



EXPLOR
Resources inc.

Management Information Circular

For the Annual and Special Meeting of the Shareholders

to be held on Tuesday, February 16, 2016
at 10:00 a.m. at the 15 Gamble East Street, Suite 204
Rouyn-Noranda, Quebec

NOTICE OF MEETING
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO: THE SHAREHOLDERS OF EXPLOR RESOURCES INC.

NOTICE is hereby given that the Annual and General Meeting (the “**Meeting**”) of the shareholders of Explor Resources Inc. (the “**Corporation**”) will be held at 15 Gamble Street East, Suite 204, Rouyn-Noranda, Quebec, J9X 3B6 on Tuesday, **February 16, 2016** at the hour of 10:00 a.m. (Eastern time) for the following purposes:

1. To receive the audited financial statements of the Corporation for the year ended April 30, 2015 and the report of the auditors thereon;
2. To pass a resolution fixing the number of directors of the Corporation to be five (5);
3. To pass a resolution appointing each of the directors for the ensuing year;
4. To pass a resolution appointing the auditors for the ensuing year and to authorize the Board of Directors to fix the auditors' remuneration;
5. To consider, and if thought advisable, to approve the continuation of the Corporation's Stock Option Plan which permits grant of options of up to ten (10%) percent of the issued and outstanding common shares to be made by the Corporation on a rolling grant basis;
6. To consider, and if thought advisable, to pass a resolution ratifying the restatement of the Shareholder Rights Plan of the Corporation;
7. To transact such other business as may properly come before the Meeting.

The details of the matters proposed to be put before the Meeting are set forth in the Management Information Circular accompanying and forming part of this Notice of Meeting. The management discussion and analysis, the audit financial statements of the Corporation and the independent auditor's report to the shareholders for the year ended April 30, 2015, are posted on the Corporation's website at www.explorresources.com and on the SEDAR website at www.sedar.com.

The record date for the Meeting is the close of business on January 5, 2016. Only shareholders of the Corporation of record as at that date and beneficial shareholders who are entitled to notice pursuant to National Instrument 54-101 on the record date are entitled to receive notice and vote at the Meeting unless after that date a shareholder of record transfers his/her shares and the transferee, upon producing properly endorsed certificates evidencing such shares or otherwise establishing that he/she owns such shares, requests that CST Trust Company includes the transferee's name on the Corporation's list of shareholders, at least ten days prior to the Meeting.

DATED at Rouyn-Noranda, Province of Quebec, this 13th day of January 2016.

BY ORDER OF THE BOARD

Signed (S): “Julie Godard”
Julie Godard, Secretary

EXPLOR RESOURCES INC.

MANAGEMENT INFORMATION CIRCULAR

GENERAL ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON FEBRUARY 16, 2016

A. PROXY SOLICITATION INFORMATION

Solicitation of Proxies

This management proxy circular (the “Circular”) is distributed within the framework of the solicitation by the management of the Corporation of proxies to be used at the Annual and Special Meeting of shareholders of the Corporation (the “Meeting”). The Meeting will be held at the time and place and for the purposes specified in the enclosed Notice of the Annual and Special Meeting (the “Notice”) and any adjournment thereof. The solicitation of proxies will be done by mail and by telephone and the cost will be borne by the Corporation.

This instrument of proxy will not be valid and not be acted upon or voted unless it is completed as outlined herein and delivered to the attention of Proxy Dept., CST Trust Company., P.O. Box 721, Agincourt, Ontario, M1S 0A1, by facsimile to 416-368-2502 (Toll Free:1-866-781-3111 Canada & US only) or by email at proxy@canstockta.com, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment thereof. A proxy form is valid only at the Meeting or any adjournment(s) thereof.

Appointment of Proxy

The form of proxy must be signed by the shareholder or his/her attorney duly authorized in writing or, if the shareholder is a legal entity, by an executive officer or attorney so authorized in writing. The form of proxy must be accompanied by a certified copy of the resolution authorizing the signature, and filed (i) with the President of the Corporation, at 15 Gamble Street East, Suite 204, Rouyn-Noranda, Quebec J9X 3B6 or with CST Trust Company., P.O. Box 721, Agincourt, Ontario, M1S 0A1, by facsimile to 416-368-2502 (Toll Free:1-866-781-3111 Canada & US only) or by email at proxy@canstockta.com, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment thereof, on the last business day preceding the day of resumption of the Meeting and at the same location, or (ii) with the Chairman of the Meeting on the day of the Meeting or the day of its resumption before the said Meeting starts.

The persons named as proxy in the enclosed form of proxy are directors and/or officers of the Corporation. **Any shareholder has the right to appoint a proxy to represent him/her at the Meeting other than the persons whose name appears as proxy in the enclosed form of proxy by striking out the names printed on the form of proxy and by inserting the name of the proxy of his/her choice in the blank space provided.** A person thus appointed as proxy need not be a shareholder of the Corporation. A person thus appointed as proxy can be revoked if the shareholder attends the Meeting in person and applies therefor.

A non-registered shareholder who wishes to appoint another person to represent him at the Meeting shall carefully follow the instructions of his/her intermediary, including those regarding when and where to send the voting instruction form or proxy to be delivered with directions concerning the appointment of another person to represent him/her at the Meeting.

Discretionary Powers Conferred by Proxies

The right to vote conferred by properly executed form of proxies in the accompanying form, duly signed on behalf of the persons designated therein shall be exercised on any ballot that may be called during the Meeting. The directors who solicit the proxy agree to respect the instructions given by the shareholder in the form of proxy. **If no instructions are given, the votes shall be cast in favour of the resolutions set forth in the Notice of Meeting. The enclosed form of proxy confers discretionary authority upon the persons named therein in respect of amendments to or variations of the matters identified in the Notice of Meeting and any other matters that may properly come before the Meeting, except for the election of directors.** At the date of this Circular, the management of the Corporation is not aware of any such amendments, or other items that may come before the Meeting.

Right of Revocation of Proxies

A shareholder who grants a proxy may, at any time, revoke such proxy by filing a written notice, signed by the shareholder or his/her attorney duly authorized in writing or, if the shareholder is a legal entity, this written notice must be signed by an officer or duly authorized attorney and must be accompanied by a certified copy of the resolution authorizing the signature, either: (i) with the President of the Corporation, at 15 Gamble Street East, Suite 204, Rouyn-Noranda (Quebec) J9X 3B6 or with CST Trust Company., P.O. Box 721, Agincourt, Ontario, M1S 0A1, by facsimile to 416-368-2502 (Toll Free:1-866-781-3111 Canada & US only) or by email at proxy@canstockta.com, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment thereof, on the last business day preceding the day of resumption of the Meeting and at the same location, or (ii) with the Chairman of the Meeting on the day of the Meeting or the day of its resumption before the said Meeting starts.

Interest of Certain Persons in Matters to be Acted Upon

To the knowledge of the Board of Directors (“the **“Board”**”) and management of the Corporation, no director or executive officer of the Corporation or anyone who has held office as such since the beginning of the last financial year of the Corporation or of any associate or affiliate of any of the foregoing has a material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting, except as otherwise disclosed herein.

Voting Shares and Principal Holders Thereof

The authorized share capital of the Corporation consists of an unlimited number of common shares without par value.

January 5, 2016 was the record date (the **“Record Date”**) for purposes of determining the shareholders entitled to receive Notice of Meeting and to vote at the Meeting. As of the Record Date, there were 73,507,199 common shares of the Corporation issued and outstanding giving the holders the right to one vote per share. Only shareholders of the Corporation of record as at the Record Date and beneficial shareholders who are entitled to notice pursuant to National Instrument 54-101 on the Record Date are entitled to vote at the Meeting unless after that date a shareholder of record transfers his/her shares and the transferee, upon producing properly endorsed certificates evidencing such shares or otherwise establishing that he/she owns such shares, requests that CST Trust Company includes the transferee’s name on the Corporation’s list of shareholders, at least ten days prior to the Meeting.

To the knowledge of the management of the Corporation, there is no person who exercises, directly or indirectly, control or direction over, more than 10% of the outstanding common shares of the Corporation as of January 5, 2016, except Concept Capital Management Ltd. which holds 5,238,000 (7%) common shares, 2,400,000 warrants to purchase 2,400,000 common shares (10% if all the warrants were fully exercised) and \$280,000 in unsecured convertible debentures that could be converted into 5,600,000 common shares (16% if the debenture is fully converted) and Marquest Asset Management Inc. which holds 9,391,087 common shares (13%) and 1,001,350 warrants to purchase 1,001,350 common shares (14%) .

Advice to Beneficial Holders of Shares

The information set forth in this section should be reviewed carefully by the non-registered shareholders of the Corporation. Shareholders who do not hold their common shares in their own name (the “**Beneficial Shareholders**”) should note that only proxies deposited by shareholders who appear on the records maintained by the Corporation’s registrar and transfer agent as registered holders of common shares will be recognized and acted upon at the Meeting. If the common shares are not registered in the shareholder’s own name, they are held in the name of a “nominee”, usually a bank, trust company, securities dealer or broker or other financial institution. Applicable securities laws and regulations require nominees of Beneficial Shareholders to seek their voting instructions in advance of the Meeting. Therefore, unless a Beneficial Shareholder has previously informed its nominee that he or she does not wish to receive material relating to shareholders’ meetings, he or she will receive this Circular in a mailing from its nominee, together with a form of proxy or voting instruction form. Each nominee has its own signature and return instructions. It is important that the Beneficial Shareholder comply with these instructions if he or she wants the voting rights attached to her or his shares to be exercised. If the Beneficial Shareholder which has submitted a proxy wishes to change his voting instructions, the Beneficial Shareholder should contact his nominee to find out whether this is possible and what procedure to follow.

Neither the Corporation nor its registrar and transfer agent have a record of the names of the Beneficial Shareholders of the Corporation. If a Beneficial Shareholder attends the Meeting, neither the Corporation nor the registrar and transfer agent will have knowledge of the Beneficial Shareholder’s shareholdings or its entitlement to vote, unless the nominee has appointed the Beneficial Shareholder as proxyholder. Therefore, if you are a Beneficial Shareholder and wish to vote in person at the Meeting, you must insert your name in the space provided on the form of proxy or voting instruction form sent to you by your nominee. By doing so, you are instructing the nominee to appoint you as proxyholder. It is important that the signature and return instructions provided by the nominee are complied with. It is not necessary to otherwise complete the form as you will be voting at the Meeting.

All references to shareholders in this Circular and the accompanying form of proxy and Notice of Meeting are to registered shareholders, unless specifically stated otherwise.

B. MATTERS TO BE ACTED UPON AT THE ANNUAL AND SPECIAL MEETING

Financial Statements

The audited financial statements of the Corporation and the management discussion and analysis for the financial year ended April 30, 2015 and the report of the auditors thereon will be placed before the Meeting but will not be subject to a vote. These financial documents are filed on SEDAR (www.sedar.com) and on the Corporation’s website at www.explorresources.com.

Fix Number of Directors to Be Elected at Meeting

Shareholders of the Corporation will be asked to consider and, if thought appropriate, to approve and adopt an ordinary resolution fixing the number of directors to be elected at the Meeting. In order to be effective, an ordinary resolution requires the approval of a majority of the votes cast by shareholders who vote in respect of the resolution. At the Meeting, it will be proposed that five (5) directors be elected to hold office until the next annual general meeting or until their successors are elected or appointed. **Unless otherwise directed, the persons named in the form of proxy intend to vote “FOR” the ordinary resolution fixing the number of directors to be elected at the Meeting at five (5).**

Election of Directors

The board of directors of the Corporation (the “**Board**”) currently consists of five members. **The persons named in the enclosed form of proxy intend to vote FOR the election of each of the nominees listed below unless the shareholder signing a proxy has indicated his or her desire to abstain from voting regarding the election of directors.** Each director will hold office until the next annual meeting of shareholders of the Corporation or until the election of his successor, unless he resigns or his office becomes vacant by removal, death or other cause.

All of the five nominees are currently directors of the Corporation and four of them are “independent” within the meaning of *Regulation 52-110 Respecting Audit Committees* (“**Regulation 52-110**”).

The following table sets forth the name, municipality and province of residence, office held with the Corporation, date on which each first became a director, principal occupation, business or employment during the last five years and number of Common Shares held by each of the nominees as directors of the Corporation. The information on the nominees in the following table has been furnished by the respective nominees individually. All these directors have been elected at a previous shareholder meeting comprising management information circular, except for Gerhard Merkel. Mr. Merkel has extensive experience as a CEO and CFO of commercial companies. His past experience includes being the CEO and CFO of Metex (Germany) Trading Company from 1994 to 2005. From 2005 to present, he has been CFO and COO of CGM Import-Export Ltd (Portugal) Import/Export, a company dealing in the wholesale and retail of catering equipment.

Name, Municipality, Province of State and Country of Residence and Office Held with the Corporation	Principal Occupation during the last five years	Date of Appointment to the Board of Direction	Number of Common Shares Held as at January 5, 2016
Christian Dupont ⁽¹⁾ New-Brunswick, Canada President and Chief Executive Officer and Director	Mining Engineer, President and Chief Executive Office of Brunswick Resources Inc. since December 2013 and of the Corporation since October 2005	October 21, 2005	2,593,197
Geoffrey Carter ⁽¹⁾ Ontario, Canada Director	Mining Engineer	January 7, 2008	0
Mario Colantonio ⁽¹⁾ Ontario, Canada Director	Civil Engineer	May 13, 2009	0
Jonathan Challis Kent, United Kingdom Director	Mining Engineer	July 2, 2013	0
Gerhard Merkel Sinsheim, Germany Director	Businessman	February 18, 2015	100,000

(1) Member of the Audit Committee

(2) Mr. Merkel holds an unsecured convertible debenture of the Corporation that could be converted into 250,000 common shares.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No director of the Corporation is, as at the date of this Circular, or has been within the last ten years, a director, chief executive officer or chief financial officer of any company that:

- (a) was subject to 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 applicable securities legislation, and which in all cases was in effect for a period of more than 30 consecutive days (an “**Order**”), which Order was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer of such company; or
- (b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer of such company. No director of the Corporation:
 - (a) is, as at the date of this annual information form, or has been within the last ten years, 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;
 - (b) has, within the last ten years, 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 his, her or its assets;
 - (c) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
 - (d) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to reasonable investor in making an investment decision regarding the Corporation.

Christian Dupont has been a director of Treegenic Gold Corporation until January 2010, a former reporting issuer in the Province of Quebec that was under a cease trading order on the shares of this issuer from September 2004 to March 2013 for failure to file its annual and interim financial statements.

Appointment of Independent Auditors

Dallaire & Lapointe Inc, Chartered Professional Accountants of Rouyn-Noranda, Quebec, are the independent auditors of the Corporation since August 31, 2006. Management proposes that Dallaire & Lapointe Inc. be reappointed as the auditors of the Corporation for the financial year ending April 30, 2016 and that the Board be authorized to fix their remuneration.

The persons named in the enclosed proxy form intend to vote FOR the appointment of Dallaire & Lapointe Inc., Chartered Professional Accountants, as auditors of the Corporation and the authorization to the Board to fix their remuneration unless the shareholder specifies that his or her proxy form be withheld from voting thereon.

Stock Option Plan

Shareholders will be asked to approve the continuation of the Corporation's Stock Option Plan pursuant to which 10% of the Corporation's issued and outstanding shares are set aside and reserved for stock options on a rolling basis. The Stock Option Plan was initially approved by the shareholders of the Corporation at the annual general meeting of shareholders held on December 16, 2008. The form of Stock Option Plan is attached as Schedule "B" of the Corporation's management information circular dated November 8, 2008, which was filed on SEDAR (www.sedar.com) on the Corporation profile.

Shareholder Rights Plan

At the Meeting, shareholders will be asked to consider and if thought advisable, to pass a resolution to ratify the restatement of the Corporation's shareholder rights plan (the "**Shareholder Rights Plan**"), which was first adopted by the Board in November 2008 and ratified by the shareholders at the Corporation's annual and special meeting held on December 16, 2008, and thereafter reconfirmed at the annual and special meeting held on December 7, 2011. The Shareholder Rights Plan was not presented for reconfirmation at the annual and special meeting held on October 7, 2014 and therefor, has terminated. On January 13, 2016, the Board has passed a resolution to restate the Shareholder Rights Plan.

The terms of the restated Shareholder Rights Plan are the same as the 2008 Shareholder Rights Plan and are set forth in the shareholder rights plan agreement dated December 16, 2008 (the "**Shareholder Rights Plan Agreement**") between the Corporation and CST Trust Company (formerly CIBC Mellon Trust Company) that was filed on SEDAR by the Corporation on November 1st, 2011 as a "security holder document" and can be found at the following address: www.sedar.com. An amended and restated Shareholder Rights Plan Agreement will be signed with CST Trust Company and will be filed on SEDAR following its ratification by the shareholders at the Meeting.

The Board and management of the Corporation believe that adopting and restating the Shareholder Rights Plan is in best interests of the Corporation and of its shareholders and, accordingly, recommend that shareholders vote FOR the resolution that appears below. To take effect, this ordinary resolution must be approved by a majority of greater 50% of the votes cast by shareholders present in person or represented by proxy at the Meeting. If the resolution is not passed the Shareholder Rights Plan Agreement and all outstanding Rights will terminate and be void and of no further effect on and from the date of termination of the Meeting.

Shareholders are therefore asked to consider and, if thought appropriate, to pass the following resolution:

"BE IT IS RESOLVED TO ratify the restatement of the Shareholder Rights Plan containing the terms and conditions as set forth in the Shareholder Rights Plan Agreement between the Corporation and CST Trust Company and to authorize any officer of the Corporation to sign and deliver any document or to take any action that is useful to give effect to this resolution."

The Board is not aware of, nor is the Board seeking the renewal of the Shareholder Rights Plan in anticipation of, any pending or threatened take-over or offer for common shares of the Corporation.

Objectives of the Shareholder Rights Plan

The objectives of the Shareholder Rights Plan are to give adequate time for shareholders to properly assess a bid without undue pressure, to allow the Board of Directors to consider value-enhancing alternatives and to allow competing bids to emerge. In addition, the Shareholder Rights Plan has been designed to provide shareholders with equal treatment in a bid for control of the Corporation. Under the Shareholder Rights Plan, the Corporation has issued one right (a "**Right**") in respect of each common share outstanding. The Rights issued under the Shareholder Rights Plan become exercisable when a person, together with any parties related to it, acquires or announces its intention to acquire 20% or more of the Corporation's outstanding common shares without complying with the "Permitted Bid" provisions of the Shareholder Rights Plan or without approval of the Board of Directors. A summary of the Shareholder Rights Plan is attached as Schedule "B" to this Information Circular.

The persons named in the enclosed proxy form intend to vote FOR the resolution authorizing the ratification of the restated Shareholder Rights Agreement and Shareholder Rights Plan unless the shareholder giving the proxy has indicated his will to vote against with respect of such matters.

Other Business

The management of the Corporation is not aware of any other matters to come before the Meeting, other than those set out in the Notice of the Meeting or in this Circular. If other matters come before the Meeting, it is the intention of the person's name in the accompanying form of Proxy to vote the same in accordance with their best judgment.

C. DIRECTORS AND NAMED EXECUTIVE OFFICERS

The following table sets forth the information required under *Form 51-102F6V-Statement of Executive Compensation-Venture Issuers of Regulation 51-102 respecting Continuous Disclosure Obligations* (the "**Form 51-102F6V**"), regarding all compensation paid, payable, granted or otherwise provided during the two most recent complete financial years of the Corporation, to all persons acting as directors or as "**Named Executive Officers**" (the "**NEOs**"), as this expression is defined in Form 51-102F6V, for the financial year ended April 30, 2015. The Chief Executive Officer (the "**CEO**") and the Chief Financial Officer (the "**CFO**") were the only NEOs of the Corporation for the year ended April 30, 2015. Christian Dupont is the President and Chief Executive Officer (the "CEO"). Jacques Frigon was Chief Financial Officer (the "CFO") of the Corporation until he resigned on March 14, 2014 and was replaced by Mr. Rodrigue Tremblay. Mr. Tremblay is not a member of the Board of Directors of the Corporation.

Table of Compensation, Excluding Compensation Securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$) ⁽³⁾	Committee or meeting fees (\$) ⁽⁴⁾	Value of perquisites (\$) ⁽⁵⁾	Value of all other compensation (\$) ⁽⁶⁾	Total Compensation (\$)
Christian Dupont President, CEO and Director	2015	109,450 ⁽¹⁾	N/A	N/A	N/A	N/A	109,450
	2014	116,400 ⁽¹⁾	N/A	N/A	N/A	N/A	116,400
Jacques Frigon, CFO and Director ⁽⁷⁾	2015	0	N/A	N/A	N/A	N/A	0
	2014	0	N/A	N/A	N/A	N/A	0
Rodrigue Tremblay, CFO	2015	36,000	N/A	N/A	N/A	N/A	36,000
	2014	4,500 ⁽²⁾	N/A	N/A	N/A	N/A	4,500
Geoffrey Carter, Director	2015	0	N/A	N/A	N/A	N/A	0
	2014	0	N/A	N/A	N/A	N/A	0
Mario Colantonio, Director	2015	0	N/A	N/A	N/A	N/A	0
	2014	0	N/A	N/A	N/A	N/A	0
Jonathan Challis, Director	2015	0	N/A	N/A	N/A	N/A	0
	2014	0	N/A	N/A	N/A	N/A	0
Gerhard Merkel, Director	2015	0	N/A	N/A	N/A	N/A	0
	2014	0	N/A	N/A	N/A	N/A	0

Notes:

- (1) This number represents amounts paid to a private company controlled by the CEO of the Corporation as mining engineer and consultant fees for services rendered to the Corporation by Christian Dupont. This private company does not employ or retain any other individual to act as Neo or director of the Corporation. See the heading "*Interests of Informed Persons in Material*

- Transactions*" for other amounts paid to this company and Christian Dupont other than amounts paid as compensation or for services rendered to the Corporation.
- (2) The amount of \$4,500 that was paid to Rodrigue Tremblay during the year ended April 30, 2014 represents fees paid for services rendered as Chief Financial Officer, following his appointment on March 14, 2014.
 - (3) There were no bonuses earned or paid for year ended April 30, 2015 to the NEOs or to the directors.
 - (4) There were no Committee of meeting fees paid by the Corporation to members of the Board of directors during the year ended April 30, 2015.
 - (5) The value of perquisites is indicated only if such perquisites are not generally available to all employees of the Corporation and that, in aggregate, their total value for the year are greater than: a) \$15,000, if the NEO or director's total salary is \$150,000 or less; or b) 10 % of NEO or director salary, if such total salary is greater than \$150,000 but less than \$ 500,000.
 - (6) The Corporation has not concluded employment, consulting or management agreements providing payments to a NEO or to a director in case of change of control, severance, termination or constructive dismissal. Furthermore, the Corporation does not offer any retirement plan or defined benefit or contribution plans in favor of its NEOs and directors.
 - (7) Mr. Jacques Frigon resigned as director and as CFO of the Corporation on March 14, 2014. He has been replaced as CFO of the Corporation by Mr. Rodrigue Tremblay. Mr. Tremblay is not a member of the Board of Directors.

Stock Options and other Compensation Securities

The following table sets forth, for each NEO and each director, all stock options outstanding as at April 30, 2015. The Corporation does not have any share-based award plan or other long-term incentive plan. During the last financial year, no NEO and no director have exercised stock options.

Securities Granted as Compensation							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Christian Dupont President, CEO and director	Common Shares stock options	140,000	12-24-2010	2.50	0.61	0.08	12-24-2015
		100,000	12-20-2011	1.50	0.30		12-20-2016
		1,000,000	08-16-2013	0.50	0.04		08-16-2018
		800,000	08-08-2014	0.08	0.05		08-08-2019
		51.8%					
Rodrigue Tremblay, CFO	Common Shares stock options	75,000 1.9%	08-08-2014	0.08	0.05	0.08	08-08-2019
Geoffrey Carter, director	Common Shares stock options	40,000	12-24-2010	2.50	0.61	0.08	12-24-2015
		30,000	12-20-2011	1.50	0.30		12-20-2016
		120,000	08-16-2013	0.50	0.04		08-16-2018
		75,000	08-08-2014	0.08	0.05		08-08-2019
		6.7%					
Mario Colantonio, Director	Common Shares stock options	40,000	12-24-2010	2.50	0.61	0.08	12-24-2015
		30,000	12-20-2011	1.50	0.30		12-20-2016
		120,000	08-16-2013	0.50	0.04		08-16-2018
		75,000	08-08-2014	0.08	0.05		08-08-2019
		6.7%					
Jonathan Challis, Director	Common Shares stock options	100,000	07-02-2013	0.50	0.04	0.08	07-02-2018
		100,000	08-16-2013	0.50	0.04		08-16-2018
		75,000	08-08-2014	0.08	0.08		08-08-2019
		6.9%					
Gerhard Merkel, Director	Common Shares stock options	N/A	N/A	N/A	N/A	N/A	N/A

Note:

- (1) The stock options have been granted pursuant to the Corporation's stock option plan described under "**Securities Authorized for Issuance under Equity Compensation Plans**". During the last financial year, no stock option has been cancelled, modified or replaced. As at April 30, 2015, all outstanding stock options were exercisable without restrictions.
- (2) On November 14, 2013, the Corporation proceeded with a consolidation of its capital share on the basis of one new share for five shares.
- (3) Gerhard Merkel was appointed to the Board on February 18, 2015 but at the end of the financial year ended April 30, 2015, he had not received any stock options.

Oversight and Description of Director and NEOs Compensation

The Board of Directors has no compensation committee. Considering its actual small size, the Board assumes the responsibility to establish the objectives of the Corporation's executive compensation program which are to attract, motivate, engage and retain qualified, high performance individuals and to meet performance objectives designed to increase shareholder returns. The Board: (i) establishes the objectives

that will govern the Corporation's compensation program for the NEOs and the directors; (ii) oversees and approves the compensation and benefits to the NEOs; (iii) oversees the Company's stock option plan; and (iv) promotes the clear and complete disclosure to shareholders of material information regarding executive compensation.

Compensation Process and Objectives

The Board relies on the knowledge and experience of its members to set appropriate levels of compensation for the NEOs. The Board reviews the NEOs compensation on an annual basis and, in doing such task, it evaluates the NEOs achievements during the preceding year. The Corporation has not retained any third party advisors to conduct compensation reviews of its competitors' pay levels and practices.

The Corporation is an exploratory stage mining company and is not generating, nor expecting to generate revenues from operations for a significant period of time. As a result, the use of traditional performance standards, such as corporate profitability, is not considered by the Board to be appropriate in the evaluation of corporate of NEOs performance. The compensation of the senior officers is based, in substantial part, on industry compensation practices, trends in the mining industry as well as achievement of the Corporation's business plans. An important element of the compensation is the grant of stock options, which does not require cash disbursement from the Corporation.

Currently, the compensation arrangements for the Corporation's NEOs are composed of two components: (i) the payment of an amount in cash to the CEO as consulting fees; and (ii) the grant of stock options. A competitive remuneration is aimed to attract and retain skilled persons necessary to achieve corporate objectives. The grant of stock options is aimed to motivate and reward senior officers to increase shareholder value by the achievement of long-term corporate strategies and objectives.

The Corporation does not offer benefit programs, such as life insurance and health and dental benefits. Where NEOs receive other perquisites (such as car allowances or company vehicles), they reflect competitive practices, business needs and objectives.

Consulting Fees

The cash amount paid to the CEO and to the CFO on a consulting fee basis is reviewed annually by the Board to ensure it reflects a balance of market conditions, the level of responsibilities, the skill and competencies of the individual, retention considerations as well as the level of demonstrated performance. The basic hourly rate payable for professional services payable to the CEO is set by the Board on the basis of its opinion as to a fair and responsible compensation package, taking into account the contribution of the President and CEO to the Corporation's long-term growth and the Board members' knowledge of remuneration practices in Canada.

Stock Options

The Corporation has implemented a stock option plan (see **"Securities Authorized for Issuance under Equity Compensation Plans"** elsewhere in this Circular) to provide its officers, including NEOs, directors, employees and consultants with a long-term incentive for performance and commitment to the Corporation.

The Corporation believes that participation by the NEOs and directors in the stock option plan aligns their interests with those of the Corporation's shareholders, as the NEOs and directors are rewarded for the Corporation's performance as evidenced by share price appreciation. In determining the number of options to be granted, the number and term of options previously granted, individual and team responsibilities and functions, position, individual performance and projected contribution are considered. Management proposes the number of options and names of the optionees and the Board reviews and approves the grant and sets the exercise price (based on the current market price of the Corporation's shares on the TSX Venture Exchange Inc.) and the expiry date.

Pension and Retirement Plans

The Corporation does not have any pension plan that provides for payments or benefits at, following, or in connection with retirement of any officer.

Termination and Change of Control Benefits

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

Securities Authorized For Issuance Under Equity Compensation Plans

The following table sets forth securities of the Corporation that are authorized for issuance under equity compensation plans as at April 30, 2015, the end of the Corporation's most recently completed financial year.

Plan Category	Number of Securities to be issued upon exercise of outstanding options	Weighted average exercise price of outstanding options	Number of securities remaining available for issuance under equity compensation plans (excluding outstanding securities reflected in Column
Equity compensation plans approved by securityholders	3,935,000	\$0.55	1,785,083
Equity compensation plans not approved by securityholders	N/A	N/A	N/A

Pursuant to its Stock Option Plan, the Corporation may, from time to time, grant to eligible directors, officers, employees and consultants of the Corporation, options to acquire common shares of the Corporation in such number, at such exercise prices, and for such terms as may be determined by the Board. The maximum number of common shares that may be reserved and issued under the Stock Option Plan shall not exceed 10% of the Corporation's issued and outstanding common shares. As at April 30, 2015, the Corporation had 57,200,834 common shares issued and outstanding.

The exercise price shall not be less than the price permitted by the TSX Venture Exchange or other regulatory body having jurisdiction. The maximum number of common shares which may be reserved for issuance to any one person pursuant to stock options during a twelve-month period may not exceed 5% of the common shares outstanding at the time of grant (on a non-diluted basis). No more than 2% of the issued shares of the Corporation may be granted to any one consultant in any 12 month period. No more than 2% of the issued shares of the Corporation may be granted to a person conducting investor relations activities in any 12 month period.

The Board may, in its sole discretion, determine the time during which Options shall vest and the method of vesting, or that no vesting restriction shall exist, to the exception of a restriction period of 4 months for the date of the grant as long as the Corporation is a Tier 2 issuer on TSX Venture Exchange. Options issued to consultants performing investor relations activities must vest in stages over 12 months with no more than $\frac{1}{4}$ of the options vesting in any three month period.

All options must be exercised no later than 5 years from the date of the grant and they are not transferable other than by will or by the laws of descent and distribution. Unless otherwise decided by the Board, if a director, employee or consultant ceases to act as such for any reason other than death, each option held by

such person will be exercisable during 90 days following the date on which such person ceased to be a participant under the Stock Option Plan but only up to and including the original option expiry date. Options granted to a person engaged in investor relations activities must expire within 30 days after this person ceases to be employed to provide such services.

Indebtedness of Directors and Executive Officers

No director, officer, employee or previous directors, officers or employees of the Corporation was indebted to the Corporation at any time in its last completed financial year in connection with the purchase of securities of the Corporation or for any other reason.

Interests of Informed Persons in Material Transactions

For the purposes of this Circular, "informed person" means: (a) a director or executive officer of the Corporation; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Corporation; (c) any person or company who beneficially owns or exercises control or direction over, directly or indirectly, voting securities of the Corporation carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation, other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Corporation, if it has purchased, redeemed or otherwise acquired any of its own securities, for so long as it holds any of its securities.

Other than as set out below or as may be set out elsewhere in this Circular, to the best of the Corporation's knowledge, no informed person of the Corporation has or had, directly or indirectly, any material interest 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.

During the year ended April 30, 2015, the Corporation incurred administrative consultant fees amounting to \$109,450, general administrative expenses amounting to \$10,740, exploration and evaluation expenses amounting to \$118,715 and rent expenses of an amount of \$18,000 with a company controlled by the President and CEO of the Corporation.

During the year ended April 30, 2015, the Corporation has incurred administrative consultant fees of an amount of \$36,000 with the CFO and professional fees of an amount of \$7,175 and \$8,880 in general administrative expenses with the corporate secretary.

During the year ended April 30, 2015, the Corporation has incurred general administrative fees of an amount of \$5,391 and rent expenses of an amount of \$9,300 with a corporation that has the Same President, Common Directors and Same Chief Financial Officer as the Corporation.

In November 2014, the Corporation (Explor) signed an option agreement with Brunswick Resources Inc. ("**Brunswick**") in order to sell the Chester property located in New Brunswick; the Corporation has the same president as Brunswick; both corporations also have common directors and the same Chief Financial Officer. Pursuant to the agreement, the Corporation granted to Brunswick the sole and exclusive right and option, to acquire the Chester property for the following consideration: payment of an amount of \$10,000 in cash and the issuance of 1,000,000 shares to the Corporation at the signature of the agreement (condition fulfilled) ; payment of \$10,000 in cash, incur exploration and evaluation works on the property for an amount of \$100,000 (the Corporation granted an extension to Brunswick to do these work expenditures) and issuance of 1,333,333 shares to the Corporation at the first anniversary of the agreement, payment of \$50,000 in cash to the previous owners before February 26, 2015 (Brunswick received an extension form the former owners to make this payment) ; payment of \$10,000 in cash (condition fulfilled), incur exploration and evaluation works on the property for an amount of \$200,000 and issuance of 1,333,333 shares to the Corporation at the second anniversary of the agreement, payment of \$50,000 in cash to the previous owners before February 26, 2016 and payment of \$10,000 in cash, incur exploration and evaluation works on the property for an amount of \$200,000 and issuance of 1,333,334 shares to the Corporation at the third anniversary of the agreement. The disinterested shareholders of Brunswick approved the transaction on August 12, 2014 at its annual and special meeting of shareholders and the disinterested shareholders of the Corporation approved the transaction at its annual and special meeting of shareholders held on October 7, 2014.

On February 10, 2015, the Corporation issued an aggregate amount of \$570,000 in capital in unsecured convertible debentures. The Debentures bear interest at an annual rate of 8% and expire February 10, 2016. Each holder of Debentures is entitled to convert the principal amount of the Debentures in common shares of the Corporation, at a price of \$0.05 per share. Therefore, the Corporation has reserved an aggregate number of 11,400,000 common shares of its capital stock in the event of the conversion of the principal amount of the Debentures. Concept Capital Management Ltd, a shareholder, which was then holding more than 10% of the issued common shares of the Corporation, subscribed a debenture of \$280,000 that can be converted into 5,600,000 common shares.

On November 3, 2015, the Corporation issued an aggregate amount of \$200,000 in capital in unsecured convertible debentures. The Debentures bear interest at an annual rate of 8% and expire November 3, 2016. Each holder of Debentures is entitled to convert the principal amount of the Debentures in common shares of the Corporation, at a price of \$0.06 per share. Therefore, the Corporation has reserved an aggregate number of 3,333,333 common shares of its capital stock in the event of the conversion of the principal amount of the Debentures. Gerhard Merkel, a director of the Corporation, subscribed a debenture of \$15,000 that can be converted into 250,000 common shares.

D. AUDIT COMMITTEE INFORMATION

National Instrument 52-110 of the Canadian Securities Administrators (“**NI 52-110**”) requires the Corporation, as a venture issuer, to disclose annually in its Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth in the following:

Audit Committee Mandate and Terms of Reference for Chair

The mandate and responsibilities of the audit committee of the Corporation (the “**Audit Committee**”) is attached hereto as Schedule “A”.

Composition of the Audit Committee

The members of the Board that are members of the Audit Committee are Messrs. Christian Dupont (Chief Executive Officer), Geoffrey Carter and Mario Colantonio, a majority of whom are independent (in accordance with NI 52-110) and financially literate.

Relevant Education and Experience

All members have the ability to read, analyze and understand the complexities surrounding the issuance of financial statements. The education and related experience of each of the members of the Audit Committee that is relevant to the performance of his responsibilities as a member of the Audit Committee is set out below:

Geoffrey Carter

Mr. Carter is a mining engineer and has a B.Sc. degree in mining engineering from the University College Cardiff, University of Wales, Cardiff, Britain. Mr. Carter is a member of the Association of Professional Engineers of Manitoba and a registered Professional Engineer in the Province of Ontario. Since 1991, Mr. Carter has been employed by Broad Oak Associates, an association of mining industry professionals who assist in the preparation of technical reports and feasibility studies and the facilitation of corporate finance activities. Mr. Carter has been active in the mining industry since the late 1960s. He has held positions with Anglo American plc, Hudson Bay Mining & Smelting Co. Limited, Inspiration Mining Corporation (Vice-President). Mr. Carter has been a director and President of Ourominas Minerals Inc. Since December 2013, he has been a director of Brunswick Resources Inc.

Christian Dupont

Mr. Dupont is a mining engineer and has a B.Eng. Degree from Nova Scotia Technical College, Halifax, Nova Scotia. Mr. Dupont has been active in the mining industry since the early 1970's. Mr. Dupont has occupied several positions in the mining field. He has been senior mining engineer for Noranda and Chief Engineer for Exall Resources Inc. Mr. Dupont was also president and director of Kayorum Gold Mines Ltd., from 1992 to 1997 and vice-president of the same company in 1998. Between 1997 and 1998, he was also a director of Fieldex Exploration Inc. From 1997 to 2001, he was responsible of project management for Luzenac Inc., and from 2001 to 2006 he was vice president and director of TOM Exploration Inc. From December 2010 to December 2013, he was a director of Abcourt Mines Inc. Since December 2013, he has been a director, the President and CEO of Brunswick Resources Inc.

Mario Colantonio

Mr. Colantonio is a professional engineer and has been active in the mining industry since the mid 1980's. He received a B.SC. Degree in civil engineering from Queen's University, Kingston, Ontario in 1985. His primary focus has been the engineering and management for capital and maintenance projects for mine/mill infrastructures including feasibility studies. He has held senior engineering management positions for AMEC and is presently president of a privately owned engineering consulting firm. Since December 2013, he has been a director of Brunswick Resources Inc.

Audit Committee Oversight

At no any time since the commencement of the Corporation's financial year ended April 30, 2015, a recommendation of the Audit Committee to nominate or compensate an external auditor was not adopted by the Board of directors of the Corporation.

Pre-Approval of Policies and Procedures

The Audit Committee shall review and pre-approve all non-audit services to be provided to the Corporation by its external auditors.

External Auditor Service Fees

The aggregate fees billed by the Corporation's external auditors in each of the last two financial years for audit and other fees are as follows:

Nature of Services	Fees Paid to Auditor in Year Ended April 30, 2015	Fees Paid to Auditor in Year Ended April 30, 2014
Audit Fees ⁽¹⁾	\$34,315	\$47,820
Audit-Related Fees ⁽²⁾	\$1,080	\$0
Tax Fees ⁽³⁾	\$0	\$0
All Other Fees ⁽⁴⁾	\$0	\$0

Notes:

- (1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Corporation's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All Other Fees" include all other non-audit services.

Exemption for Venture Issuers

The Corporation is relying upon the exemption in section 6.1 of NI 52-110 in respect of the composition of its audit committee and in respect of its reporting obligations under NI 52-110.

E. CORPORATE DISCLOSURE

National Instrument 58-101 Disclosure of Corporate Governance Practices ("**NI 58-101**") requires issuers to disclose the corporate governance practices that they have adopted. Set forth below is a description of the Corporation's current corporate governance practices.

Board of Directors – *Disclose how the board of the directors (the Board) facilitates its exercise of independent supervision over management, including:*

- (a) *the identity of directors that are independent,*

Geoffrey Carter, Mario Colantonio, Jonathan Challis and Gerhard Merkel are independent directors.

- (b) *the identity of directors who are not independent, and the basis for that determination,*

Christian Dupont, President and CEO is not independent because of his officer duties for the Corporation.

Directorship – *If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.*

The only directors who are presently also directors of other issuers are:

- Christian Dupont, director of Brunswick Resources Inc.;
- Geoffrey Carter, director of Brunswick Resources Inc.
- Mario Colantonio, director of Brunswick Resources Inc.
- Jonathan Challis, director of Rye Patch Gold Corp., WAI Capital Corp and Goldbelt Empires, Pasinex Resources Limited, Orinoco Gold Limited and Canex Energy Corp.

Orientation and Continuing Education – *Describe what steps, if any, the Board takes to orient new Board members, and describe any measures the Board takes to provide continuing education for directors. Briefly describe what measures the Board takes to orient new directors regarding (i) the role of the Board, its committees and directors, and (ii) the nature and operation of the issuer's business.*

Management of the Corporation undertakes to provide a detailed report of the current status of the Corporation's operations to the Board at each meeting and a question and answer period follows. Management meets with new nominee directors to provide an informal verbal orientation to the Corporation's business and operations and information on the role and responsibilities of the directors and insiders of the Corporation.

Nomination of Directors – *Disclose what steps, if any, are taken to identify new candidates for Board nomination, including:*

- (i) *who identifies new candidates; and*
(ii) *the process of identifying new candidates.*

Nomination and review of potential new directors is reviewed by the complete Board and the President.

Compensation – *Disclose what steps, if any, are taken to determine compensation for the directors and CEO, including:*

- (i) *who determines compensation, and*
- (ii) *the process of determining compensation.*

The Board does not have a compensation committee. The current size of the Board allows the entire Board to take the responsibility for considering compensation for the Corporation's executive officers and directors. Except for the issuance of incentive stock options from time to time, the Corporation does not compensate its directors for their capacity as such. The Corporation provides the CEO with consulting fees which represent his compensation for services rendered during the year, on an hourly rate basis. CEO's consulting fees are reviewed annually by the Board. There is no employment agreement with the CEO nor any officer of the Corporation.

Other Board Committees – *If the Board has standing committees other than the audit, compensation and nominating committees identify the committees and describe their function.*

The Board does not have any standing committee other than the Audit Committee.

Assessments – *Disclose what steps, if any, that the Board takes to satisfy itself that the Board, its committees and its individual directors are performing effectively.*

No formal steps are in place; however, performance is reviewed informally. The Board believes that its small size facilitates informal discussions and the evaluation of members' contributions with that framework.

F. ADDITIONAL INFORMATION

Additional information relating to the Corporation may be found on SEDAR at www.sedar.com. Any shareholders wishing to obtain a copy of the Corporation's financial statements and any Management Discussion & Analysis may write to the President of the Corporation at its head office and request a copy of same.

G. DIRECTORS' APPROVAL

The contents of this Circular, and the sending thereof to shareholders and to the appropriate governmental agencies, have been approved by the Board of Directors of the Corporation.

Rouyn-Noranda, January 13, 2016

(s) Christian Dupont
Christian Dupont, President

SCHEDULE “A”

EXPLOR RESOURCES INC. (THE “CORPORATION”)

AUDIT COMMITTEE CHARTER

This Charter was adopted in conformity with *Rule 52-110 on the Audit Committee* (“Rule 52-110”). The Audit Committee Charter sets out the mandate and responsibilities of the Audit Committee (hereinafter described as the “Audit Committee” or the “Committee”) and describes the qualifications and status required to become a member. The Committee reviews its charter periodically and, as required, makes recommendations to the Board of Directors (hereinafter described as the “Board of Directors” or the “Board”) as to any changes to be made.

I. Overall Purpose - Role of Audit Committee

The Committee is a committee of the Board to whom the Board has delegated the responsibility of reviewing the financial reporting process. The Audit Committee has a general mandate to assist the Board in fulfilling its responsibilities with regard to the financial information of the Corporation and its accounting practices, mainly in the process of reporting and disclosure. In this context, the Committee:

- ensures the reliability and the integrity of the Corporation’s financial statements and financial information, as well as other information made public by the Corporation;
- supervises the management of accounting systems and internal controls;
- assists in ensuring proper communications between the directors and the external auditors;
- supports the independence of the external auditors;
- supports the duties of the external directors in facilitating in-depth discussions between the directors members of the Audit Committee, Management and the external auditors;
- supervises the activities of the external auditors appointed to carry out an audit or to perform other related services; and
- recommends to the Board the appointment of the external auditors and their remuneration.

The Committee has the authority to examine and make recommendations on any question brought to its attention. The Committee, in carrying out this mandate, has access, upon request, to all relevant information concerning the Corporation’s operations, whether this information is in the hands of the Corporation, a subsidiary or a related person.

The Committee may, at his own discretion, use the services of outside consultants.

2. Committee Responsibilities - Audit

In general, the Committee’s mandate is to supervise the reporting and disclosure processes of the Corporation and to report on its activities to the Board.

The Committee must ascertain that adequate procedures are in place to review the public disclosure by the Corporation of financial information extracted or derived from its financial statements and must periodically assess the adequacy of these procedures.

The Committee must establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters;

and the confidential, anonymous submission by employees of the Corporation, if any, of concerns regarding questionable accounting or auditing matters.

And, more particularly:

2.1 Financial Statements, Notes, Management Reports and Press Releases

2.1.1 The Committee examines the interim financial statements and the audited financial statements at year-end before making them public, as well as the documents prepared for electronic deposit with regulatory authorities. The Committee may make whatever changes it deems necessary to the financial statements. Otherwise, the Committee recommends the approval of these financial statements by the Board.

2.1.2 The Committee examines the notes to the financial statements and all management reports accompanying the financial statements distributed to the shareholders and/or to the regulatory authorities, as well as press releases issued along with the financial statements, notes and related comments. The Committee makes all the modifications deemed necessary to these documents. Otherwise, it recommends the approval of these documents by the Board.

2.2 External auditors

2.2.1 The Committee makes recommendations to the Board with regard to the selection of external auditors, their remuneration and their reappointment, as the case may be. It reviews the audit plan with the external auditors and defines the specific needs of the Committee. The Committee receives the auditors' report with the accompanying notes.

2.2.2 The Committee meets with the external auditors before the beginning of their mandate and, at this meeting, examines and approves the scope of the audit plan as well as the audit fees allocated to the work to be done.

2.2.3 At that time, the Committee analyzes the external auditors' independence, reviews services other than audit services to be performed by the external auditors and determines if the nature and extent of these services may or may not be prejudicial to their independence. The Committee reviews and approves the hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation.

2.2.4 The Committee also meets with the external auditors at the meeting planned for the examination of the year-end audited financial statements and, on this occasion, receives the post-audit report that will mainly deal with:- The acceptability and quality of the Corporation's accounting principles;

- The quality of the accounting systems and internal controls put in place by Management to ensure the integrity of the accounting and financial information;
- The recommendations made by the auditors to Management with respect to the accounting systems and internal controls, and Management's response thereto;
- The assessment of the measures put in place to deal with the risks faced by the Corporation when, in the auditors' opinion, certain factors could have a material impact on the results of the Corporation; and
- The difficulties encountered by the external auditors in the course of their mandate, in particular any restrictions imposed by Management or serious accounting questions over which they disagreed with Management.

2.2.5 At these meetings, the Audit Committee may meet with the auditors, out of the presence of the Corporation's Management and the internal directors. In fact, the Committee has direct

access to the external auditors and Management and may hold private and informal discussions with each of the parties, whenever deemed opportune in carrying out their mandate.

2.2.6 Also, the Management of the Corporation and the external auditors may, if necessary, ask to meet the members of the Committee to review with them all transactions, procedures or other questions which, in their opinion, are relevant to the mandate of the Committee.

2.2.7 The Audit Committee must approve, in advance, all the services that are not related to the audit that the external auditors do for the Corporation and its subsidiaries.

2.2.8 The Committee examines the conditions of the mandate of the external auditors and verifies that the fees are appropriate and reasonable for the audit and approves unpaid fees.

2.2.9 The Committee is in charge of resolving disagreements between the management of the Corporation and the external auditors concerning the financial reporting.

3. Responsibilities of the Committee - Conflicts of Interest

Every year or more often, as required, the Committee examines:

3.1 Any situation that has been brought to its attention that may cause a conflict of interest and, more particularly, the approval of the financial conditions applicable within the framework of contracts with persons or companies related to or affiliated with the Corporation, to ensure that these contracts are as advantageous to the Corporation as if they had been negotiated with other parties.

3.2 Any eventual violation of a contract that is brought to its attention and which could have an impact on the financial statements.

4. Appointment of Auditors - Other Resources

In performing its duties, the Committee may hire all necessary resources.

Each year, after having verified the qualifications of the incumbent or potential auditors, the Committee must recommend to the Board the appointment of external auditors. At its first meeting of the year in March, the Committee must consider whether it is appropriate, for the next financial year, to proceed with a call for tenders from various auditing firms or to renew the mandate of the auditors in place.

If Management proposes a change of external auditors, the Committee must be informed of the reasons for such a change and, in all cases, approve the information to be made public in accordance with the regulations.

5. Composition

The Audit Committee consists of a minimum of three directors appointed by the Board at the first meeting following the annual general meeting of the shareholders.

The members of the Committee are in majority independent directors, as defined in Rule 52-110. All members of the Committee are financially literate.

At least one (1) member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices.

For the purposes of this Charter, the definition of “financially literate” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are

generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Corporation's financial statements.

6. Chairman of the Committee

The Chairman of the Committee is selected by the members of the Committee unless he is appointed by the Board; in the case of absence, unavailability or if he vacates his post, the chairmanship will be assumed by a member chosen by the Committee.

7. Number of Meetings

The Committee will meet at least four (4) times per year or more, if necessary. If necessary, meetings can be held by conference call.

A member of the Committee may convene a special meeting.

8. Organization

The Committee appoints a Secretary.

Before each Committee meeting, the Secretary distributes a written agenda to the members. The Secretary will also maintain minutes of each meeting.

9. Quorum and Decisions

A majority of Committee members shall constitute a quorum.

Provided there is a quorum, decisions are made by a vote of the majority of the members present.

10. Report

The Committee reports to the Board of Directors. The minutes of a Committee meeting constitute a report in itself.

SCHEDULE “B”

SUMMARY OF SHAREHOLDER RIGHTS PLAN

The Board has previously implemented the Shareholder Rights Plan as a means of providing time for the Board to pursue alternatives to maximize the value of the Holders of common shares (“Common Shares”) and prevent Common Shareholders from being coerced into accepting an unfair bid. The Shareholder Rights Plan was not adopted in response to, or in anticipation of, any known Take-over Bid. A “Take-over Bid” is an offer to purchase, or a solicitation of an offer to sell, Voting Shares or other securities if such Voting Shares together with the offeror’s securities would constitute an aggregate 20% or more of the outstanding Voting Shares at the date of the offer to acquire or sell.

Background of the Shareholder Rights Plan.

The Shareholder Rights Plan of the Corporation (the “Shareholder Rights Plan”) was first adopted at a meeting of the Board of Directors held on November 8, 2008 and was ratified by the shareholders at the Annual and Special Meeting held on December 16, 2008. To remain in force, the Shareholder Rights Plan has to be reconfirmed by the shareholders at every third annual meeting of the Corporation. The Shareholder Rights Plan was reconfirmed by the shareholders at the Annual and Special Meeting held on December 7, 2011 but was not presented for reconfirmation at the Annual and Special Meeting held on October 7, 2014. The Board agreed to readopt and restate the Shareholder Rights Plan as of January 13, 2016. The provisions of the Shareholder Rights Plan are set out in the Shareholder Rights Plan Agreement between the Corporation and CST Trust Company as Rights Agent, as amended and restated. The Shareholder Rights Plan will be considered for ratification and restatement at the Annual and Special Meeting of the shareholders to be held on February 16, 2016, where Common Shareholders will be asked to ratify the restatement of the Shareholder Rights Plan. If not ratified, the Shareholder Rights Plan and all outstanding Rights shall terminate and be void and of no further force and effect on and from the date of termination of such Annual and Special Meeting.

The following is a summary of the material terms of the Shareholder Rights Plan.

Issuance of Rights

One Right has been issued by the Corporation in respect of each Common Share outstanding at 5:00pm (Eastern Time) on January 13, 2016, and one Right will be issued in respect of each Common Share issued thereafter, prior to the earlier of the Separation Time and the Expiration Time. Each Right entitles the registered holder thereof to purchase from the Corporation one Common Share at the exercise price of \$100.00, subject to adjustment and certain dilution provisions (the “Exercise Price”). The Rights are not exercisable until the Separation Time. If a Flip-in Event occurs, each Right will entitle the registered holder to receive, upon payment of the Exercise Price, Common Shares having an aggregate market price equal to the Exercise Price.

Trading Of Rights

Until the Separation Time (or the earlier termination or expiration of the Rights) the Rights will be evidenced by certificates representing the Common Shares and will be transferable only together with the associated Common Shares. From and after the Separation Time, separate certificates evidencing the Rights (“Rights Certificates”) together with a disclosure statement prepared by the Corporation describing the Rights, may be mailed to the Common Shareholders of record (other than an Acquiring Person) as of the Separation Time. Rights Certificates will also be issued in respect of Common Shares issued prior to the Expiration Time, to each Common Shareholder (other than an Acquiring Person) converting, after the Separation Time, securities (“Convertible Securities”) convertible into or exchangeable for Common Shares. The Rights will be traded separately from the Common Shares after the Separation Time.

Separation Time

The Separation Time is the close of business on the 10th Trading Date after the earlier of (i) the Stock Acquisition Date, which is generally the first date of the public announcement of facts indicating that a Person has become an Acquiring Person, (ii) the date of commencement of, or the first public announcement of the intent of any Person (other than a Corporation or any subsidiary of the Corporation) to commence a Take-over Bid (other than a Permitted Bid or a Competing Permitted Bid); and (iii) the date upon which a Permitted Bid ceases to be a Permitted Bid. The Separation Time can be such later date as may be from time to time be determined by the Board of Directors, provided that if any Take-over Bid referred to in (ii) expires, or is cancelled, terminated or otherwise withdrawn prior to the Separation Time, it shall be deemed never to have been made and if the Board of Directors determines to waive the application of section 3.1 of the Shareholders Rights Plan, to a Flip-in Event, the Separation Time in respect of such Flip-in Event shall be deemed never to have occurred.

Acquiring Person

In general an Acquiring Person is a Person who is a Beneficial Owner of 20% or more of the outstanding Common Shares and any other shares of the capital stock or voting interest of the Corporation entitled to vote generally at the election of the directors ("Voting Shares"). Currently, no Voting Shares other than Common Shares are outstanding.

A person will not be deemed to be the Beneficial Owner of any Voting Shares that the holder has agreed to deposit or tender to a Take-over Bid made by that person pursuant to a Permitted Lock-up Agreement. A Permitted Lock-up Agreement means an agreement (a "Lock-up Agreement") between a person and one or more holder of Voting Shares (each holder being a "Locked-in Person") (the terms of which are publicly disclosed and a copy of which is made available to the public (including the Corporation) not later than the date of the Lock-up Bid (as defined below), or if the Lock-up Bid (as defined below) has been made prior to the date of such an agreement, not later than the date of such agreement) pursuant to which the holder agrees to deposit or tender Voting Shares held by the holder to a Take-over Bid (the "Lock-up Bid") made by the Person or any such Person's Affiliates or Associates, provided that:

- (a) the Lock-up Agreement permits the Lock-up Person to withdraw its Voting Shares from the Lock-up Agreement in order to deposit or tender the Voting Shares to another Take-over Bid or to support another transaction prior to the Voting Shares being taken up and paid for under the Lock-up Bid:
 - (i) at a price per Voting Share that exceeds the price or value per Voting Share offered under the Lock-up Bid;
 - (ii) for a number of Voting Shares at least 7% greater than the number of Voting Shares that the offeror has offered to purchase under the Lock-up Bid at a price or value per Voting Share that is not less than the price or value per Voting Share offered under the Lock-up Bid;
 - (iii) (A) that contains an offering price for each Voting Share that exceeds by as much or more than a specified amount (the "Specified Amount") the offering price for each Voting Share contained in or proposed to be contained in the Lock-up Bid; and ((B) does not by itself provide for a Specified Amount that is greater than 7% of the offering price contained in or proposed to be contained in the Lock-up Bid; and

For greater clarity, the agreement may contain a right of first refusal or require a period of delay to give the Person who made the Lock-up Bid an opportunity to match a higher price in another Take-over Bid or other similar limitation on a Locked-up Person's right to withdraw Voting Shares from the agreement, so long as the limitation does not preclude the exercise by the Locked-up Person of the right to withdraw Voting Shares during the period of the other Take-over Bid or transaction; and

- (b) no "break-up" fees, "top-up" fees, penalties, expenses or other amounts that exceed in the greater of:
 - (i) 2.5% of the price or value of the consideration payable under the Lock-up Bid to a Locked-up Person; and
 - (ii) 50% of the amount by which the price or value of the consideration received by a Locked-up Person under another Take-over Bid or transaction exceed the price or value of the consideration that the Locked-up Person would have received under the Lock-up Bid;

shall be payable by the Locked-up Person if the Locked-up Person fails to deposit or tender the Voting Shares to the Locked-up Bid, or withdraws Voting Shares previously tendered thereto in order to deposit or tender such Voting Shares to another Take-over Bid or support another transaction.

Flip-in Event

A Flip-in Event occurs when any Person becomes an Acquiring Person. In the event that, prior to the Expiration Time, a Flip-in Event which has not been waived occurs (see "Redemption, Waiver and Termination" below), each Right (except the Rights Beneficially Owned or which may thereafter be Beneficially Owned by an Acquiring Person or a transferee of such a Person, which rights will become null and void) shall constitute effective as of the close of business of the 10th Trading Day after the Stock Acquisition Date, on and after such occurrence, the right to purchase from the Corporation, upon payment of the Exercise Price and otherwise exercising such Right in accordance with the terms of the Shareholder Rights Plan, that number of Common Shares having an aggregate Market Value on the date of consummation or occurrence of the Flip-in Event equal to twice the Exercise Price, for an amount in cash equal to the Exercise Price (the Right to be appropriately adjusted in a manner analogous to the applicable adjustment provided for in section 2.3 of the Shareholder Rights Plan if after the Stock Acquisition Date an event of a type analogous to any events described in section 2.3 of the Shareholder Rights Plan have occurred).

Permitted Bid and Competing Permitted Bid

A Permitted Bid is a Take-over Bid made by an offeror by way of a Take-over Bid circular which complies the following additional provisions:

- (a) the Take-over Bid is made to all of the holders of record of Voting Shares, other than the offeror;
- (b) the Take-over Bid contains, and the take-up and payment for the securities tendered or deposited thereunder is subject to, an irrevocable and unqualified provision that:
 - (i) no Voting Shares shall be taken-up or paid pursuant to the Take-over Bid (A) prior to the close of business on the 60th day following the date of the Take-over Bid; and (B) if less than 50% of the Voting Shares held by Independent Shareholders have deposited pursuant to the Take-over Bid and not withdrawn;
 - (ii) unless such Take-over Bid is withdrawn, Voting Shares may be deposited pursuant to such Take-over Bid at any time described in (b)(i)(A) and that any Voting Shares deposited pursuant to the Take-over Bid may be withdrawn until taken-up and paid for; and
 - (iii) if more than 50% of the Voting Shares held by the Independent Shareholders have deposited pursuant to a Take-over Bid and not withdrawn, the offeror will make a public announcement of that fact and that Take-over Bid will remain open for deposits and tenders of Voting Shares for not less than 10 Business Days from the date of the public announcement

and for the purposes of the Shareholder Rights Plan, the term Permitted Bid includes a Competing Permitted Bid.

If a Permitted Bid ceases to be a Permitted Bid because it ceases to meet all of the criteria at any time, any acquisition of Voting Shares made pursuant to the provisions of a Permitted Bid, except that a Competing Permitted Bid is not required to remain open for 60 days so long as it is open until the later of the expiry of the minimum deposit under the Securities Act (Alberta) or the Securities Act (Ontario) whichever is longer, and the earliest date in which Voting Shares may be taken up or paid for under any Permitted Bid or Competing Permitted Bid that was then in existence.

Redemption, Waiver and Termination

The Board in Directors acting in good faith may, at any time prior to the occurrence of a Flip-in Event, elect to redeem all, but not less than all, of the then outstanding Rights at a redemption price of \$0.0001 per Right, appropriately adjusted for anti-dilution as provided in the Shareholders Rights Plan (the "Redemption Price").

The Board of Directors acting in good faith, may until the occurrence of a Flip-in Event, upon prior written notice to the Rights Agent, determine to waive the application of the Shareholder Rights Plan to a Flip-in Event that would result from a Take-over Bid made by means of a take-over bid circular to all holders of record of Voting Shares. However, if the Board of Directors waives the application of the Shareholder Rights Plan to a particular Flip-in Event, the Board of Directors shall be deemed to have waived the application of the Shareholders Rights Plan in respect of any other Flip-in Event occurring by reason of any Take-over Bid made by means of a take-over bid circular prior to the expiry of a bid in respect of which a waiver is, or is deemed to have been, granted.

Where a Take-over Bid that is not a Permitted Bid or Competing Take-over Bid is withdrawn or otherwise terminated after the Separation Date has occurred and prior to the occurrence of a Flip-in Event, the Board of Directors may elect to redeem all of the outstanding Rights at the Redemption Price. Upon the Rights being redeemed, all of the provisions of the Shareholder Rights Plan will continue to apply as if the Separation Time had not occurred and Rights Certificates had not been mailed, and the Separation Time will be deemed not to have occurred.