred prior thereto; (ii) receive a lump sum amount equal to two times the his annual salary at the termination date; (iii) receive a lump sum amount equal to two times his average annual bonus for the two preceding years; (iv) the immediate vesting of all his unexercised options in full; and (v) the continuation of all employee benefits then in effect until the earlier of two years or Mr. Hodges obtaining similar benefits through other employment. Had Mr. Hodges terminated the agreement with "good cause" or if the Corporation had terminated the agreement without "just cause", on April 30, 2013, he would have received $240,000 USD.

If the Corporation terminates the agreement for "just cause", Mr. Hodges shall not be entitled to any compensation or notice, but shall be entitled to receive his annual salary and vacation pay earned to the date of termination of employment and reimbursement for any expenses incurred prior thereto.

In the agreement, "good cause" includes: (i) a substantial reduction in Mr. Hodges's duties, title, authority, responsibility, compensation, or facilities; (ii) a relocation to a facility or location more than 30 miles from Mr. Hodges's present location; and (iii) a "change of control". In the agreement, "just cause" means any circumstance(s) which would constitute a dismissal for just cause at common law. In the agreement, "change of control" means an agreement that will or is intended to result in the occurrence of any of the following: (i) a merger, amalgamation, arrangement, consolidation, reorganization or transfer in which outstanding voting securities of the Corporation possessing more than 20% of the total voting power of the Corporation's outstanding voting securities are acquired by a person or persons different from the persons holding those voting securities immediately prior to such transaction, and the composition of the Board following such transaction is such that the directors of the Corporation prior to the transaction constitute less than 50% of such board's membership following the transaction, except that no change of control will be deemed to occur if such merger, amalgamation, arrangement, consolidation, reorganization or transfer is with any subsidiary or subsidiaries of the Corporation; (ii) if any person, or any combination of persons acting jointly or in concert by virtue of an agreement, arrangement, commitment or understanding shall acquire or hold, directly or indirectly, 20% or more of the voting rights attached to all outstanding voting securities of the Corporation; (iii) if any person, or any combination of persons acting jointly or in concert by virtue of an agreement, arrangement, commitment or understanding shall acquire or hold, directly or indirectly, the right to appoint a majority of the directors of the Corporation; or (iv) if the Corporation sells, transfers or otherwise disposes of all or substantially all of its assets, except that no change of control will be deemed to occur if such sale or disposition is made to a subsidiary or subsidiaries of the Corporation.

On January 1, 2007, the Corporation entered into an agreement with Kenneth Tullar for his services as the Chief Operating Officer of the Corporation. The term of this agreement is three (3) years and the agreement provides that it shall be renewed automatically every three years thereafter. In the absence of "good cause", Mr. Tullar may terminate the agreement and resign his employment by giving the Corporation one month's written notice, in which event Mr. Tullar shall not be entitled to any severance payment, but shall be entitled to receive his annual salary and vacation pay to the date of termination of employment and reimbursement for any expenses incurred prior thereto.

If Mr. Tullar terminates his agreement with "good cause" or if the Corporation terminates the agreement without "just cause", Mr. Tullar shall be entitled to (i) receive his annual salary and vacation pay to the date of termination of employment and reimbursement for any expenses incurred prior thereto; (ii) receive a lump sum amount equal to two times the his annual salary at the termination date; (iii) receive a lump sum amount equal to two times his average annual bonus for the two preceding years; (iv) the immediate vesting of all his unexercised options in full; and (v) the continuation of all employee benefits then in effect until the earlier of two years or Mr. Tullar obtaining similar benefits through other employment. Had Mr. Tullar terminated the agreement with "good cause" or if the Corporation had terminated the agreement without "just cause", on April 30, 2013, he would have received $240,000 USD.

If the Corporation terminates the agreement for "just cause", Mr. Tullar shall not be entitled to any compensation or notice, but shall be entitled to receive his annual salary and vacation pay earned to the date of termination of employment and reimbursement for any expenses incurred prior thereto.

In the agreement, "good cause" includes: (i) a substantial reduction in Mr. Tullar's duties, title, authority, responsibility, compensation, or facilities; (ii) a relocation to a facility or location more than 30 miles from Mr. Tullar's present location; and (iii) a "change of control". In the agreement, "just cause" means any circumstance(s) which would constitute a dismissal for just cause at common law. In the agreement, "change of control" means an agreement that will or is intended to result in the occurrence of any of the following: (i) a merger, amalgamation, arrangement, consolidation, reorganization or transfer in which outstanding voting securities of the Corporation possessing more than 20% of the total

voting power of the Corporation's outstanding voting securities are acquired by a person or persons different from the persons holding those voting securities immediately prior to such transaction, and the composition of the Board following such transaction is such that the directors of the Corporation prior to the transaction constitute less than 50% of such board's membership following the transaction, except that no change of control will be deemed to occur if such merger, amalgamation, arrangement, consolidation, reorganization or transfer is with any subsidiary or subsidiaries of the Corporation; (ii) if any person, or any combination of persons acting jointly or in concert by virtue of an agreement, arrangement, commitment or understanding shall acquire or hold, directly or indirectly, 20% or more of the voting rights attached to all outstanding voting securities of the Corporation; (iii) if any person, or any combination of persons acting jointly or in concert by virtue of an agreement, arrangement, commitment or understanding shall acquire or hold, directly or indirectly, the right to appoint a majority of the directors of the Corporation; or (iv) if the Corporation sells, transfers or otherwise disposes of all or substantially all of its assets, except that no change of control will be deemed to occur if such sale or disposition is made to a subsidiary or subsidiaries of the Corporation.

Compensation of Directors

The following table provides a summary of compensation provided to the directors of the Corporation, who are not Named Executive Officers, for the most recently completed financial year. See "Summary Compensation Table" above for any compensation received by Named Executive Officers for services as a director of the Corporation.

Name	Fees Earned ($)	Share-Based Awards ($)	Option-Based Awards ($)	Non-Equity Incentive Plan Compensation ($)	Pension Value ($)	All Other Compensation ($)	Total ($)
Jennifer Boyle	-	-	-	-	-	-	-
John Ryan[(1)]	-	-	-	-	-	-	-
Antonio Ponte[(1)]	-	-	44,214[(2)]	-	-	-	44,214
John Larson	-	-	53,745[(2)]	-	-	-	53,745

(1) Will not stand for re-election as a director at the Meeting

(2) The fair value of new option-based awards for options granted in 2013 was determined as of the date of grant using the Black-Scholes option pricing model with the following assumptions: a five year term, a risk-free interest rate of 1.36%, no dividend payments, and an annualized volatility in the share price of 141.31%.

As a result of challenging economic conditions, the Corporation did not been pay fees to directors for Board and committee meetings in the financial year ended April 30, 2013. If and when the Corporation's financial position improves, the Board will review the company's executive compensation policies, including director compensation.

The Corporation's directors and officers are covered under directors and officers liability insurance policies. As at April 30, 2013, the aggregate coverage amount applicable to those directors and officers under the policies was $5,000,000 per claim and $5,000,000 as an aggregate limit per policy year. The deductible is $25,000 per claim.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth the compensation plans under which equity securities of the Corporation are authorized for issuance as at the end of the Corporation's most recently completed financial year.

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
Equity compensation plans approved by securityholders[(1)]	19,047,200	0.13	4,406,590[(2)]
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	19,047,200	0.13	4,406,590

(1) The sole compensation plan approved by securityholders is the Corporation's Incentive Stock Option Plan.
(2) The number of Common Shares available for issuance under the Corporation's 2007 Incentive Stock Option Plan is not to exceed 10% of the Corporation's issued and outstanding Common Shares on a non-diluted basis.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND EMPLOYEES

No director, executive officer or employee and no former director, executive officer or employee of the Corporation is indebted to the Corporation or any of its subsidiaries or indebted to another entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries, other than routine indebtedness.

No individual who is, or at any time during the Corporation's most recently completed financial year was, a director or executive officer of the Corporation, no proposed nominee for election as a director of the Corporation, and no associate of any such director, executive officer or proposed nominee is, or at any time during the Corporation's most recently completed financial year was, indebted to (i) the Corporation or any of its subsidiaries or (ii) indebted to another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries, other than routine indebtedness.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth below and elsewhere in this information circular, to the knowledge of management of the Corporation, no person who is an informed person of the Corporation, nor any proposed director of the Corporation, nor any associate or affiliate of any such informed person or proposed director, has any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

In the Corporation's most recently completed financial year, the Corporation entered into an Exploration and Option to Joint Venture Agreement with Spruce Ridge Resources Ltd. ("Spruce Ridge") on the Company's Fletcher Junction Project. A Director of the Company is also an Officer and Director of Spruce Ridge.

MANAGEMENT CONTRACTS

Except as disclosed below, there are no management functions of the Corporation or any of its subsidiaries which are to any substantial degree performed by a person other than the directors or executive officers of the Corporation or subsidiary.

On September 1, 2009, the Corporation engaged Davidson & Company LLP ("Davidson"), an accounting firm based in Vancouver, to provide accounting services and prepare the Corporation's financial statements on a fee for service basis. Cyrus Driver, a Partner at Davidson, is the Corporation's Chief Financial Officer.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as described elsewhere in this information circular, no person who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation's last financial year, no proposed nominee of management of the Corporation for election as a director of the Corporation, and no associate or affiliate of any of the foregoing persons, 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 or the appointment of auditors.

APPOINTMENT OF AUDITORS

The Corporation's external auditors are Collins Barrow Toronto LLP, Chartered Accountants. At the Meeting, the shareholders will be called upon to re-appoint Collins Barrow Toronto LLP as auditors of the Corporation, to hold office until the next annual general meeting of the Corporation, at a remuneration to be fixed by the Board.

Unless such authority is withheld, the persons named in the accompanying form of proxy intend to vote FOR the re-appointment of Collins Barrow Toronto LLP, chartered accountants, as auditors of the Corporation, to hold office until the next annual general meeting of the Corporation, at a remuneration to be fixed by the Board.

The directors of the Corporation recommend that the shareholders vote FOR the re-appointment of Collins Barrow Toronto LLP.

APPROVAL OF INCENTIVE STOCK OPTION PLAN

The Corporation's Incentive Stock Option Plan (also referred to herein as the "Plan") was adopted by the shareholders of the Corporation on November 30, 2007. The purpose of the Plan is to advance the interests of the Corporation by encouraging the directors, officers and employees and consultants of the Corporation to acquire shares in the Corporation, thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and furnishing them with additional incentive in their efforts on behalf of the Corporation in the conduct of their affairs. The Plan is a "rolling" stock option plan permitting the grant of incentive stock options to purchase up to

the number of common shares that is equal to 10% of the issued common shares of the Corporation at the time of the stock option grant. The full text of the Plan is attached to the Corporation's Management Information Circular dated December 18, 2009, which is available on www.sedar.com.

As a "rolling" stock option plan, the Plan is required to be approved by the shareholders each year at the Corporation's annual general meeting. In accordance with the TSX Venture Exchange requirements, the Plan will be placed before the shareholders for approval at the Meeting.

The text of the resolution regarding this matter is as follows:

BE IT RESOLVED THAT:

a) the Corporation's Incentive Stock Option Plan is hereby approved;

b) Any director or officer of the Corporation be and is hereby authorized, for and on behalf of the Corporation to execute and deliver all documents and instruments and take such other actions, including making all necessary filings with applicable regulatory bodies and stock exchanges, as such director or officer may determine to be necessary or desirable to implement this resolution and the matter authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such document or instrument and the taking of any such action..

Unless such authority is withheld, the persons named in the accompanying form of proxy intend to vote FOR the resolution to approve the Plan.

The directors of the Corporation recommend that the shareholders vote FOR the resolution to approve the Plan.

AUDIT COMMITTEE INFORMATION

Charter of the Audit Committee

The charter for the Audit Committee of the Corporation is attached as Schedule "A" to this information circular.

Composition of the Audit Committee

The Audit Committee of the Corporation currently consists of Cyrus Driver, Jennifer Boyle, and John Ryan. Mr. Driver chairs the Audit Committee. Mr. Ryan will not stand for re-election as a director at the Meeting, and it is anticipated that the Audit Committee will be reconstituted promptly following the Meeting to include John Larson.

Two of the members of the current Audit Committee of the Corporation are "independent" and each member is "financially literate", as such terms are defined in *National Instrument 52-110 – Audit Committees* ("NI 52-110"). Mr. Driver is not independent by virtue of his position as Chief Financial Officer of the Corporation.

Mr. Larson is considered "independent" and "financially literate" as such terms are defined in NI 52-110.

Relevant Education and Experience

The education and experience of each current member of the Audit Committee of the Corporation that is relevant to the performance of his or her responsibilities as an Audit Committee member is described below:

Cyrus Driver – Mr. Driver is a chartered accountant. He was a founding partner in the firm of Driver Anderson since its inception in 1981, and he is currently a partner with Davidson and Company LLP after merging with them in 2002. While providing general public accounting services to a wide range of clients, Mr. Driver specializes in servicing TSX Venture Exchange listed companies, including both preparing and auditing financial statements. Mr. Driver currently serves as director and/or Chief Financial Officer of several TSX Venture Exchange companies, and he has a an understanding of accounting principles, including in the context of estimates, accruals and reserves, and has regularly reviewed internal controls and procedures for financial reporting.

John Ryan – Mr. Ryan is a Certified General Accountant and has served on a number of other Boards and held senior executive positions with other resource sector issuers over a +30 year career. As a result, Mr. Ryan has an understanding of accounting principles, including in the context of estimates, accruals, and reserves, and implementing internal control and procedures for financial reporting. Mr. Ryan will not stand for re-election as a director at the Meeting.

Jennifer Boyle – Ms. Boyle has a law degree and has been a senior officer and director of many Canadian public issuers. Ms. Boyle has an understanding of accounting principles, including in the context of estimates, accruals, and reserves, and implementing internal control and procedures for financial reporting, and he has been involved in preparing and reviewing public issuer financial statements.

John Larson – It is anticipated that following the Meeting, Mr. Larson will be appointed to the Audit Committee of the Corporation. Mr. Larson has an Artium Baccalaurei, Honours degree in Geology from Dartmouth College, an MSc in Geology from University of Western Ontario, and a PhD in Geology and Geochemistry from Colorado School of Mines. During his 36 year career, Mr. Larson has served in senior positions for several mining and exploration companies, including President and CEO roles, as well as serving as an Exploration Manager with BHP and Zinifex. In these roles, Mr. Larson has managed operations and corporate entities in many different countries, including managing accounting and auditing staff and rolling out SAP and Sarbanes Oxley Compliance for BHP in Latin America.

Audit Committee Oversight

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

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year did the Corporation rely upon an exemption from the provisions of NI 52-110 (i) for de minimis non-audit services or (ii) granted by applicable securities regulatory authorities.

Prior Approval Policies and Procedures

The Audit Committee's charter provides that it is responsible for pre-approving any non-audit services to be provided to the Corporation by the external auditor and the fees for these services. The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees (by category)

Effective July 15, 2009, Collins Barrow Toronto LLP, Chartered Accountants, are the Corporation's external auditors. The following table sets forth, by category, the fees billed by Collins Barrow Toronto LLP for the years ended April 30, 2013 and 2012 respectively:

Fee Category	Fees Paid	
	2013	**2012**
Audit Fees	**$24,720**	**$30,900**
Audit-Related Fees	-	-
Tax Fees	-	-
All Other Fees	-	-
Total:	**$24,720**	**$30,900**

Exemption

As a "venture issuer", as defined in NI 52-110, the Corporation is exempt from (and has relied upon such exemption pursuant to section 6.1 of NI 52-110) the requirements in Part 3 of NI 52-110 relating to the composition of audit committees and Part 5 of NI 52-110 relating to certain reporting obligations.

CORPORATE GOVERNANCE

Disclosure of the Corporation's corporate governance practices within the context of *National Instrument 58-101 – Disclosure of Corporate Governance Practices* ("NI 58-101") is attached as Schedule "B" to this information circular.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Financial information is provided in the Corporation's consolidated financial statements and management's discussion and analysis for the Corporation's most recently completed financial year. Copies of the Corporation's financial statements and management's discussion and analysis are available upon request from the Corporate Secretary of the Corporation at Nevada Exploration Inc., Suite 1500 - 885 West Georgia Street, Vancouver, BC V6C 3E8.

OTHER BUSINESS

Management of the Corporation knows of no matters to come before the Meeting other than those referred to in the notice of meeting accompanying this information circular. However, if any other matters properly come before the Meeting, the persons named in the form of proxy accompanying this information circular will vote the same in accordance with their best judgment on such matters.

DATED at Vancouver, British Columbia this 27th day of September, 2013.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) Wade A. Hodges

President, Chief Executive Officer, and a Director

SCHEDULE "A"
NEVADA EXPLORATION INC.
AUDIT COMMITTEE DISCLOSURE (FORM 52-110F2)

ITEM 1: AUDIT COMMITTEE CHARTER

Mandate

The primary function of the audit committee (the "Committee") of Nevada Exploration Inc. (the "Corporation") is to assist the Corporation's board of directors (the "Board") in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Corporation to regulatory authorities and shareholders, the Corporation's system of internal controls regarding finance and accounting and the Corporation'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 Corporation's financial reporting and internal control system and review the Corporation's financial statements;
- review and appraise the performance of the Corporation's external auditors (the "Auditor"); and
- provide an open avenue of communication among the Corporation's Auditor, management and the Board.

Composition, Procedures and Organization

The Committee shall consist of at least three members. Each member must be a director of the Corporation. A majority of the members of the Committee shall not be officers or employees of the Corporation or of an affiliate of the Corporation. At least one (1) member of the Committee shall be financially literate. All members of the Committee who are not financially literate will work towards becoming financially literate to obtain working familiarity with basic finance and accounting practices. For the purposes of this Charter, the term "financially literate" means 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 issues that can reasonably be expected to be raised by the Corporation's financial statements.

The members of the Committee shall be appointed by the Board at its first meeting following the shareholders' meeting. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by a majority vote of the full Committee membership. The Chair shall be financially literate.

The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.

Meetings of the Committee

Meetings of the Committee shall be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly. Unless all members are present and waive notice, or those absent waive notice before or after a meeting, the Chairman will give the Committee members 24 hours' advance notice of each meeting and the matters to be discussed at such meeting. Notice may be given personally, by telephone, by facsimile or e-mail.

The Auditor shall be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning the Corporation's annual financial statements and, if the Committee determines it to be necessary or appropriate, at any other meeting. On request by the Auditor, the Chair shall call a meeting of the Committee to consider any matter that the Auditor believes should be brought to the attention of the Committee, the Board or the shareholders of the Corporation.

At each meeting of the Committee, a quorum shall consist of a majority of members that are not officers or employees of the Corporation or of an affiliate of the Corporation. A member may participate in a meeting of the Committee in person or by telephone if all members participating in the meeting, whether in person or by telephone or other communications medium other than telephone are able to communicate with each other and if all members who wish to participate in the meeting agree to such participation.

The Committee may periodically meet separately with each of management and the Auditor to discuss any matters that the Committee or any of these groups believes would be appropriate to discuss privately. In addition, the Committee should meet with the Auditor and management quarterly to review the Corporation's financial statements.

The Committee may invite to its meeting any director, any manager of the Corporation, and any other person whom it deems appropriate to consult in order to carry out its responsibilities.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

(a) Review the Corporation's financial statements, including any certification, report, opinion, or review rendered by the Auditor, Management Discussion and Analysis and any annual and interim earnings press releases before the Corporation publicly discloses such information.

(b) Review and satisfy itself that adequate procedures are in place and review the Corporation's public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph, and periodically assess the adequacy of those procedures.

(c) Be directly responsible for overseeing the work by the Auditor (including resolution of disagreements between management and the Auditor regarding financial reporting) engaged for the purpose of preparing or issuing an audit report or performing other audit review services for the Corporation.

(d) Require the Auditor to report directly to the Committee.

(e) Review annually the performance of the Auditor who shall be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Corporation.

(f) Review and discuss with the Auditor any disclosed relationships or services that may impact the objectivity and independence of the Auditor.

(g) Take, or recommend that the Board take, appropriate action to oversee the independence of the Auditor.

(h) Recommend to the Board the external auditor to be nominated at the annual meeting for appointment of the Auditor for the ensuing year and the compensation for the Auditors, or, if applicable, the replacement of the Auditor.

(i) Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the Auditor and former independent external auditors of the Corporation.

(j) Review with management and the Auditor the audit plan for the annual financial statements.

(k) Review and pre-approve all audit and audit-related services and fees and other compensation related thereto, and any non-audit services provided by the 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 that were not pre-approved is reasonably expected to constitute not more than 5% of the total amount of fees paid by the Corporation and is subsidiary entities to the Auditor during the fiscal year in which the non-audit services are provided;

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

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

The Committee may delegate to one or more independent members of the Committee the authority to pre-approve non-audit services in satisfaction of the pre-approval requirement set forth in this section provided the pre-approval of non-audit services by any member to whom such authority has been delegated must be presented to the Committee at its first scheduled meeting following such pre-approval.

(l) In consultation with the Auditor, review with management the integrity of the Corporation's financial reporting process, both internal and external.

(m) Consider the Auditor's judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting.

(n) Consider and approve, if appropriate, changes to the Corporation's auditing accounting principles and practices as suggested by the Auditor and management.

(o) Review significant judgments made by management in the preparation of the financial statements and the view of the Auditor as to the appropriateness of such judgments.

(p) Following completion of the annual audit, review separately with management and the Auditor any significant difficulties encountered during the course of the audit, including any restrictions on the scope of the work or access to required information.

(q) Review any significant disagreement among management and the Auditor in connection with the preparation of the financial statements.

(r) Review with the Auditor and management the extent to which changes and improvements in financial or accounting practices have been implemented.

(s) Discuss with the Auditor the Auditor's perception of the Corporation's financial and accounting personnel, any material recommendations which the Auditor may have, the level of co-operation which the Auditor received during the course of their review and the adequacy of their access to records, data or other requested information.

(t) Review any complaints or concerns about any questionable accounting, internal account controls or auditing matters.

(u) Establish procedures for:

(i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and

(ii) the confidential and anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

(v) Perform such other duties as may be assigned to it by the Board from time to time or as may be required by applicable regulatory authorities or legislation.

(w) Report regularly and on a timely basis to the Board on the matters coming before the Committee.

(x) Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

Authority

The Committee is authorized to:

(a) to seek any information it requires from any employee of the Corporation in order to perform its duties;

(b) to engage, at the Corporation's expense, independent legal counsel or other professional advisors in any matter within the scope of the role and duties of the Committee under this Charter;

(c) to set and pay compensation for any advisors engaged by the Committee; and

(d) to communicate directly with the internal and external auditors of the Corporation.

This Charter supersedes and replaces all prior charters and other terms of reference pertaining to the Committee.

ITEM 2: COMPOSITION OF THE AUDIT COMMITTEE

At the present date, the members of the audit committee are Cyrus Driver, John Ryan, and Jennifer Boyle. They are all considered "independent" (except Cyrus Driver as a result of his position as CFO of the Corporation) and "financially literate", as those terms are defined in NI 52-110 of the Canadian Securities Administrators. Mr. Ryan will not stand for re-election as a director at the Meeting, and it is anticipated that John Larson will be appointed to the Audit Committee following the Meeting. Mr. Larson is considered "independent" and "financially literate" as those terms are defined in NI 52-110.

ITEM 3: AUDIT COMMITTEE OVERSIGHT

At no time since the incorporation of the Corporation's was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Corporation's Board.

ITEM 4: RELIANCE ON CERTAIN EXEMPTIONS

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemptions contained in sections 2.4 or 8 of the Instrument. Section 2.4 provides an exemption from the requirement that an audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a Corporation to apply to a securities regulatory authority for an exemption from the requirements of the Instrument, in whole or in part.

ITEM 5: PRE-APPROVAL OF POLICIES AND PROCEDURES

Formal policies and procedures for the engagement of non-audit services have not been formulated or adopted by the Committee. Subject to the requirements of the Instrument, the engagement of non-audit services shall be considered by the Corporation's Board, and where applicable, by the Committee, on a case by case basis.

ITEM 6: EXTERNAL AUDITOR SERVICES FEES (BY CATEGORY)

The aggregate fees charged to the Corporation by the external auditor in each of the last two (2) fiscal years are as follows:

Financial Year	Audit Fees	Audit Related Fees	Tax Fees	All other Fees
2013	$24,720	-	-	-
2012	$30,900	-	-	-

ITEM 7: EXEMPTION

In respect of the period since the Corporation's incorporation, the Corporation is relying on the exemption set out in section 6.1 of NI 52-110 with respect to compliance with the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

SCHEDULE "B"
NEVADA EXPLORATION INC.
CORPORATE GOVERNANCE DISCLOSURE

GENERAL

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. Regulator authorities have implemented National Instrument 58-101 Disclosure of Corporate Governance Practices ("NI 58-101"), which prescribes certain disclosure by the Corporation of its corporate governance practices. This disclosure is presented below.

Board of Directors

The Board's Responsibility

There is no specific written mandate of the Board of Directors of the Corporation, other than the corporate standard of care set out in the governing corporate legislation of the Corporation, i.e. the Board of Directors has overall responsibility for the management, or supervision of the management, of the business and affairs of the Corporation. The Board's primary tasks are to establish the policies, courses of action and goals of the Corporation and to monitor management's strategies and performance for realizing them. All major acquisitions, dispositions, and investments, as well as financing and significant matters outside the ordinary course of the Corporation's business are subject to approval by the full Board of Directors. The Board of Directors does not currently have in place programs for succession planning and training of directors and management. As the growth of the Corporation continues, the Board of Directors may consider implementing such programs. In order to carry out the foregoing responsibilities, the Board of Directors meets on a quarterly basis and as required by circumstances.

Composition of the Board

The Board is currently comprised of 7 directors, of whom Jennifer Boyle, John Ryan, Antonio Ponte and John Larson are considered independent for the purposes of NI 58-101. As a result of Wade A. Hodges, Kenneth Tullar, and Cyrus Driver's positions as President and Chief Executive Officer, Chief Operating Officer and Chief Financial Officer, respectively, Messrs. Hodges, Tullar, and Driver are not considered independent for the purposes of NI 58-101. Messrs Ryan and Ponte will not stand for re-election as directors at the Meeting.

Directorships

The current directors of the Corporation who are presently directors of other reporting issuers in Canada or elsewhere:

Name of Director	Other Reporting Issuer
Jennifer Boyle	Takara Resources Inc. Satori Resources Inc.

Name of Director	Other Reporting Issuer
Cyrus Driver	Mira Resources Corp. Orko Silver Corp. Aldrin Resources Corp. Cobra Venture Corp. Superior Mining International Corp. Bellhaven Copper & Gold Inc. Whitebear Resources Inc. Far Resources Ltd. Gold Jubilee Capital Corp.
John Ryan(1)	DXStorm.com Inc. Golden Dory Resources Corp. Metalore Resources Ltd. Spruce Ridge Resources Ltd. Stellar Pacific Ventures Inc. Triumph Ventures Corp. II
John Larson	Southern Legacy Minerals Inc.

(1) Will not stand for re-election at the Meeting.

Orientation and Continuing Education

New Board members receive an orientation package which includes reports on operations and results, and public disclosure filings by the Corporation. Board meetings are sometimes held at the Corporation's facilities and are combined with tours and presentations by the Corporation's management and employees to give the directors additional insight into the Corporation's business. In addition, management of the Corporation makes itself available for discussion with all Board members.

Ethical Business Conduct

The Board of Directors has not adopted a formal written code of ethics. As the growth of the Corporation continues, the Board of Directors may consider implementing a formal written code.

Nomination of Directors

The Board of Directors 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 view and experience.

The Board does not have a nominating committee, and these functions are performed by the Board as a whole.

Determination of Compensation of Directors and Officers

The Board's mandate includes reviewing and approving appropriate practices for determining and establishing compensation for the directors and officers of the Corporation to ensure it reflects the responsibilities and risks of being a director of a public corporation. See "*Executive Compensation*".

Board Committees

The Board has developed a mandate for the audit committee and reviews such mandate annually. The mandate of the audit committee is described in this Circular under the heading "Audit Committee". As the growth of the Corporation continues, the Board of Directors will review its corporate governance practices and may implement more comprehensive corporate governance practices.

Assessment of Directors, the Board and Board Committees

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees.

Concluding Statement

The Corporation has reviewed a number of the recommendations for improved corporate governance. As the Corporation continues to build on its financial position and prospects, the Board of Directors may implement further corporate governance policies and procedures, including the establishment of formal committees and formal codified policies.

RR DONNELLEY
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