NEVADA EXPLORATION INC.

INFORMATION CIRCULAR

(Containing information as at October 31st, 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 Tuesday, December 2, 2014, 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 TMX EQUITY TRANSFER SERVICES, 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 TMX EQUITY TRANSFER SERVICES, Suite 300, 200 University Avenue, Toronto, ON M5H 4H1, to the attention of the President 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.

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 in the capital stock of the Corporation (the "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 October 31st, 2014, 130,896,000 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 October 15, 2014, 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	10.5%

(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	Chairman and Chief Executive Officer[2], 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 [3] 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 [3] Ontario, Canada	Chief Executive Officer of CapEx Group Inc., a consulting company offering mining executive services to junior resource issuers; and Corporate Finance and Legal, Velocity Trade Holdings Ltd. And its subsidiary companies.	Since 2009	284,285[4]
John Larson [3] Arizona, USA	President & Principal Consultant, Lucero Exploration	Since 2013	100,000

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

(2) Mr. Hodges served as President of the Corporation until March 2, 2014 when Mr. James Buskard was promoted to President of the Corporation. Mr. Hodges was appointed Chairman of the Corporation on March 2, 2014.

(3) Member of the Audit Committee.

(4) 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.

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 CEO, which, in addition to recommendations for the other Named Executive Officers, includes a recommendation for the 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, 2014.

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 ($)	Option-Based Awards ($)	Non-Equity Incentive Plan Compensation ($)		All Other Compensation [2] ($)	Total Compensation ($)
				Annual Incentive Plans	Long-Term Incentive Plans		
Wade A. Hodges Chairman and Chief Executive Officer, and Director	2014 2013 2012	127,208 [1] 120,429 119,537	38,604 [4] - 3,463 [5)]	- - -	- - -	- - -	165,812 120,429 123,000
Cyrus Driver Chief Financial Officer [3]	2014 2013 2012	- - -	19,302 [4] - 3,463 [5]	- - -	- - -	51,380 61,400 84,502	70,682 61,400 87,965
Kenneth Tullar Chief Operating Officer and Director	2014 2013 2012	127,208 [1] 120,429 119,537	61,766 [4] - 3,463 [5]	- - -	- - -	- - -	188,974 120,429 123,000

(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, 2014, Mr. Driver received no compensation from the Corporation other than $51,380 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) 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 1.60%, no dividend payments, and an annualized volatility in the share price of 105.68% for options granted in the financial year ended April 30, 2014.

(5) 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%.

On January 1, 2007, the Corporation entered into an agreement with Wade Hodges for his services as 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, 2014, 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, 2014, 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, 2014, 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, 2014, 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	200,000 900,000 500,00	0.10 0.10 0.10	30-Sep-14 31-Dec-15 2-Mar-19	- - -	- - -	- - -
Cyrus Driver	600,000 350,000 250,000	0.10 0.10 0.10	17-Nov-14 31-Dec-15 2-Mar-19	- - -	- - -	- - -
Kenneth Tullar	200,000 600,000 800,000	0.10 0.10 0.10	30-Sep-14 31-Dec-15 2-Mar-19	- - -	- - -	- - -

(1) Based upon the difference between the closing market price of the Common Shares on the TSX Venture Exchange on April 30, 2014, being $0.065, 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 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 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, 2014, 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, 2014, 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	-	-	19,302 (1)	-	-	-	19,302
John Larson	-	-	54,045 (1)	-	-	-	54,045

(1) The fair value of new option-based awards for options granted in the financial year ended April 30, 2014 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 1.60%, no dividend payments, and an annualized volatility in the share price of 105.68%.

As a result of challenging economic conditions, the Corporation did not pay fees to directors for Board and committee meetings in the financial year ended April 30, 2014. 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, 2014, 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)]	13,750,000	$0.12	4,406,590[(2)]
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	13,750,000	$0.12	4,339,600

(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.

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.

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. A simple majority of Common Shares voted on the resolution to appoint Collins Barrow Toronto LLP, chartered accountants, as auditors of the Corporation is required to pass such resolution.

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. A simple majority of Common Shares voted on the resolution to approve the Plan is required to pass such resolution.

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.

APPROVAL OF SHARES FOR DEBT TRANSACTION

In order to preserve the Corporation's limited cash position and reduce its liabilities, the Corporation entered into shares for debt agreements (the "Shares for Debt Transactions"), subject to TSX Venture Exchange approval in accordance with TSX Venture Exchange Policy 4.3 – *Shares for Debt*, pursuant to which the Corporation will issue a total of 2,050,000 Common Shares at a price of $0.05 per Common Share in satisfaction of $102,500 in accrued salaries and debt as follows:

(i) 600,000 Common Shares at a price of $0.05 per Common Shares to Wade Hodges in satisfaction of $30,000 of salary payable for the year ending April 30, 2014;

(ii) 600,000 Common Shares at a price of $0.05 per Common Shares to Ken Tullar in satisfaction of $30,000 of salary payable for the year ending April 30, 2014;

(iii) 600,000 Common Shares at a price of $0.05 per Common Shares to James Buskard in satisfaction of $30,000 of salary payable for the year ending April 30, 2014;

(iv) 250,000 Common Shares at a price of $0.05 per Common Share to Davidson & Company, LLP ("Davidson") in satisfaction of a debt owing to Davidson of $12,500 incurred for services rendered in preparing the Corporation's financial quarterly statements and tax statements. Mr. Cyrus Driver, the Corporation's Chief Financial Officer, is a partner at Davidson.

Shareholders are being asked to approve the Shares for Debt Transaction at the Meeting.

The approval of the Shares for Debt Transactions requires a disinterested majority of the Common Shares either present in person or represented by proxy a the Meeting. A disinterested majority of the Common Shares is a majority of the Common Shares present in person or represented by proxy at the Meeting, excluding:

(i) Common Shares held by Wade Hodges, Ken Tullar, James Buskard, Davidson, and Mr. Driver; and

(ii) Associates of the persons referred to in paragraph (i) above.

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

BE IT RESOLVED THAT, subject to the approval of the TSX Venture Exchange,

a) the Corporation settle debts totalling $102,500 owed to the parties above for accrued salaries and accounting services rendered in the ordinary course of business by way of issuance of 2,050,000 Common Shares;

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 Shares for Debt Transactions.

The directors of the Corporation recommend that the shareholders vote FOR the resolution to approve the Shares for Debt Transactions.

APPROVAL OF CONTINUANCE FROM THE CANADA BUSINESS CORPORATIONS ACT TO THE PROVINCE OF BRITISH COLUMBIA/ADOPTION NEW ARTICLES

The Corporation was incorporated under the Canada Business Corporations Act on April 6, 2006. On July 14, 2010, the Corporation amalgamated with its subsidiary 2107189 Ontario Inc.

Management of the Corporation believes it to be in the best interests of the Corporation to continue the Corporation into the governing jurisdiction of the Province of British Columbia (the "**Continuance**") and to adopt new Articles in accordance with the Business Corporations Act (British Columbia) (the "**New Articles**"). The Business Corporations Act (British Columbia) (the "**BCBCA**") is a more recent statute than the CBCA and provides more flexibility than that of the CBCA. In particular, the BCBCA, unlike the CBCA, does not require that at least 25% of the directors be ordinarily resident in Canada. Continuance under the BCBCA will also provide some added flexibility with respect to corporate transactions, and allow the Corporation to take advantage of more cost-effective communications with its shareholders that the CBCA currently does not allow.

A copy of the New Articles is available for viewing up to the date of the Meeting at the Corporation's registered office at Suite 2500, 700 West Georgia Street, Vancouver, British Columbia Canada and will be made available at the Meeting.

Upon the applicable British Columbia Registrar of Companies filings, the Corporation's New Articles will be posted on SEDAR on the Corporation's SEDAR website at www.sedar.com.

Continuance Process

In order to effect the Continuance:

(a) the Corporation must obtain the approval of its shareholders to the Continuance by way of a special resolution to be passed by not less than two-thirds of the votes cast at the Meeting in person or by proxy("**Special Resolution**");

(b) the Corporation must make a written application to the Director under the CBCA for consent to continue under the BCBCA, such written application to establish to the satisfaction of the Director that the proposed Continuance will not adversely affect the Corporation's creditors or shareholders;

(c) once the Special Resolution is passed and the Corporation has obtained the consent of the Director under the CBCA, the Corporation must file a Continuation Application and the consent of the Director under the CBCA, along with prescribed documents under the BCBCA, with the Registrar of Companies under the BCBCA to obtain a Certificate of Continuation;

(d) on the date shown on the Certificate of Continuation issued by the British Columbia Registrar of Companies, the Corporation will become a company registered under the laws of the Province of British Columbia as if it had been incorporated under the laws of the Province of British Columbia; and

(e) the Corporation must then file a copy of the Certificate of Continuation with the Director under the CBCA and receive a Certificate of Discontinuance under the CBCA.

Effect of Continuance

Upon the Continuance, the CBCA will cease to apply to the Corporation and the Corporation will thereupon become subject to the BCBCA, as if it had been originally incorporated as a British Columbia company. The Continuance will not create a new legal entity, affect the continuity of the Corporation or result in a change in its business. The persons elected as directors by the shareholders at the Meeting will continue to constitute the Board upon the Continuance becoming effective.

The Continuance will not affect the Corporation's status as a listed company on the TSX Venture Exchange or as a reporting issuer under the securities legislation of any jurisdiction in Canada, and the Corporation will remain subject to the requirements of such legislation.

As of the effective date of the Continuation, the Corporation's current constating documents (its Articles and By-laws under the CBCA) will be replaced with a Notice of Articles and New Articles under the BCBCA and the legal domicile of the Corporation will be the Province of British Columbia.

Shareholder Approval

At the Meeting, management intends to seek shareholder approval for the Continuance into British Columbia. If the Continuance is approved by the shareholders of the Corporation, then the Corporation intends to file with the British Columbia Registrar of Companies under the BCBCA a Continuation Application pursuant to Section 302 of the BCBCA.

The Continuance must be approved by special resolution in order to become effective. To pass, a special resolution requires a majority of not less than two-thirds of the votes cast by the shareholders present at the Meeting in person or by proxy.

Even if the Continuance is approved, the Board retains the power to revoke it at all times without any further approval by shareholders. The Board will only exercise such power in the event that it is, in its opinion, in the best interest of the Corporation. For example, if a significant number of shareholders dissent in respect of the Continuance, the Board may determine not to proceed with the Continuance.

Shareholders will be asked at the meeting to consider and, if thought fit, approve the below resolution (the "**Continuance Resolution**") transferring the Company's jurisdiction of incorporation from the federal jurisdiction to British Columbia and the adoption of New Articles under the BCBCA, as follows:

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

(a) the Continuance of the Corporation into British Columbia, be and the same is hereby authorized and approved;

(b) the Corporation be and is hereby authorized to apply pursuant to Section 302 of the BCBCA to the Register of Companies for British Columbia (the "**BC Registrar**") to continue the Corporation as if it had been incorporated thereunder;

(c) the Corporation be and is hereby authorized to apply to the Director under the Canada Business Corporations Act (the "**CBCA**") for a Letter of Satisfaction pursuant to Section 188(1) of the CBCA;

(d) The Corporation be and is hereby authorized to prepare and file a notice of articles (the "**Notice of Articles**") with the BC Registrar for the purposes of the Continuance;

(e) effective upon the issuance of a Certificate of Continuation by the BC Registrar, the Notice of Articles and New Articles, be and are hereby adopted and confirmed in substitution for the existing Articles and By-laws of the Corporation and all amendments thereto;

(f) each director and officer of the Corporation be and is hereby authorized and directed, for and on behalf of the Corporation, to execute and deliver all such documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable to give effect to this resolution and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of any such act or thing; and

(g) notwithstanding that this resolution has been duly passed by the shareholders of the Corporation, the directors of the Corporation may revoke this resolution at any time prior to the issuance of a Certificate of Continuation by the British Columbia Registrar of Companies and determine not to proceed with the Continuance without further approval of the shareholders of the Corporation.

Unless such authority is withheld, the persons named in the accompanying form of proxy intend to vote FOR the resolution to approve the continuance of the Corporation from the Canada Business Corporations Act to the Province of British Columbia and the adoption of the New Articles.

The directors of the Corporation recommend that the shareholders vote FOR the continuance of the Corporation from the Canada Business Corporations Act to the Province of British Columbia and the adoption of the New Articles.

Comparison of CBCA and BCBCA

Upon the Continuance, the Corporation would be governed by the BCBCA.

In general terms, the BCBCA provides to shareholders substantively the same rights as are available to shareholders under the CBCA, including rights of dissent and appraisal and rights to bring derivative actions and oppression actions. There are, however, important differences concerning the qualifications of directors, location of shareholder meetings and certain shareholder remedies. **The following is a summary comparison of certain provisions of the BCBCA and the CBCA. This summary is not intended to be exhaustive and is qualified in its entirety by the full provisions of the CBCA and BCBCA, as applicable.**

Board of Directors

Both the BCBCA and CBCA provide that a public company must have a minimum of three directors. While the BCBCA does not have any Canadian or provincial residency requirements for directors, the CBCA requires that at least 25% of directors of a company must be resident Canadians.

Charter Documents

The form of the charter documents for a BCBCA company is different from the form for a CBCA corporation.

Under the CBCA, the charter documents consist of (i) articles, which set forth, among other things, the name of the corporation, the province in which the corporation's registered office is to be located, the authorized share capital including any rights, privileges, restrictions and conditions thereon, whether there are any restrictions on the transfer of shares of the corporation, the number of directors (or the minimum and maximum number of directors), any restrictions on the business that the corporation may carry on and other provisions such as the ability of the directors to appoint additional directors between annual meetings, and (ii) the by-laws, which govern the management of the corporation. The articles are filed with Corporations Canada and the by-laws are filed only at the registered office.

Under the BCBCA, the charter documents consist of (i) a "notice of articles", which sets forth the name of the company, the company's registered and records office, the names and addresses of the directors of the company and the amount and type of authorized capital, and (ii) "articles" which govern the management of a company and set out any special rights or restrictions attached to shares. The notice of articles is filed with the Registrar of Companies and the articles are filed with the company's registered and records office.

Amendments to Charter Documents

The CBCA requires shareholder approval by Special Resolution to change the name of the corporation, whereas under the BCBCA the board of directors may approve a change of name. The BCBCA permits changes to be made to the constating documents with shareholder approval by ordinary resolution, unless a higher threshold is specified in the articles. The proposed New Articles of the Corporation generally do not specify a higher threshold. Under the CBCA, changes to the articles generally require approval by shareholders by Special Resolution while changes to the by-laws require shareholder approval by ordinary resolution, unless a higher threshold is specified in the by-laws. The BCBCA is slightly less flexible with respect to the timing for adopting changes to the constating documents. Changes to the articles of a BCBCA company require approval by shareholders in order to become effective. The board of directors of a CBCA corporation, however, may amend the by-laws of the corporation with immediate effect, subject to the amendment created to have effect if it is not approved by shareholders at the next shareholder meeting.

Shareholder Proposals and Shareholder Requisitions

Both statutes provide for shareholder proposals. Under the CBCA, a record or non-record shareholder may submit a proposal, although the record or non-record shareholder must either: (i) have owned for six months not less than 1% of the total number of voting shares or voting shares with a fair market value of at least C$2,000, or (ii) have the support of persons who, in the aggregate, have owned for six months not less than 1% of the total number of voting shares or voting shares with a fair market value of at least C$2,000. Under the BCBCA, in order for one or more record or non-record shareholders to be entitled to submit a proposal, they must have held voting shares for an uninterrupted period of at least two years before the date the proposal is signed by the shareholders and must own not less than 1% of the total number of voting shares or voting shares with a fair market value in excess of C$2,000.

Both statutes provide that one or more record shareholders holding more than 5% of the outstanding voting equity may requisition a meeting of shareholders, and permit the requisitioning record shareholder to call the meeting where the board of directors of the company does not do so within the 21 days following the company's receipt of the shareholder meeting requisition. Under the BCBCA, the requisitioning shareholder, or any one or more of the requisitioning shareholders holding 2.5% of the outstanding voting equity can call the meeting. Further, the BCBCA, unlike the CBCA, specifies that the requisitioned shareholder meeting called by the shareholders must be held within not more than four months after the date the company received the requisition. The CBCA does not specify such an outside limit.

Rights of Dissent and Appraisal

The BCBCA provides that shareholders who dissent to certain actions being taken by a company may exercise a right of dissent and require the company to purchase the shares held by such shareholder at the fair value of such shares. The dissent right is applicable in respect of:

(a) a resolution to alter the articles to alter restrictions on the powers of the company or on the business it is permitted to carry on;

(b) a resolution to adopt an amalgamation agreement;

(c) a resolution to approve an amalgamation into a foreign jurisdiction;

(d) a resolution to approve an arrangement, the terms of which arrangement permit dissent;

(e) a resolution to authorize or ratify the sale, lease or other disposition of all or substantially all of the company's undertaking;

(f) a resolution to authorize the continuation of the company into a jurisdiction other than British Columbia;

(g) any other resolution, if dissent is authorized by the resolution; or

(h) any court order that permits dissent.

The CBCA contains a similar dissent remedy, subject to certain qualifications. Regarding (b) and (c) above, under the CBCA, there is no right of dissent in respect of an amalgamation between a company and its wholly-owned subsidiary, or between wholly-owned subsidiaries of the same company. The CBCA also contains a dissent remedy where a company resolves to amend its articles to add, change or remove any provisions restricting or constraining the issue, transfer or ownership of shares of a class.

Oppression Remedies

Under the BCBCA, a shareholder of a company has the right to apply to court on the grounds that:

(i) the affairs of the company are being or have been conducted, or that the powers of the directors are being or have been exercised, in a manner oppressive to one or more of the shareholders, including the applicant, or

(ii) some act of the company has been done or is threatened, or that some resolution of the shareholders or of the shareholders holding shares of a class or series of shares has been passed or is proposed, that is unfairly prejudicial to one or more of the shareholders, including the applicant.

On such an application, the court can grant a variety of remedies, ranging from an order restraining the conduct complained of to an order requiring the company to repurchase the shareholder's shares or an order liquidating the company.

The CBCA also includes an oppression remedy which is very similar. However, the CBCA will only allow a court to grant relief if the effect actually exists, while the BCBCA will allow a court to grant relief where a prejudicial effect to the shareholder is merely threatened. In addition, under the BCBCA non-shareholders require the leave of a court in order to bring an oppression claim.

Shareholder Derivative Actions

Under the BCBCA, a shareholder or director of a company may, with leave of the court, bring an action in the name and on behalf of the company to enforce a right, duty or obligation owed to the company that could be enforced by the company itself or to obtain damages for any breach of such a right, duty or obligation. A broader right to bring a derivative action is contained in the CBCA, and this right also extends to officers, former shareholders, former directors and former officers of a company or its affiliates, and any person, who, in the discretion of the court, is a proper person to make an application to the court to bring a derivative action. In addition, the CBCA permits derivative actions to be commenced, with leave of the court, in the name and on behalf of a company or any of its subsidiaries.

Place of Meetings

The BCBCA provides that meetings of shareholders may be held at a place outside of British Columbia provided by the articles, or approved in writing by the British Columbia Registrar of Companies before any such meeting is held, or approved by an ordinary resolution (provided such a location outside of British Columbia is not restricted as a location for meetings under the articles).

The CBCA provides that meetings of shareholders may be held at the place outside of Canada provided by the articles, or all the shareholders entitled to vote at the meeting agree that the meeting is to be held at that place.

Form of Proxy and Information Circular

The BCBCA requires a reporting company, such as the Corporation, to provide with notice of a general meeting a form of proxy for use by every shareholder entitled to vote at such meeting as well as an information circular containing prescribed information regarding the matter to be dealt with at the meeting.

The CBCA contains provisions which likewise require the mandatory solicitation of proxies and delivery of a management proxy circular.

Flexibility in Structuring Transactions

The BCBCA provides greater flexibility to implement certain transactions than the CBCA does. Unlike the CBCA, the BCBCA permits a subsidiary to hold shares of its parent. The BCBCA also permits a corporate group to implement horizontal short-form amalgamations even though all the shares of the amalgamating companies are not held by the same company within the group and permits a company to amalgamate with a foreign corporation to form a British Columbia company, if permitted by the foreign jurisdiction.

Constitutional Jurisdiction

Other significant differences in the statutes arise from the differences in the constitutional jurisdiction of the federal and provincial governments. For example, a CBCA corporation has the capacity to carry on business throughout Canada.

Similarly, under the BCBCA the registered office must be situated in British Columbia, whereas under the CBCA, the registered office of the corporation must be situated in the province specified in its articles. A CBCA corporation is subject to provincial laws of general application, but a province cannot pass laws directed specifically at restricting a CBCA corporation's ability to carry on business in that province. If another province so chooses, however, it can restrict a BCBCA company's ability to carry on business within that province. Also, a CBCA corporation will not have to change its name if it wants to do business in a province where there is already a corporation with a similar name, whereas a BCBCA company may not be allowed to use its name in that other province. The Corporation does not expect that the Continuance will affect the continuity of the Corporation or result in a change in its business.

Directors authority to set auditor's remuneration

Under the CBCA, remuneration payable to the auditors is fixed by the board, unless fixed by shareholders by ordinary resolution. Under the BCBCA, in order to fix the remuneration payable to the auditors by the board, the articles need to specify that the directors are authorized to set the remuneration paid to the auditors of the Corporation.

Shareholder meeting matters

Various provisions of the New Articles are aimed at providing additional clarity regarding the conduct of shareholder meetings, including (i) confirming the authority of the chair of the shareholder meeting to waive the time by which proxies must be deposited with the Corporation or its agent in respect of a shareholder meeting, (ii) revising authority for determining which persons, in addition to shareholders, proxy holders, directors and the auditors, may attend shareholder meetings, (iii) clarifying that the chair of the meeting has authority to determine certain disputes in good faith and (iv) clarifying that the chair of the meeting has the authority to require evidence of ownership of shares and authority to vote at a shareholder meeting.

Requirements for Special Resolutions

The CBCA requires that certain matters be approved by shareholders by Special Resolution. Under the BCBCA, there is flexibility to provide for different approval requirements for some

matters in the articles. The Corporation proposes to adopt the more flexible approach under the BCBCA in order to be able to react and adapt to changing business conditions.

As a result, as allowed under the BCBCA, management and the Board are proposing that the New Articles provide for the following matters (which currently require a Special Resolution of the shareholders) to require a directors' resolution only, and not require a shareholders' resolution (recognizing that regulatory authorities may require shareholder approval in certain cases in any event):

(a) a subdivision of all or any of the unissued, or fully paid issued, shares;

(b) a consolidation of all or any of the unissued, or fully paid issued, shares; and

(c) a change of name of the Corporation.

Other capital and share structure changes will continue to require shareholder approval, however the New Articles would provide that unless otherwise specified in the New Articles or the BCBCA, alterations to the New Articles or Notices of Articles will require shareholder approval by special resolution. The creation, variation or elimination of special rights or restrictions attached to issued shares will nevertheless continue to require shareholder approval by Special Resolution.

Status as a British Columbia Company

Currently, the Corporation's authorized share structure consists of an unlimited number of common shares. If the Company's shareholders approve the Continuance, then the Company will continue to have an unlimited number in its authorized share capital.

Rights of Dissent in Respect of the Continuance Resolution

Record shareholders who wish to dissent should take note that strict compliance with the dissent procedures is required.

The following description of rights of shareholders to dissent is not a comprehensive statement of the procedures to be followed by a dissenting shareholder who seeks payment of the fair value of its Common Shares and is qualified in its entirety by the reference to the full text of Section 190 of the CBCA which is attached to this Proxy Statement as Schedule "C". A dissenting shareholder who intends to exercise the right of dissent should carefully consider and comply with the provisions of Section 190 of the CBCA and should seek independent legal advice. Failure to comply strictly with the provisions of the CBCA and to adhere to the procedures established therein may result in the loss of all rights thereunder.

Pursuant to Section 190 of the CBCA, a record shareholder is entitled, in addition to any other right that the shareholder may have, to dissent and to be paid by the Corporation the fair value of the shares in respect of which that shareholder dissents. "Fair value" is determined as of the close of business on the last business day before the day on which the Continuance Resolution is adopted. A shareholder may dissent only with respect to all of the shareholder's Common Shares or shares held by the shareholder on behalf of any one beneficial owner. Further, a shareholder may only dissent in respect of shares registered in the dissenting shareholder's name.

Persons who are non-record shareholders who wish to dissent with respect to their Common Shares should be aware that only record shareholders are entitled to dissent with respect to them. A record shareholder such as an intermediary who holds Common Shares as nominee for non-

record shareholders, must exercise the right of dissent on behalf of non-record shareholders with respect to the Common Shares held for such non-record shareholders. In such case, the Notice of Objection (as defined below) should set forth the number of Common Shares it covers.

A record shareholder who wishes to dissent must send a written objection notice (the "Notice of Objection") objecting to the Continuance Resolution to Farris, Vaughan, Wills & Murphy LLP, 700 West Georgia, 25th Floor, V7Y 1B3, Canada, fax number 604-661-9349, Attention: Peter M. Roth, at or prior to the time of the Meeting or any adjournment thereof in order to be effective.

The delivery of a Notice of Objection does not deprive a record shareholder of its right to vote at the Meeting, however, a vote in favour of the Continuance Resolution will result in a loss of its rights under Section 190 of the CBCA. A vote against the Continuance Resolution, whether in person or by proxy, does not constitute a Notice of Objection, but a shareholder need not vote its Common Shares against the Continuance Resolution in order to object. Similarly, the revocation of a proxy conferring authority on the proxy holder to vote in favour of the Continuance Resolution does not constitute a Notice of Objection in respect of the Continuance Resolution, but any such proxy granted by a shareholder who intends to dissent should be validly revoked in order to prevent the proxy holder from voting such Common Shares in favour of the Continuance Resolution.

If the Continuance Resolution is approved at the Meeting or at an adjournment or postponement thereof, the Corporation is required to deliver to each shareholder who has filed a Notice of Objection and has not voted for the Continuance Resolution or not withdrawn that shareholder's Notice of Objection (each, a "**Dissenting Shareholder**"), within 10 days after the approval of the Continuance Resolution, a notice stating that the Continuance Resolution has been adopted (the "**Notice of Resolution**"). A Dissenting Shareholder then has 20 days after receipt of the Notice of Resolution or, if the Dissenting Shareholder does not receive a Notice of Resolution, within 20 days after learning that the Continuance Resolution has been adopted, to send to the Corporation a written notice (a "**Demand for Payment**") containing the Dissenting Shareholder's name and address, the number and class of Common Shares in respect of when it dissents and a demand for payment of the fair value of such Common Shares. A Dissenting Shareholder must within 30 days after sending the Demand for Payment, send the certificates representing the Common Shares in respect of which it is dissenting to the Corporation or its transfer agent, TMX EQUITY TRANSFER SERVICES. The Corporation or TMX EQUITY TRANSFER SERVICES must endorse the certificates with a notice that the holder is a Dissenting Shareholder under Section 190 of the CBCA and forthwith return the certificates to the Dissenting Shareholder. A Dissenting Shareholder who does not send the certificates within the 30 day period has no right to make a claim under Section 190 of the CBCA.

Dissenting Shareholder ceases to have any rights as a holder of Common Shares, other than the right to be paid their fair value, unless: (i) the Demand for Payment is withdrawn before the Corporation makes an Offer to Pay (as defined below); (ii) the Corporation fails to make a timely Offer to Pay to the Dissenting Shareholder and the Dissenting Shareholder withdraws the Demand for Payment; or (iii) the Continuation is not proceeded with.

Not later than seven days after the later of the date shown on the Certificate of Continuation is issued by the British Columbia Registrar of Companies and the day the Corporation receives the Demand for Payment, the Corporation must send a written offer to pay ("Offer to Pay") in the amount considered by the Board to be the fair value of the Common Shares in respect of which the Dissenting Shareholder has dissented. The Offer to Pay must be accompanied by a statement showing how the fair value was determined. Every Offer to Pay made to Dissenting Shareholders of the same class or series of shares must be on the same terms, and lapses if not accepted within 30 days after being made.

If the Offer to Pay is accepted, payment must be made within 10 days of acceptance.

If the Corporation does not make an Offer to Pay or if a Dissenting Shareholder fails to accept an Offer to Pay, the Corporation may, within 50 days after the date shown on the Certificate of Continuation is issued by the British Columbia Registrar of Companies or within such further period as a court of competent jurisdiction may allow, apply to the court to fix a fair value for the securities of any Dissenting Shareholder. If the Corporation fails to so apply to the court, a Dissenting Shareholder may do so for the same purpose within a further period of 20 days or such other period as the court may allow. A Dissenting Shareholder is not required to give security for costs in any application to the court. Applications referred to in this paragraph may be made to a court of competent jurisdiction in the place where the Corporation has its registered office or in the province where the Dissenting Shareholder resides if the Corporation carries on business in that province.

If the Corporation makes an application to the court, it must give notice of the date, place and consequences of the application and of the Dissenting Shareholder's right to appear and be heard in person or by counsel to each Dissenting Shareholder who has sent the Corporation a Demand for Payment and has not accepted an Offer to Pay. All Dissenting Shareholders whose shares have not been purchased by the Corporation must be made parties to the application and are bound by the decision of the court. The court is authorized to determine whether any other person is a Dissenting Shareholder who should be joined as a party to such application.

The court must fix a fair value for the shares of all Dissenting Shareholders and may in its discretion allow a reasonable rate of interest on the amount payable to each Dissenting Shareholder from the effective date of the Continuation until the date of payment of the amount so fixed. The court may in its discretion appoint one or more appraisers to assist the court to fix a fair value for the shares of the Dissenting Shareholders. The final order of the court in the proceedings commenced by an application by the Corporation or a Dissenting Shareholder must be rendered against the Corporation and in favour of each Dissenting Shareholder and for the amount of the shares as fixed by the court.

The above is only a summary of the dissenting shareholder provisions of the CBCA. A shareholder of the Corporation wishing to exercise a right to dissent should seek independent legal advice. Failure to comply strictly with the provisions of the statute may prejudice the right of dissent.

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 Larson. Mr. Driver chairs the Audit Committee.

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.

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 – 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, 2014 and 2013 respectively:

Fee Category	Fees Paid	
	2014	**2014**
Audit Fees	**$16,480**	**$24,720**
Audit-Related Fees	-	-
Tax Fees	-	-
All Other Fees	-	-
Total:	**$16,480**	**$24,720**

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 31st day of October, 2014.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) Wade A. Hodges
Chief Executive Officer, Chairman, 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 Larson, 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.

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
2014	$16,480	-	-	-
2013	$24,720	-	-	-

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 5 directors, of whom Jennifer Boyle, 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

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	Carlisle Goldfields Limited 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. Golden Jubilee Capital Corp.
John Larson	Southern Legacy Minerals Inc.

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.

SCHEDULE "C" – CBCA DISSENT PROVISIONS

SECTION 190 OF THE *CANADA BUSINESS CORPORATIONS ACT*

190. (1) **Right to dissent**. — Subject to sections 191 and 241, a holder of shares of any class of a corporation may dissent if the corporation is subject to an order under paragraph 192(4)(d) that affects the holder or if the corporation resolves to

(a) amend its articles under section 173 or 174 to add, change or remove any provisions restricting or constraining the issue, transfer or ownership of shares of that class;

(b) amend its articles under section 173 to add, change or remove any restriction on the business or businesses that the corporation may carry on;

(c) amalgamate otherwise than under section 184;

(d) be continued under section 188;

(e) sell, lease or exchange all or substantially all its property under subsection 189(3); or

(f) carry out a going-private transaction or a squeeze-out transaction.

(2) **Further right**. — A holder of shares of any class or series of shares entitled to vote under section 176 may dissent if the corporation resolves to amend its articles in a manner described in that section.

(2.1**) If one class of shares**. — The right to dissent described in subsection (2) applies even if there is only one class of shares.

(3) **Payment for shares**. — In addition to any other right the shareholder may have, but subject to subsection (26), a shareholder who complies with this section is entitled, when the action approved by the resolution from which the shareholder dissents or an order made under subsection 192(4) becomes effective, to be paid by the corporation the fair value of the shares in respect of which the shareholder dissents, determined as of the close of business on the day before the resolution was adopted or the order was made.

(4) **No partial dissent**. — A dissenting shareholder may only claim under this section with respect to all the shares of a class held on behalf of any one non-record owner and registered in the name of the dissenting shareholder.

(5) **Objection.** — A dissenting shareholder shall send to the corporation, at or before any meeting of shareholders at which a resolution referred to in subsection (1) or (2) is to be voted on, a written objection to the resolution, unless the corporation did not give notice to the shareholder of the purpose of the meeting and of their right to dissent.

(6) **Notice of resolution**. — The corporation shall, within ten days after the shareholders adopt the resolution, send to each shareholder who has filed the objection referred to in subsection (5) notice that the resolution has been adopted, but such notice is not required to be sent to any shareholder who voted for the resolution or who has withdrawn their objection.

(7) **Demand for payment**. — A dissenting shareholder shall, within twenty days after receiving a notice under subsection (6) or, if the shareholder does not receive such notice, within twenty days after learning that the resolution has been adopted, send to the corporation a written notice containing

(a) the shareholder's name and address;

(b) the number and class of shares in respect of which the shareholder dissents; and

(c) a demand for payment of the fair value of such shares.

(8) **Share certificate**. — A dissenting shareholder shall, within thirty days after sending a notice under subsection (7), send the certificates representing the shares in respect of which the shareholder dissents to the corporation or its transfer agent.

(9) **Forfeiture**. — A dissenting shareholder who fails to comply with subsection (8) has no right to make a claim under this section.

(10) **Endorsing certificate**. — A corporation or its transfer agent shall endorse on any share certificate received under subsection (8) a notice that the holder is a dissenting shareholder under this section and shall forthwith return the share certificates to the dissenting shareholder.

(11) **Suspension of rights**. — On sending a notice under subsection (7), a dissenting shareholder ceases to have any rights as a shareholder other than to be paid the fair value of their shares as determined under this section except where

(a) the shareholder withdraws that notice before the corporation makes an offer under subsection (12),

(b) the corporation fails to make an offer in accordance with subsection (12) and the shareholder withdraws the notice, or

(c) the directors revoke a resolution to amend the articles under subsection 173(2) or 174(5), terminate an amalgamation agreement under subsection 183(6) or an application for continuance under subsection 188(6), or abandon a sale, lease or exchange under subsection 189(9), in which case the shareholder's rights are reinstated as of the date the notice was sent.

(12) **Offers to pay**. — A corporation shall, not later than seven days after the later of the day on which the action approved by the resolution is effective or the day the corporation received the notice referred to in subsection (7), send to each dissenting shareholder who has sent such notice

(a) a written offer to pay for their shares in an amount considered by the directors of the corporation to be the fair value, accompanied by a statement showing how the fair value was determined; or

(b) if subsection (26) applies, a notification that it is unable lawfully to pay dissenting shareholders for their shares.

(13) **Same terms**. — Every offer made under subsection (12) for shares of the same class or series shall be on the same terms.

(14) **Payment**. — Subject to subsection (26), a corporation shall pay for the shares of a dissenting shareholder within ten days after an offer made under subsection (12) has been accepted, but any such offer lapses if the corporation does not receive an acceptance thereof within thirty days after the offer has been made.

(15) **Corporation may apply to court**. — Where a corporation fails to make an offer under subsection (12), or if a dissenting shareholder fails to accept an offer, the corporation may, within fifty

days after the action approved by the resolution is effective or within such further period as a court may allow, apply to a court to fix a fair value for the shares of any dissenting shareholder.

(16) **Shareholder application to court**. — If a corporation fails to apply to a court under subsection (15), a dissenting shareholder may apply to a court for the same purpose within a further period of twenty days or within such further period as a court may allow.

(17) **Venue**. — An application under subsection (15) or (16) shall be made to a court having jurisdiction in the place where the corporation has its registered office or in the province where the dissenting shareholder resides if the corporation carries on business in that province.

(18) **No security for costs**. — A dissenting shareholder is not required to give security for costs in an application made under subsection (15) or (16).

(19) **Parties**. — On an application to a court under subsection (15) or (16),

(a) all dissenting shareholders whose shares have not been purchased by the corporation shall be joined as parties and are bound by the decision of the court; and

(b) the corporation shall notify each affected dissenting shareholder of the date, place and consequences of the application and of their right to appear and be heard in person or by counsel.

(20) **Powers of court**. — On an application to a court under subsection (15) or (16), the court may determine whether any other person is a dissenting shareholder who should be joined as a party, and the court shall then fix a fair value for the shares of all dissenting shareholders.

(21) **Appraisers**. — A court may in its discretion appoint one or more appraisers to assist the court to fix a fair value for the shares of the dissenting shareholders.

(22) **Final order**. — The final order of a court shall be rendered against the corporation in favour of each dissenting shareholder and for the amount of the shares as fixed by the court.

(23) **Interest**. — A court may in its discretion allow a reasonable rate of interest on the amount payable to each dissenting shareholder from the date the action approved by the resolution is effective until the date of payment.

(24) **Notice that subsection (26) applies**. — If subsection (26) applies, the corporation shall, within ten days after the pronouncement of an order under subsection (22), notify each dissenting shareholder that it is unable lawfully to pay dissenting shareholders for their shares.

(25) **Effect where subsection (26) applies**. — If subsection (26) applies, a dissenting shareholder, by written notice delivered to the corporation within thirty days after receiving a notice under subsection (24), may

(a) withdraw their notice of dissent, in which case the corporation is deemed to consent to the withdrawal and the shareholder is reinstated to their full rights as a shareholder; or

(b) retain a status as a claimant against the corporation, to be paid as soon as the corporation is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the corporation but in priority to its shareholders.

(26) **Limitation**. — A corporation shall not make a payment to a dissenting shareholder under this section if there are reasonable grounds for believing that

(a) the corporation is or would after the payment be unable to pay its liabilities as they become due; or

(b) the realizable value of the corporation's assets would thereby be less than the aggregate of its liabilities.