UNIQUE RESOURCES CORP.
Suite 480, 789 West Pender Street
Vancouver, B.C. V6C 1H2
Phone: 604-638-8063
Fax: 604-648-8105

INFORMATION CIRCULAR

(As at April 10, 2015, except as indicated)

Unique Resources Corp. (the "**Company**") is providing this Information Circular and a form of proxy in connection with management's solicitation of proxies for use at the annual and special general meeting (the "**Meeting**") of the Company to be held on Wednesday, May 13, 2015 at 10am PST and at any adjournments. The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact. The Company will pay the cost of solicitation.

NOTICE-AND-ACCESS

The Company is not sending this Information Circular to registered or non-registered (beneficial) shareholders using "notice-and-access" as defined under NI 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*.

APPOINTMENT OF PROXYHOLDER

The purpose of a proxy is to designate persons who will vote the proxy on a shareholder's behalf in accordance with the instructions given by the shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or directors of the Company (the "**Management Proxyholders**").

A shareholder has the right to appoint a person other than a Management Proxyholder, to represent the shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person's name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a shareholder.

VOTING BY PROXY

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Shares represented by a properly executed proxy will be voted or be withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly.

If a shareholder does not specify a choice and the shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.

The enclosed form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

COMPLETION AND RETURN OF PROXY

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, TMX Equity Transfer Services, 650 West Georgia Street, Suite 2700, Vancouver, British Columbia, V6B 4N9 not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

NON-REGISTERED HOLDERS

Only shareholders whose names appear on the records of the Company as the registered holders of shares or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" shareholders because the shares they own are not registered in their names but instead registered in the name of a nominee such as: a brokerage firm through which they purchased the shares; a bank, trust company, trustee or administrator of self-administered RRSP's, RRIF's, RESP's and similar plans; or a clearing agency such as The Canadian Depository for Securities Limited (a "**Nominee**"). If you purchased your shares through a broker, you are likely a non-registered holder.

In accordance with securities regulatory policy, the Company has distributed copies of the Meeting materials, being the Notice of Meeting, this Information Circular and the form of proxy, to the Nominees for distribution to non-registered holders.

Nominees are required to forward the Meeting materials to non-registered holders to seek their voting instructions in advance of the Meeting. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered holder. The Nominees often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Nominee in order that your shares are voted at the Meeting.

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

In addition, Canadian securities legislation permits the Company to forward meeting materials directly to "non objecting beneficial owners". These securityholder materials are being sent to both registered and non-registered holders. If you are a non-registered holder, and the Company or its agent has sent these materials directly to you (instead of through a Nominee), your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Nominee holding on your behalf. By choosing to send these materials to you directly, the Company (and not the Nominee holding on your behalf) has assumed responsibility for (i) delivering these materials to you and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

REVOCABILITY OF PROXY

Any registered shareholder who has returned a proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a registered shareholder, his attorney authorized in writing or, if the registered shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the

Meeting. **Only registered shareholders have the right to revoke a proxy. Non-registered holders who wish to change their vote must, at least 7 days before the Meeting, arrange for their Nominees to revoke the proxy on their behalf.**

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares without par value (the "**shares**"), of which 14,454,148 shares are issued and outstanding as of April 10, 2015. Persons who are registered shareholders at the close of business on April 10, 2015 will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each share held.

To the knowledge of the directors and officers of the Company, no person beneficially owns, as of the date hereof, directly or indirectly, or exercises control or direction over, more than 10% of the Company's Common Shares other than the following:

Name	Number of Common Shares	Percentage of Common Shares
Gary Freeman	2,381,000[(1)]	16.47%
Darryl Cardey	2,100,000[(2)]	14.52%

(1) These shares are held through GRF Consulting Corp., a company controlled by Mr. Freeman.

(2) Of these shares, 1,000,000 are held in the name of Cardey Management Corp., a company controlled by Mr. Cardey.

ELECTION OF DIRECTORS

The directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are elected or appointed. In the absence of instructions to the contrary, the enclosed proxy will be voted by the Management Proxyholders for the nominees herein listed.

Shareholders' approval will be sought at the Meeting to fix the number of Directors at four (4).

The board of directors of the Company (the "**Board**") has an Audit Committee and a Compensation Committee, the members of each of which are set out below.

Management of the Company proposes to nominate each of the following persons for election as a director. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name, Province and Country of Residence, and Position with the Company	Principal Occupation or employment and, if not a previously elected Director, occupation during the past 5 years	Previous Service as a Director	Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly
Gary Freeman [(1)] British Columbia, Canada *President, Chief Executive Officer, Corporate Secretary and Director*	President and CEO of Ethos Gold Corp.	Since May 20, 2011	2,381,000[(3)] (16.47%)

Name, Province and Country of Residence, and Position with the Company	Principal Occupation or employment and, if not a previously elected Director, occupation during the past 5 years	Previous Service as a Director	Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly
Darryl Cardey (2) British Columbia, Canada *Director and Chief Financial Officer*	President of Cardey Management Corp., a private venture capital company since October 2000. A Director and principal of CDM Capital Partners Inc., a private venture capital company, since April 2011.	Since May 20, 2011	2,100,000(4) (14.52%)
Cale Moodie (1)(2) British Columbia, Canada *Director*	CFO of Full Metal Minerals Ltd., Minaurum Gold Inc., Entourage Metals Ltd. and Brixton Metals Corporation.	Since July 14, 2011	160,000 (5) (1.11%)
James Dawson (1)(2) British Columbia, Canada *Director*	Principal of Dawson Geological Consultants Ltd.	Since July 14, 2011	100,000 (6) (0.69%)

(1) Member of the Audit Committee.
(2) Member of the Compensation Committee.
(3) These shares are held through GRF Consulting Corp., a company controlled by Mr. Freeman.
(4) Of these shares, 1,000,000 are held in the name of Cardey Management Corp., a company controlled by Mr. Cardey.
(5) Of these shares, 100,000 are held by Spartan Pacific Financial Ltd. and 60,000 are held by Spartan Holdings Ltd., both of which are controlled by Mr. Moodie.

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

To the knowledge of the Company, except as disclosed below, none of the directors or executive officers is, as at the date of this Information Circular, or has been, within ten years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company that:

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

b) was subject to an Order that was issued after the director or executive officer 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.

"Order" means a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation and, in each case, that was in effect for a period of more than 30 consecutive days.

In May 2006, management of Peterborough Capital Corp. ("Peterborough") applied to the British Columbia Securities Commission (the "BCSC") for, and the BCSC issued on May 2, 2006, a management

cease trade order as part of a voluntary process where specific insiders and management are subject to a cease trade order as a result of the delay in the filing of Peterborough's audited financial statements for the year ended December 31, 2005. On May 19, 2006, the Alberta Securities Commission issued a similar management cease trade order, which expired on July 10, 2006. Peterborough filed its audited financial statements for the year ended December 31, 2005 on July 6, 2006, and the management cease trade order was revoked by the BCSC on August 10, 2006. At the time, Gary Freeman was a director of Peterborough and Mr. Freeman was subject to the management cease trade order.

In addition, to the knowledge of the Company none of the directors or executive officers of the Company or any shareholder of the Company holding a sufficient number of securities to affect materially the control of the Company:

a) is, as at the date of this Information Circular, or has been within the 10 years before the date of this Information Circular, 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

b) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or

c) 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 investor in making an investment decision.

The following directors of the Company hold directorships in other reporting issuers (or the equivalent in a foreign jurisdiction) as set out below:

Name of Director	***Name of Other Reporting Issuer***
Gary Freeman	Ethos Gold Corp. Precipitate Gold Corp. Remo Resources Inc. Sonoro Metals Corp.
Darryl Cardey	Cairo Resources Inc. Northern Empire Resources Corp. Millrock Resources Inc. Otterburn Resources Corp. Precipitate Gold Corp. Woodrose Corporation Highway 50 Gold Corp.

Name of Director	*Name of Other Reporting Issuer*
Cale Moodie	Brixton Metals Corporation Aftermath Silver Ltd.
James Dawson	Kivalliq Energy Corporation Wealth Minerals Ltd. New Dimension Resources Ltd.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The objective of the Company's compensation program is to compensate the executive officers for their services to the Company at a level that is both in line with the Company's fiscal resources and competitive with companies at a similar stage of development, although no formal benchmark group of companies is established. The Compensation of NEOs (as defined below) is determined by the Company's Compensation Committee. The Company pays GRF Consulting Corp. and Cardey Management Corp. (companies controlled respectively by Gary Freeman and Darryl Cardey) monthly fees, as described below. All other compensation awarded to NEOs is in the form of incentive stock options based on the value such NEOs create for the Issuer's shareholders.

Option-based awards

The Company's current stock option plan has been used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the executive officers, the Compensation Committee takes into account the number of options, if any, previously granted to each executive officer, and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the TSX Venture Exchange (the "**TSXV**"), and closely align the interests of the executive officers with the interests of shareholders.

The Compensation Committee has the responsibility to administer the compensation policies related to the executive management of the Company, including option-based awards.

Summary Compensation Table

The following table sets forth all annual and long term compensation for services in all capacities to the Company for the three most recently completed financial years of the Company in respect of each of the individuals comprised of each Chief Executive Officer and the Chief Financial Officer who acted in such capacity for all or any portion of the most recently completed financial year, and each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, (other than the Chief Executive Officer and the Chief Financial Officer), as at September 30, 2014 whose total compensation was, individually, more than $150,000 for the financial year and any individual who would have satisfied these criteria but for the fact that individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of the most recently completed financial year (collectively the "**Named Executive Officers**" or "**NEOs**").

NEO Name and Principal Position	*Year*	*Salary ($)*	*Share-Based Awards ($)*	*Option-Based Awards ($)*	*Non-Equity Incentive Plan Compensation ($)*		*Pension Value ($)*	*All Other Compensation ($)*	*Total Compensation ($)*
					Annual Incentive Plans	*Long-term Incentive Plans*			
Gary Freeman *CEO*	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2013	Nil	Nil	Nil	Nil	Nil	Nil	37,500 (2)	37,500
	2012	Nil	Nil	41,618(1)	Nil	Nil	Nil	90,000 (2)	131,618
Darryl Cardey *CFO*	2014	Nil	Nil	Nil	Nil	Nil	Nil	29,300 (3)	29,300 (3)
	2013	Nil	Nil	Nil	Nil	Nil	Nil	76,000 (3)	76,000
	2012	Nil	Nil	20,036(1)	Nil	Nil	Nil	118,000 (3)	137,536

(1) The Company used the Black-Scholes model as the methodology to calculate the grant date fair value, and relied on the following key assumptions and estimates for each calculation: fair value of common shares on grant date – $0.15; estimated stock price volatility 110.61%; expected dividend rate – Nil%; risk free rate 1.66%

(2) Consulting fees paid to GRF Consulting Corp., a company controlled Gary Freeman.

(3) Fees paid to CDM Capital Partners Inc., a private company owned one third by Mr. Cardey, for accounting, rent, and administration fees.

Incentive Plan Awards

The following table sets forth information concerning all awards outstanding under incentive plans of the Company (regardless of whether that compensation depends on achieving certain performance goals or similar conditions within a specified period), at the end of the most recently completed financial year, including awards granted before the most recently completed financial year, to each of the Named Executive Officers:

	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 ($)*
Gary Freeman *CEO*	350,000	$0.15	April 3, 2017	Nil	Nil	N/A
Darryl Cardey *CFO*	168,500	$0.15	April 3, 2017	Nil	Nil	N/A

(1) This amount is calculated based on the difference between the market value of the securities underlying the options at the end of the most recently completed financial year, which was $0.135 and the exercise or base price of the option.

All of the outstanding incentive stock options described in the table above were granted and vested in the most recently completed financial year of the Company.

Pension Plan Benefits

The Company does not have a pension plan that provides for payments or benefits to the Named Executive Officers at, following, or in connection with retirement.

Management and Consulting Agreements

The Company has entered into consulting agreements pursuant to which it paid, during the most recently completed financial year, an aggregate of $37,500 to GRF Consulting Corp. (a company controlled by Gary Freeman) in consideration for Mr. Freeman's services as the Company's President, CEO and

Corporate Secretary and $37,500 to CDM Capital Partners Inc. (a private company of which Mr. Cardey owns one third), as administration fees. The Company paid an aggregate of $38,500 to CDM Capital Partners Inc. in accounting, rent and office and administrative fees, and a total of $9,000 in directors' fees to Cale Moodie and James Dawson.

Termination and Change of Control Benefits

The Company has no employment contracts with any Named Executive Officer.

The Company has no compensatory plan, contract or arrangement where a Named Executive Officer is entitled to receive more than $100,000 to compensate such executive officers in the event of resignation, retirement or other termination, a change of control of the Issuer or a change in responsibilities following a change in control.

Director Compensation

The following table sets forth all amounts of compensation provided to the directors, who are each not also a Named Executive Officer, for the Company's most recently completed financial year:

Director Name [(1)]	*Fees Earned ($)*	*Share-Based Awards ($)*	*Option-Based Awards ($)*	*Non-Equity Incentive Plan Compensation ($)*	*Pension Value ($)*	*All Other Compensation ($)*	*Total ($)*
Cale Moodie	Nil	Nil	Nil	Nil	Nil	Nil	Nil
James Dawson	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) Relevant disclosure has been provided in the *Summary Compensation Table* above, for directors who receive compensation for their services as a director who are also Named Executive Officers.

The Company has no arrangements, standard or otherwise, pursuant to which Directors are compensated by the Company or its subsidiaries for their services in their capacity as Directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial year or subsequently, up to and including the date of this Information Circular.

The Company has a stock option plan for the granting of incentive stock options to the officers, employees and Directors. The purpose of granting such options is to assist the Company in compensating, attracting, retaining and motivating the Directors of the Company and to closely align the personal interests of such persons to that of the shareholders.

Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information concerning all awards outstanding under incentive plans of the Company (regardless of whether that compensation depends on achieving certain performance goals or similar conditions within a specified period), at the end of the most recently completed financial year, including awards granted before the most recently completed financial year, to each of the Directors who are not Named Executive Officers:

	Option-Based Awards				*Share-Based Awards*	
Director 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 ($)*
Cale Moodie	100,000	$0.15	April 3, 2017	Nil	Nil	N/A
James Dawson	100,000	$0.15	April 3, 2017	Nil	Nil	N/A

(1) This amount is calculated based on the difference between the market value of the securities underlying the options at the end of the most recently completed financial year, which was $0.135, and the exercise or base price of the option.

All of the outstanding incentive stock options described in the table above were granted and vested in the most recently completed financial year of the Company.

Securities Authorized for Issuance Under Equity Compensation Plans

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

Plan Category	*Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)*	*Weighted-average exercise price of outstanding options, warrants and rights (b)*	*Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)*
Equity compensation plans approved by securityholders	900,000	Nil	502,000
Equity compensation plans not approved by securityholders	Nil	N/A	N/A
Total	900,000	-	502,000

The Company's stock option plan, described below, is the only compensation plan under which equity securities are authorized for issuance. Shareholder approval of the stock option plan will be sought at the Meeting.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at April 10, 2015, there was no indebtedness outstanding of any current or former Director, executive officer or employee of the Company or its subsidiaries which is owing to the Company or its subsidiaries, or which is owing to another entity and is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries, whether entered into in connection with a purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a Director or executive officer of the Company, no proposed nominee for election as a Director of the Company and no associate of such persons:

(i) is or at any time since the beginning of the most recently completed financial year has been, indebted to the Company or any of its subsidiaries; or

(ii) is indebted to another entity, whose indebtedness is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries,

in relation to a securities purchase program or other program.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out herein, no person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee of management of the Company for election as a director of the Company, and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than the election of directors or the appointment of auditors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person or proposed director of the Company and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect the Company.

APPOINTMENT OF AUDITORS

Charlton & Company, Chartered Accountants, of Vancouver, British Columbia was appointed the auditors of the Company effective October 6, 2011. Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the re-appointment of Charlton & Company as the auditors of the Company to hold office for the ensuing year at a remuneration to be fixed by the directors.

MANAGEMENT CONTRACTS

Management functions of the Company are performed by the directors or executive officers of the Company. Consideration for the services of certain directors and officers is paid through companies controlled by those directors and officers, as described above.

AUDIT COMMITTEE

The Audit Committee's Charter

General

The Audit Committee is a committee of the Board. Its primary function is to assist the Board in fulfilling its oversight responsibilities by reviewing the financial information to be provided to the shareholders and others, the systems of internal controls and management information systems that management has established under supervision of the Audit Committee, the Company's internal and external audit process and monitoring compliance with the Company's legal and regulatory requirements with respect to its financial statements.

The Audit Committee is accountable to the Board. In the course of fulfilling its specific responsibilities hereunder, the Audit Committee is expected to attempt to maintain an open communication between the Company's external auditors and the Board.

The responsibilities of a member of the Audit Committee are in addition to such member's duties as a member of the Board.

The Audit Committee does not plan or perform audits or warrant the accuracy or completeness of the Company's financial statements or financial disclosure or compliance with generally accepted accounting procedures as these are the responsibility of management and the external auditors.

Membership

The Audit Committee consists of at least three Directors who shall serve on behalf of the Board. The members are appointed annually by the Board and shall meet the independence, financial literacy and experience requirements of the TSX Venture Exchange and other regulatory agencies as required.

Procedural Matters

The Audit Committee shall be governed by the Committee Terms of Reference adopted by the Board, save as modified by the following procedural requirements and powers. The Audit Committee:

(a) Shall meet at least four times per year, either by telephone conference or in person.

(b) May invite the Company's external auditors, the Chief Financial Officer, and such other persons are deemed appropriate by the Audit Committee to attend meetings of the Audit Committee.

(c) Shall report material decisions and actions of the Audit Committee to the Board, together with such recommendations as the Committee may deem appropriate, at the next Board meeting.

(d) Shall review the performance of the Audit Committee on an annual basis and report to the Board.

(e) Shall review and assess the Mandate for the Audit Committee at least annually and submit any proposed revisions to the Board for approval.

(f) Has the power to conduct or authorize investigations into any matter within the scope of its responsibilities. It has the right to engage independent counsel and other advisors as it determines necessary to carry out its duties and the right to set the compensation for any advisors employed by the Audit Committee.

(g) Has the right to communicate directly with the CFO and other members of management who have responsibility for the audit process ("**internal audit management**"), if applicable, and external auditors.

(h) Has the right to pre-approve non-audit services (subject to ratification by the Board at its next meeting) to be performed by the external auditors. The Audit Committee may delegate certain pre-approval functions for non-audit services to one or more independent members of its Committee if it first adopts specific policies and procedures respecting same and provided such decisions are presented to the full Audit Committee for approval at its next meeting.

No business may be transacted by the Audit Committee except at a meeting of its members at which a quorum of the Committee is present or by resolution in writing signed by all the members of the Committee. A majority of the members of the Committee shall constitute a quorum, provided that if the number of members of the Committee is an even number, one-half of the number of members plus one shall constitute a quorum.

The Audit Committee shall have the authority to engage independent counsel and other advisors as the Audit Committee may deem appropriate in its sole discretion and to set and pay the compensation for any advisors employed by the Audit Committee. The Audit Committee shall not be required to obtain the approval of the Board in order to retain or compensate such consultants or advisors.

The Audit Committee shall have access to any and all books and records of the Company necessary for the execution of the Committee's obligations and shall discuss with the CEO or CFO such records and other matters considered appropriate.

Responsibilities

The Audit Committee has primary responsibility for the selection, appointment, dismissal, compensation and oversight of the external auditors, subject to the overall approval of the Board. For this purpose, the audit Committee may consult with management.

External Auditors

The responsibilities of the Audit Committee are to:

(a) Recommend to the Board:

(i) whether the current external auditor should be reappointed for the ensuing year and the amount of compensation payable; and

(ii) if the current external auditor is not to be reappointed, select and recommend a suitable alternative.

(b) Oversee the work of the external auditors engaged for the purpose of preparing or issuing an auditors' report or performing other audit, review or attest services for the Company.

(c) Resolve disagreements, if any, between management and the external auditors regarding financial reporting. It accomplishes this by querying management and the external auditors. The Audit Committee provides the Board with such recommendations and reports with respect to the financial statements of the Company as it deems advisable.

(d) Take reasonable steps to confirm the independence of the external auditors, including but not limited to pre-approving any non-audit related services provided by the external auditors to the

Company or the Company's subsidiaries, if any, with a view to ensuring independence of the auditors, and in accordance with any applicable regulatory requirements, including the requirements of TSX Venture Exchange with respect to approval of non-audit related services performed by the external auditors.

(e) Obtain from the external auditors confirmation that the external auditors are a 'participating audit' firm for the purpose of National Instrument 52-108 (Auditor Oversight) and are in compliance with governing regulations.

(f) Review and evaluate the performance of the external auditors including the external auditors' internal quality-control procedures.

(g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the Company's external auditors.

Internal Auditors

The Audit Committee is to assist Board oversight of the performance of the Company's internal audit function, if any. In connection with the Corporation's internal audit function, if any, the Audit Committee shall:

(a) review the terms of reference of the internal auditor, if any, and meet with the internal auditor as the Audit Committee may consider appropriate to discuss any concerns or issues;

(b) in consultation with the external auditor and the internal audit group, review the adequacy of the Company's internal control structure and procedures designed to ensure compliance with laws and regulations and any special audit steps adopted in light of material deficiencies and controls;

(c) review the internal control report prepared by management, including management's assessment of the effectiveness of the Company's internal control structure and procedures for financial reporting; and

(d) periodically review with the internal auditor, if any, any significant difficulties, disagreements with management or scope restrictions encountered in the course of the work of the internal auditor.

Audit and Review Process and Results

The Audit Committee has a duty to receive, review and make any inquiry regarding the completeness, accuracy and presentation of the Company's financial statements to ensure that the financial statements fairly present the financial position and risks of the organization and that they are prepared in accordance with generally accepted accounting principles. To accomplish this, the Audit Committee is required to:

(a) Review annually the Company's internal system of audit and financial controls, internal audit procedures and results of such audits.

(b) Prior to the annual audit by external auditors, consider the scope and general extent of the external auditors' review, including their engagement letter.

(c) Ensure the external auditors have full, unrestricted access to required information and have the cooperation of management.

(d) Review with the external auditors, in advance of the audit, the audit process and standards, as well as regulatory or Company-initiated changes in accounting practices and policies and the financial impact thereof, and selection or application of appropriate accounting principles.

(e) Review with the external auditors and, if necessary, legal counsel, any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Company and the manner in which these matters are being disclosed in the financial statements. Review the appropriateness and disclosure of any off-balance sheet matters. Review disclosure of related-party transactions.

(f) Receive and review with the external auditors, the external auditors' audit report and the audited financial statements. Make recommendations to the Board respecting approval of the audited financial statements.

(g) Meet with the external auditors separately from management to review the integrity of the Company's financial reporting, including the clarity of financial disclosure and the degree of conservatism or aggressiveness of the accounting policies and estimates, performance of internal audit management, any significant disagreements or difficulties in obtaining information, adequacy of internal controls over financial reporting and the degree of compliance of the Company with prior recommendations of the external auditors. The Audit Committee shall direct management to implement such changes as the Audit Committee considers appropriate, subject to any required approvals of the Board arising out of the review.

(h) Meet at least annually with the external auditors, independent of management, and report to the Board on such meetings.

Interim Financial Statements and MD&A

The Board has delegated to the Audit Committee the power to approve the Company's interim financial statements and management's discussion and analysis. The Audit Committee shall:

(a) Review on an annual basis the Company's practice with respect to review of interim financial statements by the external auditors.

(b) Conduct all such reviews and discussions with the external auditors and management as it deems appropriate.

(c) Review and, if appropriate approve the interim financial statements and management's discussion and analysis.

(d) Review the interim financial statements with the external auditors if the external auditors conduct a review of the interim financial statements.

Involvement with Management

The Audit Committee has primary responsibility for overseeing the actions of management in all aspects of financial management and reporting. The Audit Committee:

(a) Shall review all public disclosure of financial information extracted from the Company's financial statements prior to such information being made public by the Company and for such purpose, the CEO assumes responsibility for providing the information to the Audit Committee for their review.

(b) Review material financial risks with management, the plan that management has implemented to monitor and deal with such risks and the success of management in following the plan.

(c) Consult annually and otherwise as required with the Company's CEO and CFO respecting the adequacy of the internal controls and review any breaches or deficiencies.

(d) Obtain such certifications by the CEO and CFO attesting to internal controls, disclosure and procedures as deemed advisable.

(e) Review management's response to significant written reports and recommendations issued by the external auditors and the extent to which such recommendations have been implemented by management.

(f) Review as required with management annual financial statements, quarterly financial statements, management's discussion & analysis, Annual Information Forms, future-oriented financial information or pro-forma information and other financial disclosure in continuous disclosure documents.

(g) Review with management the Company's compliance with applicable laws and regulations respecting financial matters.

(h) Review with management proposed regulatory changes and their impact on the Company.

(i) Review with management and approve public disclosure of the Audit Committee Mandate in the Company's Annual Information Form, Information Circular and on the Company's website.

Complaints

Complaints regarding accounting, internal accounting controls, or auditing matters may be submitted to the Audit Committee, attention: The Chair. Complaints may be made anonymously and, if not made anonymously, the identity of the person submitting the complaint will be kept confidential. Upon receipt of a complaint, the Chair will conduct or designate a member of the Audit Committee to conduct an initial investigation. If the results of that initial investigation indicate there may be any merit to the complaint, the matter will be brought before the Audit Committee for a determination of further investigation and action. Records of complaints made and the resulting action or determination with respect to the complaint shall be documented and kept in the records of the Audit Committee for a period of three years.

Reporting

The Audit Committee shall report to the Board of Directors at its regularly scheduled meetings.

Composition of the Audit Committee

The following are the members of the Audit Committee:

Cale Moodie	Independent (1)	Financially literate (1)
James Dawson	Independent (1)	Financially literate (1)
Gary Freeman	Not independent (1)	Financially literate (1)

(1) As defined by National Instrument 52-110 ("**NI 52-110**").

Relevant Education and Experience of Audit Committee

Cale Moodie

Cale Moodie holds a Chartered Accountant designation from the Institute of Chartered Accountants, British Columbia. Mr. Moodie worked in public practice accounting at KPMG LLP's Vancouver Industrial Markets Group for a number of years where he focused on audits of public mining and resource based companies. In recent years, Mr. Moodie has acted in senior financial roles with a wide variety of private and public companies in mining and mineral exploration sector.

James Dawson

James Dawson is a practicing member of the Association of Professional Engineers and Geoscientists of British Columbia. Mr. Dawson is a director of a number of public companies involved in mineral exploration and has the ability to read and understand financial reporting. Mr. Dawson will provide the audit committee with knowledge and expertise on the reporting and understanding of exploration costs and accounting.

Gary Freeman

Gary Freeman has past experience as an officer and director of Canadian public companies involved in mineral exploration. Mr. Freeman has the ability to read and understand financing reporting having held senior management and director positions with other reporting issuers in the mineral exploration and mining sector.

Audit Committee Oversight

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

Reliance on Certain Exemptions

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

Pre-Approval Policies and Procedures

The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services.

External Auditors Service Fees (By Category)

The aggregate fees billed by the Company's external auditors in each of the last two fiscal years for audit fees are as follows:

Financial Year Ending	*Audit Fees*	*Audit Related Fees*	*Tax Fees*	*All Other Fees*
September 30, 2014	$7,650	$Nil	$1,100	$Nil
September 30, 2013	$8,500	$Nil	$2,350	$Nil

Exemption in Section 6.1 of NI 52-110

The Company is relying on the exemption in Section 6.1 of NI 52-110 from the requirement of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations).

CORPORATE GOVERNANCE DISCLOSURE

A summary of the responsibilities and activities and the membership of each of the Committees is set out below.

National Policy 58-201 establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. National Instrument 58-101 mandates disclosure of corporate governance practices which disclosure is set out below.

Independence of Members of Board

The Company's board of directors consists of four directors, two of whom are independent based upon the tests for independence set forth in NI 52-110. Cale Moodie and James Dawson are independent. Gary Freeman is not independent as he is the President, Chief Executive Officer, Corporate Secretary and Director of the Company. Darryl Cardey is not independent, as he is the Chief Financial Officer of the Company.

Management Supervision by Board

The size of the Company is such that all the Company's operations are conducted by a small management team which is also represented on the Board. The Board considers that management is effectively supervised by the independent directors on an informal basis as the independent directors are actively and regularly involved in reviewing and supervising the operations of the Company and have regular and full access to management. The independent directors are however able to meet at any time without any members of management including the non-independent directors being present. Further supervision is performed through the Audit Committee which is composed of a majority of independent directors who meet with the Company's auditors without management being in attendance. The independent directors exercise their responsibilities for independent oversight of management through their majority control of the Board.

Participation of Directors in Other Reporting Issuers

The participation of the directors in other reporting issuers is described in the table provided under "Election of Directors" in this Information Circular.

Orientation and Continuing Education

While the Company does not have formal orientation and training programs, new members of its board of directors are provided with:

1. information respecting the functioning of the board of directors, committees and copies of the Company's corporate governance policies;

2. access to recent, publicly filed documents of the Company, technical reports and the Company's internal financial information;

3. access to management and technical experts and consultants; and

4. a summary of significant corporate and securities responsibilities.

Members of the board of directors are encouraged to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management's assistance; and to attend related industry seminars and visit the Company's operations. Members of the board have full access to the Company's records.

Ethical Business Conduct

The board of directors views good corporate governance as an integral component to the success of the Company and to meet responsibilities to shareholders. The board of directors has adopted a Code of Conduct that is provided to all directors and officers and the board of directors has instructed its management and employees to abide by the Code of Conduct. The Code of Conduct is available on the Company's SEDAR profile at www.sedar.com.

Nomination of Directors

The board of directors has responsibility for identifying potential board candidates. The board of directors assesses potential candidates to fill perceived needs on the board of directors for required skills, expertise, independence and other factors.

Compensation

The Compensation Committee is responsible for determining compensation including for the individual directors and officers of the Company, including the Chief Executive Officer. Given the stage of development of the Company, it is not currently envisioned that any of the directors will be paid director's fees. Rather, directors have been granted options to help ensure their continued interest in the ongoing business and affairs of the Company. The Compensation Committee determines compensation for the officers of the Company, and any consulting or other agreements, to which the Company is a party, will be reviewed by the Compensation Committee on an annual basis.

Board Committees

At this time, the board of directors does not have any standing committees other than the audit committee and compensation committee.

The following are the members of the audit committee:

Cale Moodie (Chair)
James Dawson
Gary Freeman

The following are the members of the compensation committee:

James Dawson (Chair)
Darryl Cardey
Cale Moodie

Assessments

The board of directors annually, and at such other times as it deems appropriate, reviews the performance and effectiveness of the board of directors, the directors and its committees to determine whether changes in size, personnel or responsibilities are warranted. To assist in its review, the board of directors conducts informal surveys of its directors, and reports from the audit committee respecting its own effectiveness. As part of the assessments, the board of directors or the individual committee may review their respective mandate or charter and conduct reviews of applicable corporate policies.

The board of directors does not consider that formal assessments would be useful at this stage of the Company's development. The board of directors conducts informal annual assessments of the board of director's effectiveness, the individual directors and each of its committees. As part of the assessments, the board of directors or the individual committee may review their respective mandate or charter and conduct reviews of applicable corporate policies.

Nomination and Assessment

The board of directors determines new nominees to the board of directors, although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the board of directors members, including both formal and informal discussions among board of directors members and the President and Chief Executive Officer. The board of directors monitors but does not formally assess the performance of individual board of directors members or committee members or their contributions.

Expectations of Management

The board of directors expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance goals and objectives.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Adoption of New Articles

The Company is seeking shareholder approval for a new form of articles ("**Articles**"). The directors of the Company believe that adopting the Articles will enable the Company to be more efficient, flexible and cost-effective and will bring the Company’s charter documents into line with charter documents of other public companies.

The Articles will provide the Company with greater flexibility for future corporate activities, including the consolidation of the Company’s shares and change of name contemplated in connection with the proposed acquisition of Bee Vectoring Technology Inc., as described in the Company’s news release of March 13, 2015. If the Articles are approved by shareholders, the Company expects that it will, by way of directors' resolution, approve a 2.4 to 1 share consolidation and a name change in connection with its acquisition of Bee Vectoring Technology Inc.

Major changes from the existing articles include provisions in the Articles allowing certain changes to the share structure of the Company to be made by way of directors' resolution, instead of requiring a special resolution of shareholders, including changes to:

(a) create one or more classes or series of shares or, if none of the shares of a class or series of shares are allotted or issued, eliminate that class or series of shares;

(b) increase, reduce or eliminate the maximum number of shares that the Company is authorized to issue of any class or series of shares or establish a maximum number of shares that the Company is authorized to issue out of any class or series of shares for which no maximum is established;

(c) subdivide or consolidate all or any of its unissued, or fully paid issued, shares;

(d) if the Company is authorized to issue shares of a class of shares with par value:

i. decrease the par value of those shares; or

ii. if none of the shares of that class of shares are allotted or issued, increase the par value of those shares;

(e) change all or any of its unissued shares with par value into shares without par value or any of its unissued shares without par value into shares with par value or change all or any of its fully paid issued shares with par value into shares without par value; or

(f) alter the identifying name of any of its shares.

The Articles will also allow directors, by way of directors' resolution, to approve a change of the Company's name without the necessity for shareholder approval.

In addition, the Articles include provisions to ensure that the Company may make use of the new "notice-and-access" method of sending proxy materials to shareholders, if and when the Company desires to do so.

The information above regarding the Articles is subject to and qualified in its entirety by reference to the full text of the Articles. The Articles and the Company's existing articles will be available for inspection by shareholders during normal business hours prior to the date of the Meeting at the Company's office at Suite 480, 789 West Pender Street, Vancouver, B.C., and can also be requested by contacting the Company at 604-638-8063. These documents will also be available at the Meeting.

The resolution approving the Articles must be passed by not less than two-thirds of the votes cast by the shareholders present in person or by proxy at the Meeting. Shareholders will be asked to consider and, if thought fit, to pass the following special resolution:

"UPON MOTION IT WAS RESOLVED, as a special resolution, that:

(a) the Company adopt the new form of articles in substitution for the existing articles of the Company;

(b) any director or officer of the Company is authorized to execute and file such documents and take such further action as may be necessary to effect the adoption of the new form of articles; and

(c) the board of directors of the Company is hereby authorized, at any time in its sole discretion, to determine whether or not to proceed with this resolution without further approval, ratification or confirmation by the shareholders."

The Board of Directors of the Company recommends that shareholders vote <u>FOR</u> the resolution to approve the Articles. Unless otherwise instructed, the persons named as proxyholder in the enclosed form of proxy intend to vote in favour of approving the Articles.

The Articles shall have effect immediately on the date and time the Articles are deposited for filing in the Company's records office.

Approval and Ratification of Stock Option Plan

The board of directors of the Company implemented and adopted a stock option plan (the "**Stock Option Plan**") effective November 17, 2011, which was subsequently approved by the TSXV and the Company's shareholders. The number of common shares which may be issued pursuant to options previously granted and those granted under the Stock Option Plan is a maximum of 10% of the issued and outstanding common shares at the time of the grant. Under TSXV policy, all such "rolling" stock option plans must be approved and ratified by shareholders on an annual basis.

The purpose of the Stock Option Plan is to attract and motivate directors, senior officers, employees, management company employees and consultants (collectively, the "Optionees") and to give such persons, as additional compensation, the opportunity to participate in the success of the Company. Under the Stock Option Plan, options are exercisable over periods of up to 10 years as determined by the Company's board of directors and are required to have an exercise price no less than the closing market price of the Company's common shares on the trading day immediately preceding the day on which the Company announces the grant of options (or, if the grant is not announced, the closing market price prevailing on the day that the option is granted), less the applicable discount, if any, permitted by the policies of the TSXV and approved by the Company's board of directors. The number of shares which may be reserved for issuance to any one individual may not exceed 5% of the issued shares on a yearly basis (without shareholder approval) or 2% if the optionee is engaged in investor relations activities or is a consultant. The Stock Option Plan contains no vesting requirements, but permits the Company's board of directors to specify a vesting schedule in its discretion, subject to the minimum vesting requirements of the TSXV, if any.

The Stock Option Plan provides that, on the death or disability of an option holder, all vested options will expire at the earlier of 365 days after the date of death or disability and the expiry date of such options. Where an optionee is terminated for cause, any outstanding options (whether vested or unvested) are cancelled as of the date of termination. If an optionee retires or voluntarily resigns or is otherwise terminated by the Company other than for cause, then all vested options held by such optionee will expire at the earlier of (i) the expiry date of such options and (ii) the date which is 90 days (30 days if the optionee was engaged in investor relations activities) after the optionee ceases its office, employment or engagement with the Company.

The full text of the Stock Option Plan is available for viewing up to the date of the Meeting at the Company's registered and records office 10th Floor, 595 Howe Street, Vancouver, British Columbia and will also be available for review at the Meeting.

Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote for the approval of the Stock Option Plan.

At the Meeting, shareholders will be asked to pass a resolution in the following form:

> "UPON MOTION IT WAS RESOLVED that the Company approve and ratify, subject to regulatory approval, the stock option plan pursuant to which the directors may, from time to time, authorize the issuance of options to directors, officers, employees and consultants of the Company and its subsidiaries to a maximum of 10% of the issued and outstanding common shares at the time of the grant, with a maximum of 5% of the Company's issued and outstanding shares being reserved to any one person on a yearly basis."

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR at www.sedar.com. Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year, which have been provided to shareholders and are available on SEDAR.

OTHER MATTERS

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

DATED this 10th day of April, 2015.

APPROVED BY THE BOARD OF DIRECTORS

"Gary Freeman"
Gary Freeman, Director