INTERNATIONAL FRONTIER RESOURCES CORPORATION
NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the Annual General Meeting (the "Meeting") of the shareholders of INTERNATIONAL FRONTIER RESOURCES CORPORATION (the "Company") will be held at the Calgary Petroleum Club, Cardium Room, 319 – 5th Avenue S.W., Calgary, Alberta, T2P 0L5, on Tuesday, the 2nd day of June, 2015 at 10:00 a.m. (Calgary time) for the purposes set forth in the following:

1. To receive the report of the directors.
2. To receive the audited financial statements of the Company for the fiscal year ending December 31, 2014, together with the auditor's report thereon.
3. To fix the number of directors and to elect directors for the ensuing year.
4. To appoint the auditor for the Company.
5. To consider and, if thought fit, to approve a resolution of the shareholders to renew the Company's Stock Option Plan.
6. To transact such other business as may properly be brought before the Meeting.

A member entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his stead. If you are unable to attend the Meeting in person, please read the notes accompanying the instrument of proxy enclosed and then complete and return the proxy within the time set out in the notes. As set out in the notes, the enclosed instrument of proxy is solicited by management, but you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED at Calgary, Alberta this 27th day of April, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

"W. Patrick Boswell"

W. PATRICK BOSWELL
Chairman/C.E.O.

INTERNATIONAL FRONTIER RESOURCES CORPORATION

INFORMATION CIRCULAR
FOR THE 2015 ANNUAL GENERAL MEETING OF SHAREHOLDERS

This information is given as of **April 27, 2015**

I. SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the management of **INTERNATIONAL FRONTIER RESOURCES CORPORATION** (the "Company") for use at the Annual General Meeting (the "Meeting") of the shareholders of the Company, to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof.

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

II. PERSONS OR COMPANIES MAKING THE SOLICITATION

The enclosed instrument of proxy is solicited by management. Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse shareholders' nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining authorization from their principals to execute the instrument of proxy. The cost of solicitation will be borne by the Company. None of the directors of the Company have advised management in writing that they intend to oppose any action intended to be taken by management as set forth in this Information Circular.

III. APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying instrument of proxy are directors or officers of the Company. **A shareholder has the right to appoint a person to attend and act for him on his behalf at the Meeting other than the persons named in the enclosed instrument of proxy. To exercise this right, a shareholder shall strike out the names of the persons named in the instrument of proxy and insert the name of his nominee in the blank space provided, or complete another instrument of proxy.**

The completed instrument of proxy must be dated and signed and the duly completed instrument of proxy must be deposited at the Company's transfer agent, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, or vote using any one of the methods described on the enclosed form of proxy at least 48 hours before the time of the Meeting or any adjournment thereof, excluding Saturdays, Sundays and holidays. The time limit for deposit may be waived by the Chairman at his discretion without notice.

The instrument of proxy must be signed by the shareholder or by his duly authorized attorney. If signed by a duly authorized attorney, the instrument of proxy must be accompanied by the original power of attorney or a notarially certified copy thereof. If the shareholder is a corporation, the instrument of proxy must be signed by a duly authorized attorney, officer, or corporate representative, and must be accompanied by the original power of attorney or document whereby the duly authorized officer or corporate representative derives his power, as the case may be, or a notarially certified copy thereof. The Chairman of the Meeting has discretionary authority to accept proxies which do not strictly conform to the foregoing requirements.

In addition to revocation in any other manner permitted by law, a shareholder may revoke a proxy by (a) signing a proxy bearing a later date and depositing it at the place and within the time aforesaid, (b) signing and dating a written notice of revocation (in the same manner as the instrument of proxy is required to be executed as set out in the notes to the instrument of proxy) and either depositing it at the place and within the time aforesaid or with the Chairman of the Meeting on the day of the Meeting or on the day of any adjournment thereof, or (c) registering with the scrutineer at the Meeting as a shareholder present in person, whereupon such proxy shall be deemed to have been revoked.

IV. VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

On any poll, the persons named in the enclosed instrument of proxy will vote the shares in respect of which they are appointed and, where directions are given by the shareholder in respect of voting for or against any resolution will do so in accordance with such direction.

In the absence of any direction in the instrument of proxy, it is intended that such shares will be voted in favour of the resolutions placed before the Meeting by management and for the election of the management nominees for directors and auditor, as stated under the headings in this Information Circular. The instrument of proxy enclosed, when properly completed and deposited, confers discretionary authority with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to any other matters which may be properly brought before the Meeting. At the time of printing of this Information Circular, the management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any such amendments, variations or other matters should properly come before the Meeting, the proxies hereby solicited will be voted thereon in accordance with the best judgement of the nominee.

V. ADVICE TO BENEFICIAL HOLDERS OF COMMON SHARES

Only registered holders of common shares of the Company or the persons they validly appoint as their proxies are permitted to vote at the Meeting. However, in many cases, common shares beneficially owned by a person (a "**Non-Registered Holder**") are registered either: (i) in the name of an intermediary (an "**Intermediary**") (including banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans) that the Non-Registered Holder deals with in respect of the shares, or (ii) in the name of a clearing agency (such as the Canadian Depository for Securities Limited) of which the Intermediary is a participant.

In addition, the Company will have caused its agent to deliver copies of the meeting materials to the clearing agencies and Intermediaries for onward distribution to those Non-Registered Shareholders who have provided instructions to an Intermediary that the beneficial owner objects to the Intermediary disclosing ownership information about the beneficial owner.

Intermediaries are required to forward the meeting materials to beneficial owners unless a beneficial owner has waived his or her right to receive them. Intermediaries often use service companies such as **Broadridge Proxy Services** to forward the meeting materials to beneficial owners. Generally, those beneficial owners who have not waived the right to receive meeting materials will either:

(a) be given a form of proxy **which has already been signed by the intermediary** (typically by a facsimile stamped signature), which is restricted as to the number of shares beneficially owned by the beneficial owner, but which is otherwise uncompleted. This form of proxy need not be signed by the beneficial owner. In this case, the beneficial owner who wishes to submit a proxy should properly complete the form of proxy and deposit it with Computershare Investor Services Inc. in the manner set out above in this circular, with respect to the common shares beneficially owned by such beneficial owner; **OR**

(b) more typically, be given a voting registration form which is not signed by the Intermediary and which, when properly completed and signed by the beneficial owner and returned to the Intermediary or its service company, will constitute authority and instructions (often called a "**proxy authorization form**") which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label containing a bar-code or other information. In order for the form of proxy to validly constitute a proxy authorization form, the beneficial owner must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit the beneficial owner to direct the voting of the shares he or she beneficially owns.

Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the persons named in the form and insert the Non-Registered Holder's name in the blank space provided. In either case, Non-Registered Holders should carefully follow the instructions, including those regarding when and where the proxy or proxy authorization form is to be delivered.

VI. VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

On **April 27, 2015**, **66,378,963** common shares without par value were issued and outstanding, each share carrying the right to one vote. At a general meeting of the Company, on a show of hands, every shareholder present in person shall have one vote and, on a poll, every shareholder shall have one vote for each share of which he is the holder.

The directors of the Company have fixed **April 27, 2015** as the record date. Shareholders at the close of business on **April 27, 2015** are entitled to receive notice of the Meeting and to vote thereat or at any adjournments thereof on the basis of one vote for each common share held, except to the extent that: (i) a registered Shareholder has transferred the ownership of any common shares subsequent to **April 27, 2015**; and (ii) the transferee of those common shares produces properly endorsed share certificates, or otherwise establishes to the satisfaction of the Company that he or she owns the common shares and demands, not later than 10 days before the Meeting, that his or her name be included on the Shareholder list before the Meeting, in which case the transferee shall be entitled to vote his or her common shares at the Meeting. The transfer books will not be closed.

To the knowledge of the directors and executive officers of the Company, only the following beneficially own, directly or indirectly, or exercise control or direction over, shares carrying more than l0% of the voting rights attached to all outstanding shares of the Company:

Name of Shareholder	Number of Shares	Percentage of Issued and Outstanding
CDS & Co. [(1)]	55,634,500	86.83%%

[(1)] The beneficial owners of the shares thus shown are not known to Management of the Company.

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

Other than as disclosed elsewhere in this Information Circular, none of the directors or executive officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company's last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

VIII. INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purposes of this Information Circular, “informed person” means:

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

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

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

(d) the Company 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 disclosed elsewhere in this Information Circular, no informed person, no proposed director of the Company and no associate or affiliate of any such informed person or proposed director, has any material interest, direct or indirect, in any material transaction since the commencement of the Company's last completed financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

IX. STATEMENT OF EXECUTIVE COMPENSATION

A. General Provisions

For the purposes of this Information Circular:

"CEO" of the Company means an individual who acted as Chief Executive Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"CFO" of the Company means an individual who acted as Chief Financial Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“closing market price” means the price at which the company’s security was last sold, on the applicable date,

(a) in the security’s principal marketplace in Canada; or

(b) if the security is not listed or quoted on a marketplace in Canada, in the security’s principal marketplace;

“company” includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

“equity incentive plan” means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of Section 3870 of the Canadian Institute of Chartered Accountants Handbook;

"executive officer" of the Company means an individual who is the Chairman or Vice-Chairman of the Board, the President, a Vice-President in charge of a principal business unit, division or function including sales, finance or production, an officer of the Company or any of its subsidiaries who performed a policy-making function in respect of the Company, or any other individual who performed a policy-making function in respect of the Company;

“incentive plan” means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

“incentive plan award” means compensation awarded, earned, paid or payable under an incentive plan;

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

(a) a CEO;

(b) a CFO;

(c) each of the Company's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000 for that financial year; and

(d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year;

“non-equity incentive plan” means an incentive plan or portion of an incentive plan that is not an equity incentive plan;

“option-based award” means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features;

“plan” includes any plan, contract, authorization or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons;

“replacement grant” means an option that a reasonable person would consider to be granted in relation to a prior or potential cancellation of an option;

“re-pricing” means, in relation to an option, adjusting or amending the exercise or base price of the option, but excludes any adjustment or amendment that equally affects all holders of the class of securities underlying the option and occurs through the operation of a formula or mechanism in, or applicable to, the option;

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

B. Compensation Discussion and Analysis

The following Compensation Discussion and Analysis (“CDA”) reviews the objectives, policies and principles of the Company’s executive compensation program.

Compensation Program Objectives

International Frontier's compensation practices are designed to attract, motivate and retain highly qualified employees and executives to manage the business of the Company by rewarding individual and corporate performance and aligning the interests of the NEO's with the Company's shareholders. Compensation is designed to achieve both current and long term goals of the Company and to maximize returns to shareholders. Accordingly, a significant portion of executive compensation is tied to achieving the Company's goals. Compensation decisions are intended to be transparent, and the Company's practices are intended to be simple in design and competitive within the oil and gas industry.

In establishing the framework for the Company's compensation practices, the objective is to appropriately balance risk and reward. To do so, the Company takes into account the inherent uncertainties of its business and the fact that the success of the Company is influenced by a number of risk factors, many of which are outside of the Company's control.

Because the Company is a high risk venture, its compensation is distinct from that of many conventional western Canadian based oil and gas companies. The Company is unique in that its major assets are located in the Northwest Territories, Canada. The individuals whom the Company needs to attract and retain are those with experience operating in frontier areas, who have skills in over-seeing multi-million dollar wells and capital programs, in a business usually entertained only by larger multinational oil and gas companies.

The Compensation Committee's role and philosophy is to ensure that the Company's goals and objectives, as applied to the actual compensation paid to the Company's Chairman/Chief Executive Officer and President and other executive officers, are aligned with the Company's overall business objectives and with shareholders' interests. The Company's Compensation Committee is comprised of two directors, Dr. Gary Lyons, and Gary McInnis. Each of the members of the Compensation Committee is independent of management of the Company.

In addition to informal industry comparables from publicly available information, the Compensation Committee considers a variety of factors when determining both compensation policies and programs and individual compensation levels. These factors include the long-range interests of the Company and its shareholders, overall financial and operating performance of the Company, and the Compensation Committee's assessment of each executive's individual performance and contribution toward meeting corporate objectives. Superior performance is recognized through the Company's incentive policy and programs. Because the Company does not operate any of its licenses in the Northwest Territories, the Company's stock performance is materially influenced by decisions of its operating partners as to when wells are drilled in the Northwest Territories and, as such, are outside the control or influence of the Company. Because the Company's share price is reflected in compensation in terms of stock options, the Compensation Committee does take into consideration the historical and future drilling results in establishing the issuance of stock options. Given the risks inherent in drilling frontier exploration wells in the NWT, the Compensation Committee has not established a targeted amount of resource additions as a corporate goal.

Role of Executive Officers in Determining Compensation

The Compensation Committee reviews and sets compensation policies and programs for the Company, as well as salary and benefit levels for executives and consultants. The Chairman and CEO, President and the Chief Executive Officer and Chief Financial Officer may not be present during meetings of the Compensation Committee at which their compensation is being discussed. The Compensation Committee makes the final determination regarding the Company's compensation programs and practice.

Elements of the Compensation Program for Fiscal Year 2014

The total compensation plan for executive officers and consultants is comprised of four components: base salary or consulting fees, incentive stock options, the Company's Royalty Incentive Program and benefits. There is no policy or target regarding cash and non-cash elements of the Company's compensation program. The Compensation Committee annually reviews the total compensation of each of the Company's executives and consultants on an individual basis, against the backdrop of the compensation goals and objectives described.

Base Salary
As a general rule for establishing base salaries or consulting fees, the Compensation Committee reviews competitive market data on a list of peer group companies for each of the executive positions and determines placement at an appropriate level within a range. Compensation levels are negotiated with the candidate for the position prior to his or her selection as an executive officer or consultant. Salaries or consulting fees for the executive officers are reviewed annually to reflect competitive salaries or consulting fees, external factors such as inflation as well as the overall corporate performance and the results of internal performance reviews.

Consulting Fees
As a general rule for establishing consulting fees, the Compensation Committee reviews competitive market data for each of the consulting positions and determines placement at an appropriate level within a range. Consulting fees are reviewed annually to reflect external factors such as inflation as well as overall corporate performance and the results of internal performance reviews.

Incentive Payments
The Company has a Royalty Incentive Program in place. Under the program employees and consultants, who may also be Directors, are awarded royalty units on an annual basis at the discretion of the Compensation Committee. The royalty program is based on a payment of 2% of the Company's gross production revenue, less processing and transportation charges until such time as payout of 100% of the Company's annual capital expenditures is received. Upon payout being received by the Company the royalty payable to unit holders is increased to 4% of the Company's annual production revenue, less transportation and processing charges. For the period ending December 31, 2014 the Company paid royalty unit holders a total of $47,180.

Stock Options
The Company has a Stock Option Plan (the "Plan") for the granting of stock options to the directors, officers, employees and consultants of the Company. The purpose of granting such stock options is to assist the Company in compensating, attracting, retaining and motivating such persons and to closely align the personal interest of such persons to that of the Company's shareholders. The allocation of options under the Plan is determined by the Compensation Committee which, in determining such allocations, considers such factors as overall company performance, peer company performance, share price performance, the business environment and labour market, the role and performance of the individual in question, the level of relative cash compensation and, in the case of grants to non-executive directors, the amount of time directed to the Company's affairs and time spent on the Company's audit, reserve and compensation committees. During the year ended December 31, 2014 a total of 6,336,500 incentive stock options were granted under the Plan.

Other Personal Benefits
The Company provides a health benefit program allowance for each of the Company's executives and consultants. The Company provides reimbursement of the Chairman/CEO's life insurance premiums in the aggregate amount of $6,692,60 per annum. The Company reimburses directors and consultants for any approved expenses incurred on behalf of the Company.

Risk Considerations
The Compensation Committee reviews from time to time and at least once annually, the risks, if any, associated with the Company's compensation policies and practices at such time. Such a review occurred at the time of preparation of this Compensation Discussion & Analysis. Implicit in the Compensation Committee's mandate

is that the Company's policies and practices respecting compensation, including those applicable to the Company's executives, be designed in a manner which is in the best interests of the Company and its shareholders and risk implications is one of many considerations which are taken into account in such design.

It is anticipated that a portion (set at a level consistent with its industry peers) of the Company's executive compensation will consist of options granted under the Plan. Such compensation is both "long term" and "at risk" and, accordingly, is directly linked to the achievement of long term value creation. As the benefits of such compensation, if any, are not realized by the executive until a significant period of time has passed, the ability of executives to take inappropriate or excessive risks that are beneficial to them from the standpoint of their compensation at the expense of the Company and its shareholders is extremely limited.

The other element of compensation, salary, or consulting fees, represents the remaining portion of an executive's total compensation. While salary or consulting fees, are not "long term" or "at risk", as noted above, this component of compensation represents a relatively small part of the total compensation and as a result it is unlikely that an executive would take inappropriate or excessive risks at the expense of the Company and its shareholders that would be beneficial to them from the standpoint of their short term compensation when their long term compensation might be put at risk from their actions.

Due to the small size of the Company, and the current level of the Company's activity, the Board and the Compensation Committee are able to closely monitor and consider any risks which may be associated with the Company's compensation policies and practices. Risks, if any, may be identified and mitigated through regular Board meetings during which, financial and other information of the Company are reviewed, and which review includes executive compensation. No risks have been identified arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

There are no policies in place pursuant to which an NEO or director is permitted to purchase financial instruments including for greater certainty, prepaid variable forward contracts, equity swaps, collars, units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by an NEO or director.

C. Summary Compensation Table

W. Patrick Boswell, the Company's Chairman and CEO, Steve Hanson, the Company's President, and Margaret Souleles, the Company's CFO are the NEOs of the Company for the purposes of the following disclosure. The compensation for the NEOs, directly or indirectly, for the Company's three most recently completed financial years is as follows:

Name and Principal Position (a)	Year (b)	Salary ($) (c)	Share based awards ($) (d)	Option-based awards ($) (e)[•]	Non-equity incentive plan compensation $ (f)		Pension value ($) (g)	All other compensation ($) (h)	Total compensation ($) (i)
					Annual incentive plans (f1)	Long-term incentive plans (f2)			
W. Patrick Boswell (Chairman/CEO)	December 31, 2014	139,990.00	Nil	79,185.00[(1)(15)]	26,960.00[(3)]	Nil	Nil	14,215.00[(16)]	260,350.00
	December 31, 2013	127,500.00	Nil	3,965.00[(1)(13)]	23,145.00[(3)]	Nil	Nil	12,470.00[(8)]	167,080.00
	December 31, 2012	131,250.00	Nil	Nil	22,570.00[(3)]	Nil	Nil	12,370.00[(6)]	166,190.00

Steve Hanson President	December 31, 2014	Nil	Nil	Nil	Nil	Nil	Nil	150,000.00[12]	150,000.00
	December 31, 2013	Nil	Nil	59,479.00[1)(14)]	Nil	Nil	Nil	29,020.00[11]	88,499.00
Margaret Souleles Chief Financial Officer	December 31, 2014	Nil	Nil	12,420.00[(1)(4)]	10,110.00[3]	Nil	Nil	66,490.00[5]	89,020.00
	December 31, 2013	Nil	Nil	Nil	8,680.00[3]	Nil	Nil	66,910.00[9]	75,590.00
	December 31, 2012	Nil	Nil	1,600.00[(1)(2)]	8,465.00[3]	Nil	Nil	70,185.00[7]	78,650.00

(1) The figures thus shown are based on the fair value estimated at the date of Option Grant using the Black-Scholes pricing model under the following assumptions: (i) risk free interest rate of 2.10%; (ii) dividend yields of Nil; (iii) expected life of five years; (iv) expected volatility is 78%. The Black-Scholes pricing model was used to estimate the fair value as it is the most accepted methodology.

(2) Representing a total of 250,000 incentive stock options exercisable at a price of $ 0.10 per common share until April 29, 2019.

(3) The figures shown in this column represent payments made pursuant to a royalty compensation program (the "Royalty Program") established in January, 1997 for the benefit of the Company's current directors and consultants. Each year, the Compensation Committee determines the participation level of directors and consultants based on the previous year's exploration activity and results. Under the Royalty Program, the Company pays the recipients an aggregate royalty equal to 2% before payout and 4% after payout of the gross production revenues generated by the Company from the Company's oil and gas properties.

(4) Representing a total of 150,000 incentive stock options exercisable at a price of $0.10 per common share until November, 21, 2018

(5) The figure thus shown represents consulting fees in the amount of $65,495.00 paid to Ms. Souleles and $995.00 paid for medical/hospital and extended health benefits for the period ending December 31, 2013.

(6) The figure thus shown represents consulting fees in the amount of $9,600.00 paid to a Company controlled by W. Patrick Boswell and $2,770.00 paid for medical/hospital and extended health benefits for the period ending December 31, 2012.

(7) The figure thus shown represents consulting fees in the amount of $68,770.00 paid to Ms. Souleles and $1,415.00 paid for medical/hospital and extended health benefits for the period ending December 31, 2012.

(8) The figure thus shown represents consulting fees in the amount of $9,600.00 paid to a Company controlled by W. Patrick Boswell and $2,870.00 paid for medical/hospital and extended health benefits for the period ending December 31, 2013.

(9) The figure thus shown represents consulting fees in the amount of $65,495.00 paid to Ms. Souleles and $1,415.00 paid for medical/hospital and extended health benefits for the period ending December 31, 2013.

(10) Representing a total of 85,000 incentive stock options exercisable at a price of $0.10 per common share until November 21, 2018

(11) The figure thus shown represents consulting fees in the amount of $29,020.00 paid to a Company controlled by Steve Hanson for the period ending December 31, 2013.

(12) The figure thus shown represents consulting fees in the amount of $150,000.00 paid to a Company controlled by Steve Hanson for the period ending December 31, 2014.

(13) Representing a total of 75,000 incentive stock options exercisable at a price of $0.10 per common share until November, 21, 2018

(14) Representing a total of 75,000 incentive stock options exercisable at a price of $0.10 per common share until November, 21, 2018 and 775,000 incentive stock options exercisable at a price of $0.10 per common share until November 6, 2018.

(15) Representing a total of 956,500 incentive stock options exercisable at a price of $0.10 per common share until November, 21, 2018

(16) The figure thus shown represents consulting fees in the amount of $9,600.00 paid to a Company controlled by W. Patrick Boswell and $4,615.00 paid for medical/hospital and extended health benefits for the period ending December 31, 2014.

There was no cash compensation actually paid to any of the NEOs disclosed in the above table in connection with the granting of the incentive stock options in respect of which these "option based awards" were calculated.

Other Compensation

The Company established a royalty compensation program in January, 1997 for the benefit of its then current executive officers, who are also directors and consultants. Each year, the Compensation Committee determines the participation level of executive officers and consultants based on the previous year's exploration activity and results. Under the royalty compensation program, the Company has agreed to pay the recipients an aggregate royalty equal to 2% before pay-out and 4% after pay-out of the gross production revenues, less processing and transportation fees, earned by the Company from the Company's properties. The Company paid participants of the royalty compensation program a total of $47,180 as at **December 31, 2014.**

D. Incentive Plan Awards

The Company has in place a Stock Option Plan for the purpose of attracting and motivating directors, officers, employees and consultants of the Company and advancing the interests of the Company by affording such persons the opportunity to acquire an equity interest in the Company through rights granted under the Plan to purchase shares of the Company.

OUTSTANDING SHARE-BASED AWARDS AND OPTION-BASED AWARDS

The following table discloses the particulars of all awards for each NEO outstanding at the end of the Company's financial year ended **December 31, 2014**, including awards granted before this most recently completed financial year:

	Option-based Awards				Share-based Awards	
Name	**Number of securities underlying unexercised options (#)**	**Option exercise price ($)**	**Option expiration date**	**Value of unexercised in-the-money options ($) [1]**	**Number of shares or units of shares that have not vested (#)**	**Market or payout value of share-based awards that have not vested ($)**
(a)	**(b)**	**(c)**	**(d)**	**(e)**	**(f)**	**(g)**
W. Patrick Boswell	956,500	$0.10	April 29, 2019	Nil	N/A	N/A
	75,000	$0.10	Nov. 21, 2018	Nil	N/A	N/A
	250,000	$0.10	Jun. 23, 2016	Nil	N/A	N/A
	500,000	$0.10	Oct. 29, 2015	Nil	N/A	N/A
Margaret Souleles	150,000	$0.10	April 29, 2019	Nil	N/A	N/A
	250,000	$0.10	Jun. 23, 2016	Nil	N/A	N/A
	500,000	$0.10	Oct. 29, 2015	Nil	N/A	N/A
Steve Hanson	75,000	$0.10	Nov. 21, 2018	Nil	N/A	N/A
	775,000	$0.10	Nov. 6, 2018	Nil	N/A	N/A

[1] "In the money options" means the excess of the market value of the Company shares on December 31, 2014 over the exercise price of the options. The trading price of the Company's shares at December 31, 2014 was $0.06.

The following table summarizes the value of each incentive plan award vested or earned by each NEO during the financial year ended **December 31, 2014**:

Name	**Option-based awards – Value vested during the year ($)**	**Share-based awards – Value vested during the year ($)**	**Non-equity incentive plan compensation – Value earned during the year ($)**
(a)	**(b)**	**(c)**	**(d)[1]**
W. Patrick Boswell	Nil	Nil	$10,110
Margaret Souleles	Nil	Nil	$26,960
Steve Hanson	Nil	Nil	$Nil

(1) The figures thus shown represent amounts paid under the Company's Royalty Program.

OPTION REPRICINGS

There were no re-pricings of Stock Options under the Stock Option Plan or otherwise during the Company's completed financial year ended **December 31, 2014**.

E. Pension Plan Benefits

The Company has no pension plans that provide for payments or benefits to any NEO at, following or in connection with retirement.

The Company also does not have any deferred compensation plans relating to any NEO.

F. Termination and Change of Control Benefits

During the fiscal year ended **December 31, 2014** there were Employment and Consulting Agreements in place with each of the Chairman/CEO, the President and the CFO which provide that in the event of a change in control of the Company, the Chairman/CEO is to receive the lump sum equivalent of twenty-four months salary, plus the value of employee benefits, if applicable and the purchase by the Company from the Chairman/CEO of any royalty units held by the Chairman/CEO pursuant to the Company's royalty incentive program; the CFO is to receive the lump sum equivalent of twelve months salary plus the value of employee benefits, if applicable, and the purchase by the Company from the CFO of any royalty units held by the CFO pursuant to the Company's royalty incentive program; and, the President is to receive the lump sum equivalent of 18 months salary plus the value of employee benefits, if applicable, and the purchase by the Company from the President of any royalty units held by the President pursuant to the Company's royalty incentive program.

G. Director Compensation

The Company has no pension plan or other arrangement for non-cash compensation for its directors who are not NEOs, except incentive stock options. The following table discloses the particulars of all awards for its directors who are not NEOs, outstanding at the end of the Company's financial year ended December 31, 2014:

	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 ($)**
(a)	**(b)**	**(c)**	**(d)**	**(e)**	**(f)**	**(g)**
Gary Lyons	200.000	$0.10	Nov. 21,2018	Nil	N/A	N/A
	250,000	$0.10	Jun. 23, 2016	Nil	N/A	N/A
	500,000	$0.10	Oct. 29, 2015	Nil	N/A	N/A
	475,000	$0.10	April 29, 2019	Nil	N/A	N/A
Gary McInnis	250,000	$0.10	Jun. 23, 2016	Nil	N/A	N/A
	500,000	$0.10	Oct. 29, 2015	Nil	N/A	N/A
	150,000	$0.10	April 29, 2019	Nil	N/A	N/A
Charles Welsh	300,000	$0.13	Nov. 11, 2016	Nil	N/A	N/A
Anthony Kinnon	50,000	$0.10	Oct. 1, 2019	Nil	N/A	N/A

(1) "In-the-money options" means the excess of the market value of the Company's shares on December 31, 2014 over the exercise price of the options. The last trading price of the Company's shares at its fiscal year ended December 31, 2014 was $0.06.

The following table discloses all amounts of compensation paid by the Company to its directors who are not NEOs for the financial year ended **December 31, 2014**.

Name (a)	Fees earned ($) (b)	Share-based awards ($) (c)	Option-based awards ($) (d) [6]	Non-equity incentive plan compensation ($) (e)	Pension value ($) (f)	All other compensation ($) (g)	Total ($) (h)
Gary Lyons	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Gary McInnis	Nil	Nil	Nil	10,110[2]	Nil	18,000[1]	28,110
Charles Welsh	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Anthony Kinnon	Nil	Nil	Nil	Nil	Nil	37,500[3]	Nil

(1) Amount paid for consulting fees for field supervision on the Company's Alderson oil production.

(2) The figures shown in this column represent payments made pursuant to a royalty compensation program (the "Royalty Program") established in January, 1997 for the benefit of the Company's current directors and consultants. Each year, the Compensation Committee determines the participation level of directors and consultants based on the previous year's exploration activity and results. Under the Royalty Program, the Company pays the recipients an aggregate royalty equal to 2% before payout and 4% after payout of the gross production revenues generated by the Company from the Company's oil and gas properties.

(3) The figure thus shown represents consulting fees in the amount of $37,500.00 paid to Anthony Kinnon for the period ending December 31, 2014.

Other than as set forth in the foregoing, no director of the Company who is not an NEO has received, during the most recently completed financial year, compensation pursuant to:

(a) any standard arrangement for the compensation of directors for their services in their capacity as directors, including any additional amounts payable for committee participation or special assignments;

(b) any other arrangement, in addition to, or in lieu of, any standard arrangement, for the compensation of directors in their capacity as directors; or

(c) any arrangement for the compensation of directors for services as consultants or experts.

X. SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Company's compensation plans under which equity securities of the Company were authorized for issuance at the end of the Company's financial year ended **December 31, 2014**:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders	6,356,500	$0.10	281,397
Equity compensation plans not approved by security holders	Nil	Nil	Nil
Total	6,356,500	$0.10	281,397

XI. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No executive officer, director, employee, former executive officer, former director, former employee, proposed nominee for election as a director, or associate of any such person has been indebted to the Company or its subsidiaries at any time since the commencement of the Company's last completed financial year. No guarantee, support agreement, letter of credit or other similar arrangement or understanding has been provided by the Company or its subsidiaries at any time since the beginning of the most recently completed financial year with respect to any indebtedness of any such person.

XII. MANAGEMENT CONTRACTS

The Company has an employment agreement in place with Company Chairman/CEO W. Patrick Boswell dated May 1, 2011 pursuant to which Mr. Boswell agreed to serve the Company as Chairman/Chief Executive Officer. The term of the agreement is for a period of one year and the monetary compensation payable is the sum of $11,833 per month plus employee benefits, which include medical/hospital and extended health care benefits.

The Company has an employment agreement in place with Company CFO, Margaret Souleles, pursuant to which Ms. Souleles, as CFO, receives the sum of $5,458.00 per month plus employee benefits which include medical/hospital and extended health care benefits.

The Company has a consulting agreement in place with Discovery Management Services to provide the services of Steve Hanson to serve as President of the Company, pursuant to which Discovery Management Services receives the sum of $12,500 per month plus reimbursement for office expenses in the amount of $1,700 per month.

The Company has a consulting agreement in place with Anthony Kinnon to provide services to the Company pursuant to which he receives the sum of $12,500 per month.

XIII. CORPORATE GOVERNANCE

Pursuant to National Policy 58-101 *Disclosure of Corporate Governance Practices* the Company is required to and hereby discloses its corporate governance practices as follows.

1. Board of Directors

The Board of Directors of the Company facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board.

Gary Lyons, Gary McInnis, Charles Welsh and Anthony Kinnon, directors of the Company, are "independent" in that they are independent and free from any interest and any business or other relationship which could or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company, other than the interests and relationships arising from shareholdings. Mr. W. Patrick Boswell is the Chairman/CEO of the Company, Mr. Steve Hanson is the President of the Company and Margaret Souleles is CFO of the Company, and, therefore, are not independent.

2. Directorships

The following table discloses directors who are currently directors of other Reporting Issuers:

Name of Director:	**Other Reporting Issuers:**
W. Patrick Boswell	None
Steve Hanson	Argentex Mining Corp. & Carolina Capital Corp.
Gary Lyons	None

Gary McInnis	None
Charles Welsh	None
Anthony Kinnon	None

3. Orientation and Continuing Education

The Board of Directors of the Company brief all new directors with the policies of the Board of Directors, and other relevant corporate and business information.

4. Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the corporation. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

5. Nomination of Directors

The Board of Directors is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting the shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, shown support for the Company's mission and strategic objectives, and a willingness to serve.

6. Compensation

The Compensation Committee of the Board of Directors, which consists of two independent directors, conducts reviews with regard to executive officers', consultants' and directors' compensation once a year. To make its recommendation on compensation, the Compensation Committee takes into account the types of compensation

and the amounts paid to directors, executive officers and consultants of comparable publicly traded Canadian companies.

7. Other Board Committees

The committees of the Board of Directors consist of the Audit Committee, of which a majority of the members are independent, the Reserve Committee, which consists of one executive officer and one independent director, and the Compensation Committee, which is comprised of two independent directors.

8. Assessments

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

XIV. AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

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

A. Audit Committee Charter

The Company's audit committee is governed by an audit committee charter, the text of which is attached as **Schedule A** to this Information Circular.

B. Composition of the Audit Committee

The Company's audit committee is comprised of three directors, Gary Lyons, Anthony Kinnon and Steve Hanson. Messrs. Gary Lyons and Anthony Kinnon are "independent" and Steve Hanson is "not independent" as he is the President of the Company. Also as defined in NI 52-110, all of the audit committee members are "financially literate".

A member of the audit committee is "independent" if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Company's board of directors, reasonably interfere with the exercise of the member's independent judgment.

C. Relevant Education and Experience

NI 52-110 provides that a member of the audit committee is considered to be "financially literate" if he has 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 complexities of the issues that can reasonably be expected to be raised by the Company.

All of the members of the Company's audit committee are considered to be "financially literate", as that term is defined in NI 52-110.

Gary Lyons is a retired medical doctor and independent business person. Dr. Lyons is financially literate.

Anthony Kinnon is a registered investment advisor and is financially literate.

Steve Hanson has been a board member of a number of listed companies providing consulting services in respect of the development of short and long term financial strategies. Mr. Hanson is financially literate.

The board of directors believes that the audit committee members have the relevant education and experience to comply with NI 52-110.

Since the commencement of the Company's most recently completed financial year, the Company's Board of Directors has not failed to adopt a recommendation of the audit committee to nominate or compensate an external auditor.

Since the effective date of NI 52-110, the Company has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

The audit committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Company's Board of Directors, and where applicable the audit committee, on a case-by-case basis.

D. External Auditor Service Fees

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

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

Financial Year Ending	Audit Fees[1]	Audit Related Fees[2]	Tax Fees[3]	All Other Fees[4]
December 31, 2014	$48,195	Nil	Nil	Nil
December 31, 2013	$53,455	Nil	Nil	Nil

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's 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 include 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.

E. Exemption

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

XV. PARTICULARS OF MATTERS TO BE ACTED UPON

A. Election of Directors

Management intends to propose for adoption an ordinary resolution that the number of directors of the Company be fixed at **six**.

Each director of the Company is elected annually and holds office until the next Annual General Meeting of the shareholders unless that person ceases to be a director before then. In the absence of instructions to the contrary, the shares represented by proxy will, on a poll, be voted for the nominees herein listed. Management does not contemplate that any of the nominees will be unable to serve as a director.

The following table sets out the names of the persons to be nominated for election as directors, the positions and offices which they presently hold with the Company, their respective principal occupations and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised, as of the date of this Information Circular:

Name of Nominee, Residence and Present Positions Held	Principal Occupation	Director Since	Number of Shares Beneficially Owned of Controlled
W. Patrick Boswell Calgary, Alberta Chairman/CEO Director	CEO of International Frontier Resources Corporation.	1997	2,112,168
Steve Hanson* Vancouver, BC President Director	President of International Frontier Resources Corporation; previously Mr. Hanson was the President of Discovery Management Services Ltd a venture capital consulting firm assisting early--stage companies in the development of short and long--term financing strategies.	2013	3,861,000
Dr. Gary Lyons* Saratoga, Wyoming Director	Retired Medical Doctor and retired businessman.	2006	5,100,000
Gary McInnis Calgary, Alberta Director	President, Boomer Energy Services, a Consulting Company that offers Supervision and Management Consulting Services to the Upstream Oil & Gas Industry	2010	1,531,183
Charles Welsh Calgary, Alberta Director	Geoscientist providing consulting services to the oil & gas industry.	2011	297,000
Anthony Kinnon* Calgary, Alberta Director	Mr. Kinnon has 19 years of finance experience in the oil and gas sector. Most recently he was Vice President of Macquarie Private Wealth/Richardson GMP from 2009 until September 2014. Tony has been actively involved in public venture capital his entire career which has included corporate finance, retail and institutional sales.	September 2014	1,325,000

***Denotes member or proposed member of the Audit Committee**

The terms of office of those nominees who are presently Directors will expire as of the date of the Meeting. All of the Directors who are elected at the Meeting will have their term of office expire at the next Annual General Meeting of the Company.

No proposed director of the Company is, or within the 10 years before the date of this Information Circular has been, a director or executive officer of any company that, while that person was acting in that capacity:

(a) was the subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, for a period of more than 30 consecutive days;

(b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more that 30 consecutive days; or

(c) 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.

No proposed director of the Company 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.

The above information was provided by management of the Company.

B. Appointment of Auditor

Management proposes that **Crowe MacKay LLP,** Chartered Accountants, of Elveden House, Suite 1700, 717 – 7th Avenue S.W., Calgary, Alberta T2P 0Z3 be reappointed as Auditors of the Company for the ensuing year at a remuneration to be negotiated between the Auditors and the Directors.

C. Incentive Stock Option Plan

At the Meeting, shareholders will be asked to consider and, if thought fit, to pass an ordinary resolution approving the renewal of the Company's Stock Option Plan (the "Plan"). The Plan was initially approved by shareholders at the Company's Annual General Meeting held **June 26, 2003** and has been approved for renewal by shareholders annually thereafter. It is a condition of Exchange approval of the Plan that shareholder approval be obtained annually. The purpose of the Plan is to assist the Company in attracting, retaining and motivating directors, officers and employees of the Company and to closely align the personal interests of such directors, officers and employees with the interests of the Company and its shareholders. Options granted under the Plan are non-assignable and may be granted for a term not exceeding that permitted by the Exchange (currently **ten** years). A summary of the material aspects of the Plan is as follows:

1. the Plan will be administered by the Company's Board of Directors or, if the Board so designates, a Committee of the Board appointed in accordance with the Plan to administer the Plan;
2. the maximum number of shares in respect of which options may be outstanding under the Plan at any given time is equivalent to 10% of the issued and outstanding shares of the Company at that time, less the number of shares, if any, subject to Prior Options;
3. following termination of an optionee's employment, directorship, consulting agreement or other qualified position, the optionee's option shall terminate upon the expiry of such period of time following

termination, not to exceed 90 days (30 days if the optionee is engaged in providing investor relations services), as has been determined by the directors;

4. an option granted under the Plan will terminate one year following the death of the optionee. These provisions do not have the effect of extending the term of an option which would have expired earlier in accordance with its terms, and do not apply to any portion of an option which had not vested at the time of death or other termination;

5. as long as required by Exchange policy, no one individual may receive options on more than 5% of the issued and outstanding shares of the Company (the "Outstanding Shares") in any 12 month period, no one consultant may receive options on more than 2% of the Outstanding Shares in any 12 moth period, and options granted to persons employed to provide investor relations services may not exceed, in the aggregate, 2% of the Outstanding Shares in any 12 month period;

6. options may not be granted at prices that are less than the Discounted Market Price as defined in Exchange policy which, subject to certain exceptions, generally means the most recent closing price of the Company's shares on the Exchange, less a discount of from 15% to 25%, depending on the trading value of the Company's shares;

7. any amendment of the terms of an option shall be subject to any required regulatory and shareholder approvals; and

8. in the event of a reorganization of the Company or the amalgamation, merger or consolidation of the shares of the Company, the Board of Directors shall make such appropriate provisions for the protection of the rights of the optionee as it may deem advisable.

A copy of the Company's current Plan will be available for review at the meeting. The directors recommend that shareholders approve the renewal of the Company's Option Plan.

XVI. OTHER MATTERS TO BE ACTED UPON

The Company will consider and transact such other business as may properly come before the Meeting or any adjournment thereof. The Management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting by proxy.

XVII. ADDITIONAL INFORMATION

Additional information concerning the Company is available on SEDAR at www.sedar.com. Financial information concerning the Company is provided in the Company's comparative financial statements and Management's Discussion and Analysis for the financial year ended **December 31, 2014**.

Shareholders wishing to obtain a copy of the Company's financial statements and Management's Discussion and Analysis may obtain them on SEDAR at www.sedar.com, or may contact the Company as follows:

International Frontier Resources Corporation
Suite 100, 601 – 10th Ave. S.W.
Calgary, Alberta T2R 0B2
Telephone: **1-403-215-2780**
Fax: **1-403-215-2788**
E-mail: **frontierres@shaw.ca**

BOARD APPROVAL

The content and sending of this Information Circular has been approved by the Company's Board of Directors. The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

DATED at Calgary, Alberta, the **27th** day of **April, 2015**.

ON BEHALF OF THE BOARD

"W. Patrick Boswell"

W. PATRICK BOSWELL
Chairman/CEO

SCHEDULE "A"

INTERNATIONAL FRONTIER RESOURCES CORPORATION

(the "Company")

AUDIT COMMITTEE CHARTER

PURPOSE OF THE COMMITTEE

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of the Company is to provide an open avenue of communication between management, the Company's independent auditor and the Board and to assist the Board in its oversight of:

- the integrity, adequacy and timeliness of the Company's financial reporting and disclosure practices;
- the Company's compliance with legal and regulatory requirements related to financial reporting; and
- the independence and performance of the Company's independent auditor.

The Committee shall also perform any other activities consistent with this Charter, the Company's articles and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of at least three directors. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The members of the Committee shall elect a Chairman from among their number. A majority of the members of the Committee must not be officers or employees of the Company or of an affiliate of the Company. The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Company or of an affiliate of the Company. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

The Committee's role is one of oversight. Management is responsible for preparing the Company's financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with International Financial Reporting Standards ("IFRS"). Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The independent auditor's responsibility is to audit the Company's financial statements and provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Company in accordance with IFRS.

The Committee is responsible for recommending to the Board the independent auditor to be nominated for the purpose of auditing the Company's financial statements, preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, and for reviewing and recommending the compensation of the independent auditor. The Committee is also directly responsible for the evaluation of and oversight of the work of the independent auditor. The independent auditor shall report directly to the Committee.

AUTHORITY AND RESPONSIBILITIES

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Monitor the adequacy of this Charter and recommend any proposed changes to the Board.

2. Review the appointments of the Company's Chief Financial Officer and any other key financial executives involved in the financial reporting process.

3. Review with management and the independent auditor the adequacy and effectiveness of the Company's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.

4. Review with management and the independent auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.

5. Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.

6. Review the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.

7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Company, including consideration of the independent auditor's judgment about the quality and appropriateness of the Company's accounting policies. This review may include discussions with the independent auditor without the presence of management.

8. Review with management and the independent auditor significant related party transactions and potential conflicts of interest.

9. Pre-approve all non-audit services to be provided to the Company by the independent auditor.

10. Monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and the Company and all non-audit work performed for the Company by the independent auditor.

11. Establish and review the Company's procedures for the:

    - receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
    - confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.

12. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Company.

13. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting company in Parts 2 and 4 of Multilateral Instrument 52-110 of the Canadian Securities Administrators, the *Business Corporations Act* (Alberta) and the articles of the Company.