



**ANNUAL
GENERAL
MEETING**

Notice of Annual General Meeting of Shareholders

Management Information Circular

Date: Thursday, October 22, 2015

Place: 550 Burrard Street, Bentall 5
Lobby Level Boardroom
Vancouver, British Columbia

Time: 11:00 a.m. (Vancouver time)

CORPORATE DATA

Head Office

Suite 788 – 550 Burrard Street
Vancouver, British Columbia
V6C 2B5

Directors and Officers

R. Michael Jones, President, Chief Executive Officer & Director
Frank Hallam, Chief Financial Officer, Secretary & Director
Sandy McVey, Chief Operating Officer
Michael Allen, VP Exploration
Pierre B. Lebel, Director
John Brock, Director
Kevin Falcon, Director

Registrar and Transfer Agent

Computershare Trust Company of Canada
3rd Floor, 510 Burrard Street
Vancouver, BC V6C 3B9

Legal Counsel

Gowling Lafleur Henderson LLP
Suite 2300, 550 Burrard Street
Vancouver, BC V6C 2B5

Auditor

Deloitte LLP
Suite 2800 – 1055 Dunsmuir Street
Vancouver, BC V7X 1P4

Listing

TSX Venture Exchange (the “**Exchange**” or “**TSXV**”)
Symbol “WKM”



Suite 788 – 550 Burrard Street
Vancouver, British Columbia
V6C 2B5
(604) 685-8311

NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are receiving this notification as West Kirkland Mining Inc. (the “**Company**”) has decided to use the notice and access model (“**Notice and Access**”) provided for under recent amendments to National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* for the delivery of meeting materials to its shareholders for its annual general meeting of shareholders to be held on **Thursday, October 22, 2015** (the “**Meeting**”). Under Notice and Access, instead of receiving printed copies of the Company’s management information circular (“**Information Circular**”), financial statements for the fiscal year ended December 31, 2014 and management’s discussion and analysis (collectively, the “**Meeting Materials**”), shareholders are receiving this notice with information on how they may access such Meeting Materials electronically. With this notice, shareholders will receive a proxy (in the case of registered shareholders) or a voting instruction form (in the case of non-registered shareholders), enabling them to vote at the Meeting. The Company has adopted this alternative means of delivery in order to further its commitment to environmental sustainability and to reduce its printing and mailing costs. This notice serves as a notice of meeting under section 169 of the *Business Corporations Act* (British Columbia).

Meeting Date, Location and Purposes

The Meeting will be held on Thursday, October 22, 2015 (“**Meeting Date**”) at 11:00 a.m. (Pacific Time) at 550 Burrard Street, Bentall 5, Lobby Level Boardroom, Vancouver, British Columbia, for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended December 31, 2014 (with comparative statements relating to the preceding fiscal period) together with the report of the auditors therein;
2. to set the number of directors at five (5);
3. to elect directors;
4. to appoint the auditors for the ensuing year and to authorize the directors to fix their remuneration;
5. to consider and, if thought fit, to pass an ordinary resolution, providing the required annual approval of the Company’s rolling 10% stock option plan, as more particularly described in the accompanying Information Circular; and
6. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

For detailed information with respect to each of the above matters, please refer to the item bearing the corresponding heading in the Information Circular.

The Company urges shareholders to review the Information Circular before voting.

Accessing Meeting Materials Online

The Meeting Materials (and the financial statement request card) can be viewed online under the Company’s profile on SEDAR at www.sedar.com, or the Company’s website: http://wkmining.com/investors/agm_2015/.

Accompanying this notice are a form of Proxy (the “**Proxy**”) or voting information form (“**VIF**”), and a financial statement request form (“**Request Form**”). The Information Circular (which can be viewed online at the websites described above) provides additional information relating to the matters to be addressed at the Meeting and is incorporated by reference into this notice.

Requesting Printed Meeting Materials

Any registered shareholder or Canadian NOBO (as defined in the Information Circular) who wishes to receive a paper copy of the Information Circular prior to the date of the Meeting should contact the Company at 1-866-899-5450. Any Canadian OBO (as defined in the Information Circular) or US beneficial holder who wishes to receive a paper copy of the Information Circular prior to the date of the Meeting should contact Broadridge Investor Communication Solutions, Canada at 1-877-907-7643. To obtain additional information about the Notice and Access Provisions, or to obtain a paper copy of the Information Circular after the date of the Meeting, please contact Frank Hallam, the Corporate Secretary of the Company, at 1-866-899-5450.

Stratification

The Company has determined that those registered and beneficial shareholders with existing instructions on their account to receive printed materials and those registered and beneficial shareholders with addresses outside of Canada and the United States will receive printed copies of the Meeting Materials with this notice.

Voting Process

Registered Shareholders at the close of business on September 9, 2015 may vote in person at the Meeting or by proxy as follows:

By telephone: Call the toll-free number indicated on the proxy form and follow the instructions. If you choose to vote by telephone, you cannot appoint any person other than the officers named on the form of proxy as your proxy holder.

On the internet: Go to the website indicated on the proxy form and follow the instructions on the screen. If you return your proxy via the internet, you can appoint another person, who need not be a shareholder, to represent you at the Meeting by inserting such person’s name in the blank space provided in the form of Proxy. Complete your voting instructions and date and sign the Proxy. Make sure that the person you appoint is aware that he or she has been appointed and attends the Meeting.

By mail: Complete the form of Proxy and return it in the envelope provided. If you return your Proxy by mail, you can appoint another person, who need not be a shareholder, to represent you at the Meeting by inserting such person’s name in the blank space provided in the form of Proxy. Complete your voting instructions and date and sign the Proxy. Make sure that the person you appoint is aware that he or she has been appointed and attends the Meeting.

In order to be valid and acted upon at the Meeting, the deadline for receiving duly completed and executed forms of proxy or submitting a proxy by telephone or over the internet is 11:00 a.m. (Pacific time) on Tuesday, October 20, 2015, (the “**Proxy Deadline**”) or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of any adjourned or postponed Meeting. **All proxies must be received by Computershare by the Proxy Deadline in order to be valid and any proxies received after the Proxy Deadline will not be accepted.**

Non-Registered Shareholders may vote or appoint a proxy using their VIF at least one business day in advance of the proxy deposit deadline noted on the form. You should carefully follow the instructions of your intermediary, including those regarding when and where the Proxy or VIF is to be delivered.

For Any Questions

Shareholders with questions about Notice and Access can contact the Company at 1-866-899-5450.

DATED at Vancouver, British Columbia, this September 9, 2015.

BY ORDER OF THE BOARD

(signed) “R. Michael Jones”

President, Chief Executive Officer & Director

WEST KIRKLAND MINING INC.

MANAGEMENT INFORMATION CIRCULAR

(containing information as at September 9, 2015 unless indicated otherwise)

West Kirkland Mining Inc. (the “**Company**”) is providing this Information Circular in connection with the management’s solicitation of proxies for use at the annual general meeting of the Company (and any adjournment thereof) to be held on Thursday, October 22, 2015 at the place and for the purposes set forth in the accompanying notice of meeting (the “**Notice of Meeting**”). Unless the context otherwise requires, when we refer in this Information Circular to the Company, its subsidiaries are also included.

The solicitation of Proxies will be primarily by mail, but Proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company at nominal cost. In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of Reporting Issuers* (“**NI 54-101**”), arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of common shares in the capital of the Company (the “**Common Shares**”) held of record by such persons and the Company may reimburse such persons for reasonable fees and disbursements incurred by them in so doing. All costs of solicitation by management will be borne by the Company.

The Company has given notice of the Meeting in accordance with NI 54-101, pursuant to which it has sent the Notice of Meeting, Proxy and/or voting information form (“**VIF**”) and a Request Form but not the Information Circular, directly to its registered shareholders (“**Registered Shareholders**”) and its beneficial shareholders (“**Beneficial Shareholders**”).

The contents and the sending of this Information Circular have been approved by the directors of the Company.

APPOINTMENT OF PROXYHOLDER

The individuals named as proxyholder in the accompanying form of proxy are the Chief Executive Officer and Chief Financial Officer, respectively, of the Company (collectively, “**Management’s Nominees**”). **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT THE SHAREHOLDER AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY STRIKING OUT THE NAMES OF MANAGEMENT’S NOMINEES NAMED IN THE ACCOMPANYING FORM OF PROXY AND INSERTING THE DESIRED PERSON’S OR COMPANY’S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY. A proxy will not be valid unless the completed form of proxy is received by Computershare Investor Services Inc. (“Computershare”), Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 on or before 11:00 a.m. (Vancouver time) on Tuesday, October 20, 2015 (the second business day before the date of the Meeting), being 48 hours (excluding Saturdays, Sundays and holidays) before the time set for holding the Meeting. Proxies delivered after that time will not be accepted.**

REVOCAION OF PROXIES

A shareholder who has given a proxy may revoke it by an instrument in writing executed by the shareholder or by his attorney duly authorized in writing or, where the shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered to the registered office of the Company, at Suite 2300, 550 Burrard Street, Vancouver, British Columbia, V6C 2B5 (Attention: Daniel M. Allen) at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or, if adjourned, any reconvening thereof, or in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

INFORMATION FOR NON-REGISTERED SHAREHOLDERS

Only Registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are “non-registered” shareholders because the Common Shares they own are not registered in their names but are instead registered in the names of a brokerage firm, bank or other intermediary or in the name of a clearing agency. Shareholders who do not hold their Common Shares in

their own name (referred to herein as “Beneficial Shareholders”) should note that only Registered Shareholders may vote at the Meeting. If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in such shareholder’s name on the records of the Company. Such Common Shares will more likely be registered under the name of the shareholder’s broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name of CDS Inc. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting Common Shares for the brokers’ clients. Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders’ meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided by the Company to the Registered Shareholders. However, its purpose is limited to instructing the Registered Shareholder (i.e. the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction form must be returned to Broadridge (or instructions respecting the voting of Common Shares must be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted.**

Beneficial Shareholders fall into two categories – those who object to their identity being known to the issuers of securities which they own (“**Objecting Beneficial Owners**” or “**OBOs**”) and those who do not object to their identity being made known to the issuers of the securities they own (“**Non-Objecting Beneficial Owners**” or “**NOBOs**”). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from intermediaries via their transfer agents.

This Information Circular and accompanying materials are being sent to both Registered Shareholders and Beneficial Shareholders. If you are a Beneficial Shareholder, and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the Common Shares on your behalf.

The Company has decided to take advantage of the provisions of NI 54-101 that permit it to deliver proxy-related materials directly to its NOBOs. By choosing to send these materials to you directly, the Company (and not the intermediary holding Common Shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions.

As a result, if you are a NOBO of the Company, you can expect to receive a scannable VIF from Computershare. Please complete and return the VIF to Computershare in the envelope provided or by facsimile. In addition, telephone voting and internet voting can be found in the VIF. Computershare will tabulate the results of the VIFs received from the Company’s NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

The Company has adopted the Notice and Access procedure described in NI 54-101 and National Instrument 51-102 *Continuous Disclosure Obligations* (“**NI 51-102**”) to distribute its proxy-related materials to the Registered and Beneficial Shareholders. In addition, the Company has not agreed to pay to distribute its Meeting Materials to the OBOs and unless the intermediaries acting for such OBOs agree to assume the cost of such delivery, OBOs will not receive the Meeting Materials for the Meeting.

The Company has determined that those Registered Shareholders and Beneficial Shareholders with existing instructions on their account to receive printed copies of the Meeting Materials and those with addresses outside of Canada and the United States will receive printed copies of the Meeting Materials with the Notice of Meeting

The Company's OBOs can expect to be contacted by Broadridge or their brokers or their broker's agents as set out above.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of their brokers, a Beneficial Shareholder may attend the Meeting as proxyholder for the Registered Shareholder and vote the Common Shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the Registered Shareholder should enter their own names in the blank space on the proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

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

VOTING OF PROXIES

The Common Shares represented by a properly executed proxy in favour of persons designated as proxyholders in the enclosed form of proxy will:

- (a) be voted or withheld from voting in accordance with the instructions of the shareholder appointing the proxyholder on any ballot that may be called for; and
- (b) where a choice with respect to any matter to be acted upon has been specified in the form of proxy, be voted in accordance with the specification made in such proxy.

ON A POLL, SUCH COMMON SHARES WILL BE VOTED **IN FAVOUR** OF EACH MATTER FOR WHICH NO CHOICE HAS BEEN SPECIFIED OR WHERE BOTH CHOICES HAVE BEEN SPECIFIED BY THE SHAREHOLDER.

The enclosed form of Proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the person appointed proxyholder thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting, and with respect to other matters which may properly come before the Meeting. In the event that amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the persons designated by management as proxyholders in the enclosed form of Proxy to vote in accordance with their best judgment on such matters or business. At the time of the printing of this Information Circular, management of the Company knows of no such amendment, variation or other matter which may be presented to the Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Authorized Share Structure: unlimited Common Shares without par value (the "**Common Shares**")
Issued and Outstanding: 294,134,169 Common Shares as at September 9, 2015 (the "**Record Date**")

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

On a show of hands, every individual who is present and is entitled to vote as a shareholder or as a representative of one or more corporate shareholders, or who is holding a valid Proxy on behalf of a shareholder who is not present at the Meeting, will have one vote, and on a poll every shareholder present in person or represented by a valid Proxy and every person who is a representative of one or more corporate shareholders, will have one vote for each Common Share registered in that shareholder's name on the list of shareholders, which is available for inspection during normal business hours at Computershare and will be available at the Meeting. **Shareholders represented by proxyholders are not entitled to vote on a show of hands.**

To the knowledge of the directors and executive officers of the Company, the following companies beneficially owns, or controls or directs, directly or indirectly, voting securities carrying more than 10% of the voting rights attached to the voting securities of the Company:

<i>Name</i>	<i>Number of Securities</i>	<i>Percentage</i>
Sun Valley Gold LLC	89,238,400 ⁽¹⁾	30.3%
Liberty Metals and Mining Holdings, LLC	42,000,000 ⁽²⁾	14.3%
Ruffer LLP	38,506,000 ⁽³⁾	13.1%

Notes:

- (1) Sun Valley Gold LLC exercises control and direction, on behalf of Sun Valley Gold Masters Fund, Ltd., over an aggregate 89,238,400 Common Shares and 1,778,000 Common Share purchase warrants, which if exercised, together with the 89,230,400 Common Shares over which Sun Valley currently exercises control and direction, would represent approximately 30.8% of the voting securities of the Company, after giving effect to the exercise of such warrants, but not the exercise of any other share purchase warrants issued by the Company.
- (2) Liberty Metals and Mining Holdings, LLC exercises control and direction, over an aggregate 42,000,000 Common Shares and 42,000,000 Common Share purchase warrants, which if exercised, together with the 42,000,000 Common Shares over which Liberty currently exercises control and direction, would represent approximately 25.0% of the voting securities of the Company, after giving effect to the exercise of such warrants, but not the exercise of any other share purchase warrants issued by the Company.
- (3) Ruffer LLP exercises control and direction, on behalf of CF Ruffer Gold Fund and other managed accounts, over an aggregate 38,506,000 Common Shares and 10,900,000 Common Share purchase warrants, which if exercised, together with the 38,506,000 Common Shares over which Ruffer currently exercises control and direction, would represent approximately 16.2% of the voting securities of the Company, after giving effect to the exercise of such warrants, but not the exercise of any other share purchase warrants issued by the Company.

ELECTION OF DIRECTORS

Number of Directors

The board of directors (the “**Board**”) presently consists of five directors and it is intended to determine the number at five and to elect five directors for the ensuing year.

The term of office of each of the present directors expires at the Meeting. The persons named below will be presented for election at the Meeting as Management’s nominees and the persons proposed by Management as proxyholders in the accompanying form of proxy intend to vote for the election of these nominees. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Company or until his successor is elected or appointed, unless his office is earlier vacated in accordance with the Articles of the Company or the provisions of the *Business Corporations Act* (British Columbia).

The following table and notes thereto sets out the name of each person proposed to be nominated by Management for election as a director (a “**Proposed Director**”), the province and country in which he is ordinarily resident, all offices of the Company now held by him, his principal occupation, the period of time for which he has been a director of the Company, and the number of common shares beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at the date hereof.

Name, Position, Province or State and Country of Residence⁽¹⁾	Principal Occupation During Past Five Years⁽¹⁾	Date Became a Director	Number of Common Shares beneficially owned or controlled or directed, directly or indirectly⁽²⁾
R. Michael Jones British Columbia, Canada <i>President & Chief Executive Officer</i>	President and Chief Executive Officer of the Company since 2010; President, Chief Executive Officer, co-founder and director of Platinum Group Metals Ltd. since 2000; a director of Nextraction Energy Corp. since 2008; co-founder and former director of MAG Silver Corp. from 2003 to 2012; co-founder and former director of West Timmins Mining Inc. (now Lake Shore Gold Corp.) from September 2006 to November 2009; Professional Engineer since 1990.	May 28, 2010	2,531,408 ⁽⁵⁾
Frank R. Hallam British Columbia, Canada <i>Chief Financial Officer and Corporate Secretary</i>	Chief Financial Officer and Corporate Secretary of the Company since 2010; Chief Financial Officer, Corporate Secretary, co-founder and director of Platinum Group Metals Ltd. since 2002; co-founder and former Chief Financial Officer of MAG Silver Corp. from 2003 to June 2010 and former director from June 2010 to June 2014; a director of Nextraction Energy Corp. since 2008; co-founder and former director of West Timmins Mining Inc. from September 2006 to November 2009; a director of Lake Shore Gold Corp. since November 2009; Chartered Accountant since 1993.	May 28, 2010	2,138,767
Pierre Lebel⁽³⁾⁽⁴⁾ British Columbia, Canada <i>Director</i>	Chairman of Imperial Metals Corporation since 2003, Director since December 2001 and was President from 1986-2003; a director of HomEquity Bank since 2011; a director of SouthGobi Resources Ltd. since 2003; a director of Zedi Inc. from 2001 to February 2014.	May 28, 2010	200,000
John Brock⁽³⁾⁽⁴⁾ British Columbia, Canada <i>Director</i>	Director of Pacific Ridge Exploration Ltd. since 1979 and former President and Chief Executive Officer to June 2014. During the prior 40 years he has served as an officer and director of a number of public mineral exploration companies as well as holding board position with several Canadian stock exchanges.	September 23, 2010	200,000 ⁽⁶⁾
Kevin Falcon⁽³⁾⁽⁴⁾ British Columbia, Canada <i>Director</i>	Executive Vice President of Anthem Capital Corp. since May 2013; Deputy Premier and Minister of Finance of British Columbia from March 2011 to September 2012; Minister of Health Services of the Province of British Columbia from June 2009 to November 2010; Minister of Transportation and Infrastructure of BC from January 2004 to June 2009; Member of the Legislative Assembly for Surrey-Cloverdale, British Columbia from 2001 to August 2012.	June 13, 2013	133,333

Notes:

- (1) The information as to the residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective proposed directors individually.
- (2) The information as to Common Shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective proposed directors individually.
- (3) Member of the Audit Committee.

- (4) Member of the Compensation Committee.
- (5) Of these Common Shares, 24,500 are held by 599143 B.C. Ltd, a company 50% owned by Mr. Jones and 50% owned by Mr. Jones' wife.
- (6) Of these Common Shares, 50,000 are owned by 750412 BC Ltd., a private company controlled by John Brock.

AUDIT COMMITTEE

Under National Instrument 52-110 – Audit Committees (“**NI 52-110**”), companies are required to provide disclosure with respect to their audit committee, including the text of the audit committee’s charter, the composition of the audit committee and the fees paid to the external auditor. This information is set out in the attached Schedule “A” to this Information Circular.

STATEMENT OF EXECUTIVE COMPENSATION

“Named Executive Officers” (each an “**NEO**”) means: (a) an individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the financial year ended December 31, 2014 (a “**CEO**”); (b) an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the financial year ended December 31, 2014 (a “**CFO**”); (c) each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at December 31, 2014 whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6, for the financial year ended December 31, 2014; and (d) each individual who would be an NEO under item (c) above but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in a similar capacity, at December 31, 2014.

During the financial year ended December 31, 2014, the Company had four NEOs: R. Michael Jones, President and Chief Executive Officer, Frank Hallam, Chief Financial Officer and Corporate Secretary, Sandy McVey, Chief Operating Officer (“**COO**”) and Michael G. Allen, VP, Exploration.

Compensation Discussion and Analysis (“CD&A”)

The Company does not generate operating cash flows and relies on equity financings to fund its exploration and corporate activities. Therefore, as the Company seeks to attract, retain and motivate highly skilled and experienced executive officers, it must at the same time consider current market and industry circumstances and the Company’s liquidity and ability to raise further capital.

Prior to 2012 the mineral exploration and development industry was extremely competitive and active for executive officers and other employees. From mid-calendar 2012 through the Company’s December 31, 2014 year end, the global economic environment for gold and precious metals has weakened, resulting in a general reduction in the availability of equity financing in the industry and in lower markets in general. These poor market conditions and associated long term market uncertainties had an impact on executive compensation decisions made during the financial year ended December 31, 2014.

The CD&A that follows outlines the Company’s executive compensation components and philosophies, which at times during the early part of the year, was tempered by the Company’s desire to preserve capital in light of uncertain economic circumstances.

Executive Compensation Philosophy and Objectives

The Company’s principal goal is to create value for its shareholders. The Company’s compensation philosophy reflects this goal, and is based on the following fundamental principles:

1. *Compensation programs align with shareholder interests* – the Company aligns the goals of executive officers with maximizing long term shareholder value;
2. *Performance sensitive* – compensation for executive officers should be linked to operating and market performance of the Company and fluctuate with the performance; and

3. *Offer market competitive compensation to attract and retain talent* – the compensation program should provide market competitive pay in terms of value and structure in order to retain existing employees who are performing according to their objectives and to attract new individuals of the highest caliber.

The Company does not have a formal compensation program with set benchmarks nor has the Compensation Committee of the Company's Board formally considered the implications of the risks associated with the Company's compensation policies and practices; however, the Company does have an informal program designed to encourage, compensate and reward employees on the basis of individual and corporate performance, including but not limited to the price of the common shares of the Company (the "**Common Shares**"), both in the short and the long term, and to align the interests of executive officers with the interest of the Company's shareholders. This alignment of interests is achieved by making long term equity-based incentives through the granting of stock options, a significant component of executive compensation (on the assumption that the performance of the Company's Common Share price over the long term is an important indicator of long-term performance).

The objectives of the compensation program in compensating the active NEOs are derived from the above-mentioned compensation philosophy and are as follows: to attract, motivate and retain highly skilled and experienced executive officers; to align the interests of executive officers with shareholders' interests and with the execution of the Company business strategy; and, to tie compensation directly to those measurements and rewards based on achieving and exceeding performance expectations.

The Company has not placed a restriction on the purchase by its NEOs or other employees of financial instruments (including prepaid variable forward contracts, equity swaps, collars or units of exchange funds) that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or employee. To the Company's knowledge, none of the NEOs have purchased any such financial instruments.

Competitive Compensation

The Company is dependent on individuals with specialized skills and knowledge related to the exploration for and development of mineral prospects, corporate finance and management. Therefore, the Company seeks to attract, retain and motivate highly skilled and experienced executive officers by providing competitive compensation. The Compensation Committee reviews data related to compensation levels and programs of various companies that are similar in size to the Company and operate within the mining exploration and development industry, prior to making its recommendations to the Board, such as Corvus Gold Inc., Pilot Gold Inc. and Evolving Gold Corp. The Compensation Committee also relies on the experience of its members as officers and/or directors of other companies in similar lines of business as the Company in assessing compensation levels. The purpose of this process is to: (1) understand the competitiveness of current pay levels for each executive position relative to companies with similar revenues and business characteristics; (2) identify and understand any gaps that may exist between actual compensation levels and market compensation levels; and (3) establish as a basis for developing salary adjustments and short term and long term incentive awards for the Compensation Committee's approval and recommendation to the Board.

Elements of Executive Compensation

A combination of fixed and variable compensation is used to motivate executives to achieve overall corporate goals. For the financial year ended December 31, 2014, the three basic components of executive officer compensation were: (1) base salary; (2) annual incentives (cash bonus); and (3) option based awards (long-term compensation).

Base salary comprises the portion of executive compensation that is fixed, whereas annual incentives and option based compensation represent compensation that is "at risk" and thus may or may not be paid to the respective executive officer depending on: (i) whether the executive officer is able to meet or exceed his or her applicable performance expectations; (ii) market performance of the Company's Common Shares; and, (iii) the Company's liquidity and ability to raise further capital in the prevailing economic environment.

No specific formulae have been developed to assign a specific weighting to each of these components. Instead, the Compensation Committee reviews each element of compensation for market competitiveness, and it may weigh a particular element more heavily based on the NEO's role and responsibilities within the Company. The focus is on remaining competitive in the market with respect to "total compensation" as opposed to within any one component of executive compensation.

The Compensation Committee reviews on an annual basis the cash compensation, performance and overall compensation package of each active NEO. It then submits to the Board recommendations with respect to base salary adjustments, bonuses and participation in option based compensation arrangements for each executive officer.

Base salary is targeted to be competitive in the market place in order to attract and retain qualified individuals to the Company and then typically serves as the foundation for determining annual and long term incentive plan amounts. The actual amount of annual incentive is decided based on individual performance and the discretion of the Compensation Committee. Long term compensation is targeted to be competitive in the market place, but is positioned in such a way as to have significant pay at risk and dependent upon the long term success of the Company.

In the case of the CEO and CFO they are compensated in accordance with a part time role as salary or management fees and are provided bonus compensation for specific performance on successful transactions or financings.

Base Salary

The Compensation Committee and the Board approve the salary ranges for the active NEOs. Base salaries are set with the goal of being competitive with corporations of a comparable size and at the same stage of development, thereby enabling the Company to compete for and retain executive officers critical to the Company's long term success. In determining the base salary of an executive officer, the Compensation Committee places equal weight on the following criteria: (1) the particular responsibilities related to the position; (2) salaries paid by comparable businesses; (3) the experience level of the executive officer; and (4) his or her overall performance or expected performance (in the case of a newly hired executive officer).

The Compensation Committee makes an assessment of these criteria, and using this information together with budgetary guidelines and other internally generated planning and forecasting tools, performs an annual assessment

of the compensation of all executive officer and employee compensation levels. To date, comparative data for the Company's peer group has been accumulated internally, without the use of any external independent consultants or compensation specialists. The Compensation Committee has had access to other public company data through available information and other public company boards where the members serve.

During the financial year ending December 31, 2014, approximately: \$21,000 (2013 – \$Nil) was paid as a base management fee to the Company's President/CEO. A base salary was paid to the Company's CFO of \$18,000 (2013 – \$Nil), \$195,000 (2013 – \$160,284) was paid as base salary for the Company's COO, and \$175,000 (2013 – \$175,000) was paid as base salary for the Company's VP, Exploration. Employee salaries are based on fair market value and individual performance assessed by management. Incentives and options are considered separately from base salary.

Annual Incentives (Cash Bonus)

Executive officers are eligible for an annual discretionary bonus, payable in cash. The Board approves such annual incentives and the Board relies heavily on the recommendations of the Compensation Committee in granting them. The Compensation Committee assesses each active NEO's performance and his or her respective contribution to the Company's success, and after taking into account the financial and operating performance of the Company, makes a recommendation to the Board. Competitive levels of base salary, comparisons and option based awards are considered when setting incentives. Overall compensation is considered as a whole including annual incentives.

In the financial year ended December 31, 2014 the Company's President/CEO was paid or accrued a cash bonus of \$51,250 (2013 – \$25,000), the Company's CFO was paid or accrued a cash bonus of \$46,000 (2013 – \$22,000), the Company's COO was paid a cash bonus of \$8,000 (2013 - \$Nil) and the Company's VP, Exploration was paid a cash bonus of \$8,000 (2013 – \$Nil).

Compensation Governance

The Compensation Committee is responsible for ensuring that the Company has in place an appropriate plan for executive compensation and for making recommendations to the Board with respect to the compensation of the Company's executive officers. The Compensation Committee ensures that total compensation paid to all executive officers is fair and reasonable and is consistent with the Company's compensation philosophy.

The Company's Compensation Committee is comprised of John Brock, Pierre Lebel and Kevin Falcon, all of whom are independent directors of the Company. The Compensation Committee has expertise in, among other things, evaluating overall compensation policies, plans and practices, as well as setting compensation for executive officers; overseeing and administering equity compensation plans; and establishing employment, retention and severance arrangements for executive officers. The members of the Compensation Committee are also board members of other publicly listed mining companies and are knowledgeable about the market compensation levels and policy requirements to ensure the Company has appropriate compensation policies in place.

The Compensation Committee believes that it is important to award incentive stock options as part of an overall compensation package. Encouraging its executive officers and employees to become shareholders of the Company is, in the committee's view, the best way to align their interests with those of the Company's shareholders.

Option-Based Awards

Equity participation is accomplished through the Company's current stock option plan (the "**Stock Option Plan**"), which is designed to give each option holder an interest in preserving and maximizing shareholder value in the longer term, to enable the Company to attract and retain individuals with experience and ability, and to reward individuals for current performance and expected future performance. Internal experience of the Compensation Committee and Board is used with respect to option levels and comparisons are made to similar companies at the same stage of development in the mining industry.

The Compensation Committee considers stock option grants when reviewing executive officer compensation packages as a whole. Stock options granted to NEOs during the most recently completed financial year are disclosed below under the heading "Summary Compensation Table".

The Board reviews the adequacy and form of compensation and compares it to other companies of similar size and stage of development. There is no minimum share ownership requirement of directors. Directors' compensation is

in the form of stock options and the payment of directors' fees. The Company's Compensation Committee reviews and recommends to the Board for approval the general compensation philosophy and guidelines for all directors and executive officers, including the CEO. This includes incentive plan design and other remuneration.

The Company's Stock Option Plan provides for the grant of stock options to directors, executive officers and key employees and consultants of the Company and its subsidiaries for the purpose of advancing the interests of the Company and its shareholders through the motivation, attraction and retention of these individuals. It is generally recognized that stock option plans aid in attracting, retaining and encouraging these individuals due to the opportunity offered to them to acquire a proprietary interest in the Company.

The Compensation Committee determines the ranges of stock option grants for each level of executive officer, the key employees to whom it recommends that grants be made, and the terms and conditions of the options forming part of such grants, and makes recommendations to the Board accordingly. Individual grants are determined by an assessment of an individual's current and expected future performance, level of responsibilities and the importance of the position and contribution to the Company. The existing number and terms of the outstanding options are taken into account when granting new options. The exercise price, which can be no less than the market price (as defined in the Corporate Finance Manual of the Exchange), the term, up to a maximum of 10 years, and vesting provisions, if any, will be determined by the directors of the Company.

The number of stock options which may be issued under the Stock Option Plan in the aggregate and in respect of any financial year is limited under the terms of the Stock Option Plan and cannot be increased without shareholder approval. Details of the Company's Stock Option Plan are provided below. There was no repricing of stock options under the Stock Option Plan or otherwise during the most recently completed financial year.

Summary Compensation Table

The following table sets forth all direct and indirect compensation for, or in connection with, services provided to the Company for the three most recently completed financial years ending December 31, 2014, December 31, 2013 and December 31, 2012 in respect of the NEOs of the Company. For the information concerning compensation related to previous years, please refer to the Company's previous Management Proxy Circulars available at www.sedar.com:

Name and principal position	Year ⁽¹⁾	Salary (\$) ⁽²⁾	Share-based awards (\$)	Option-based awards (\$) ⁽³⁾	Non-equity incentive plan compensation(\$)		Pension value ⁽⁵⁾ (\$)	All other compensation ⁽²⁾ (\$) ⁽⁶⁾	Total compensation (\$) ⁽²⁾
					Annual incentive plans ⁽²⁾ (4) (\$)	Long-term incentive plans ⁽⁵⁾ (\$)			
R. Michael Jones, President & CEO	2014	Nil	Nil	105,241	21,250	Nil	Nil	51,000	177,491
	2013	Nil	Nil	Nil	25,000	Nil	Nil	Nil	25,000
	2012	Nil	Nil	Nil	23,750	Nil	Nil	12,853	36,603
Frank R. Hallam, CFO and Corporate Secretary	2014	18,000	Nil	79,931	21,000	Nil	Nil	25,000	149,931
	2013	Nil	Nil	Nil	22,000	Nil	Nil	Nil	22,000
	2012	Nil	Nil	Nil	21,000	Nil	Nil	Nil	21,000
Sandy McVey COO	2014	195,000	Nil	26,310	Nil	Nil	Nil	8,000	229,310
	2013	160,284	Nil	73,933	Nil	Nil	Nil	Nil	234,217
Michael G. Allen VP, Exploration	2014	175,000	Nil	43,851	Nil	Nil	Nil	8,000	266,851
	2013	175,000	Nil	Nil	Nil	Nil	Nil	Nil	175,000
	2012	175,570	Nil	Nil	Nil	Nil	Nil	Nil	175,570

Notes:

- (1) Financial years ended December 31.
- (2) All amounts shown were paid in Canadian currency, the reporting currency of the Company.
- (3) Figures represent the grant date fair value of the options. The Company used the Black Scholes option pricing model for calculating such fair value with the following weighted average assumptions: expected life 5.0 years; risk-free interest rate 1.47%; expected volatility 90%*; expected dividends – nil. *Expected volatility is based on the trading history of the Company. Given the limited trading history, this volatility was compared to the

historical volatility of a peer group of companies with similar corporate structure and operating in similar regions as the Company. The volatility from the Company's limited trading history was similar to the peer group compared. The current in the money value of the options is zero.

- (4) The Company does not currently have a formal annual incentive plan or long term incentive plan for any of its executive officers, including its Named Executive Officers, but may award discretionary bonus payments from time to time.
- (5) The Company does not have any pension, retirement or deferred compensation plans, including defined contribution plans.
- (6) Representing management fees and bonus earned for the CEO and in all other instances bonus only.

Incentive Plan Awards

Outstanding Option-Based Awards

The following table sets forth for the NEOs, the incentive stock options (option-based awards), pursuant to the Stock Option Plan, outstanding as at December 31, 2014. These incentive stock options vested at the time of grant. The Company did not grant any Share-based Awards.

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾
R. Michael Jones	125,000	\$0.60	May 28, 2015	Nil
	1,200,000	\$0.15	June 24, 2019	Nil
Frank R. Hallam	125,000	\$0.60	May 28, 2015	Nil
	900,000	\$0.15	June 24, 2019	Nil
Sandy McVey	500,000	\$0.22	March 6, 2018	Nil
	300,000	\$0.15	June 24, 2019	Nil
Michael Allen	100,000	\$0.90	June 1, 2015	Nil
	500,000	\$0.15	June 24, 2019	Nil

Note:

- (1) This amount is calculated as the difference between the market value of the securities underlying the options on December 31, 2014 (being \$0.07) and the exercise price of the option.

Incentive Plan Awards – Value Vested or Earning During The Year

The following table sets forth for the NEOs, the value vested during the financial year ended on December 31, 2014 for options awarded under the Stock Option Plan, as well as the value earned under non-equity incentive plans for the same period:

Name	Option-based awards- Value ⁽¹⁾ vested during the year (\$)	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
R. Michael Jones	Nil	N/A	Nil
Frank R. Hallam	Nil	N/A	Nil
Sandy McVey	Nil	N/A	Nil
Michael Allen	Nil	N/A	Nil

Note:

- (1) Value vested during the year is calculated by subtracting the market price of the Company's Common Shares on the date of grant from the exercise price of the option. All options were fully vested on the date of grant and therefore the value was \$nil.

Termination and Change of Control Benefits

The Company has not entered into any contract, agreement, plan or arrangement that provides for payments to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in the NEO's responsibilities, except as listed below:

- The Company entered into an employment agreement in June 2010 with Michael G. Allen, the Company's VP Exploration (the "**Allen Agreement**").
- The Company entered into an employment agreement in February 2013 with Sandy McVey, the Company's COO (the "**McVey Agreement**").
- The Company entered into a management services agreement in July 2014 with R. Michael Jones, the Company's CEO & President (the "**Jones Agreement**").
- The Company entered into an executive employment agreement in July 2014 with Frank Hallam, the Company's CFO & Corporate Secretary (the "**Hallam Agreement**").

For the purposes of the Allen Agreement and the McVey Agreement, "**Change of Control**" is defined as the acquisition, directly or indirectly, by any person or group of persons acting in concert (as such terms are defined in the *Securities Act* (British Columbia)), of Common Shares which, when added to all other Common Shares at the time held directly or indirectly by such person or persons acting in concert, totals for the first time of more than 50% of the then outstanding Common Shares.

For the purposes of the Jones Agreement and the Hallam Agreement, "**Change Of Control**" is defined as a) the acquisition, beneficially, directly or indirectly, by any person or group of persons acting jointly or in concert, within the meaning of Multilateral Instrument 62-104, Takeover Bids and Issuer Bids (or any successor instrument thereto), of common shares of the Company which, when added to all other common shares of the Company at the time held beneficially, directly or indirectly by such person or persons acting jointly or in concert, totals for the first time more than 50% of the then outstanding Common Shares of the Company; or b) the removal by extraordinary resolution of the shareholders of the Company, of more than 51% of the then incumbent directors of the Company, or the election of a majority of directors to the Company's board who were not nominees of the Company's incumbent board at the time immediately preceding such election; or c) the consummation of a sale of all or substantially all of the assets of the Company, or the consummation of a reorganization, merger or other transaction which has substantially the same effect; or d) a merger, consolidation, plan of arrangement or reorganization of the Company that results in the beneficial, direct or indirect transfer of more than 50% of the total voting power of the resulting entity's outstanding securities to a person, or group of persons acting jointly and in concert, who are different from the person that have, beneficially, directly or indirectly, more than 50% of the total voting power prior to such transaction.

For the purposes of the Allen Agreement and the McVey Agreement, "**Good Cause**" is defined as: (a) the assignment by the Company of any substantial new duties inconsistent with the employee's positions, duties, responsibilities and status immediately prior to such change; (b) a material reduction in the employee's responsibilities; (c) a reduction by the Company in the employee's annual salary; or (d) the failure by the Company to continue in effect, or a material change in the terms of the employee's participation in the benefits under any incentive or benefit plan in which the employee is participating, the effect of which would be to materially reduce the total value in the employee's benefits or any reduction by the Company of the number of paid vacation days to which the employee is entitled.

For the purposes of the Jones Agreement and the Hallam Agreement, "**Good Cause**" is defined as: (a) upon the material breach of any material term of the Agreement by the Company if such breach or default has not been remedied to the reasonable satisfaction of Mr. Jones or Mr. Hallam within 30 days after written notice of the breach of default has been delivered by Mr. Jones or Mr. Hallam to the Company; (b) a material reduction in Mr. Jones' or Mr. Hallam's responsibilities, title or reporting, except as a result of Mr. Jones' or Mr. Hallam's disability; (c) any

reduction by the Company in Mr. Jones' or Mr. Hallam's annual fee or salary; or (d) relocation of Mr. Jones' or Mr. Hallam's principal office location more than 25 kilometres.

For the purposes of the Allen Agreement, the McVey Agreement, the Jones Agreement and the Hallam Agreement, the last day of employment is defined as the "**Termination Date**".

Pursuant to the Allen Agreement, Mr. Allen agreed to perform those services normally or usually associated with the position of VP Exploration. Mr. Allen was given Notice of Termination on June 15, 2015 in accordance with the terms of the Allen Agreement as a part of the Company's effort to save costs in challenging market conditions.

In accordance with the Notice of Termination, and by mutual consent, Mr. Allen has agreed to work for the Company during a six month termination notice period ending December 15, 2015. In addition, the Change of Control provision under the Allen Agreement was amended such that Mr. Allen would be entitled for up to a one year change of control benefit during the six month termination notice period, calculated on a daily declining basis beginning on June 15, 2015 and ending on June 14, 2016. Upon the completion of a Change of Control of the Company, as defined in the Allen Agreement, at any time during the six month termination notice period ending December 15, 2015, Mr. Allen will receive a change of control payment calculated on the number of days remaining from the legal change of control date until June 14, 2016, times \$479.45.

Until the earlier of the Termination Date, or the date upon which Mr. Allen leaves to take other employment, should he choose to do so, Mr. Allen will receive: (i) the full amount of instalments falling due in respect of his salary; (ii) the amount of any accrued unpaid vacation pay; (iii) all expenses reimbursable pursuant to the Allen Agreement; (iv) any other compensation actually accrued and then payable which has not yet been paid; (v) the right to exercise any existing stock options; and (vi) any other existing employment benefits.

The Company may at any time terminate the Allen Agreement, as amended, for any just cause that would in law permit the Company to terminate the Allen Agreement without notice, or if at any time the Exchange (or such other stock exchange on which the Common Shares may then be listed) determines that Mr. Allen is unacceptable or unable to serve as an officer of the Company. In such event, Mr. Allen shall not be entitled to any compensation or notice, but shall be entitled to receive the full amount of the instalments falling due in respect of Mr. Allen's annual salary through to the effective date of termination.

The following table shows estimated incremental payments triggered pursuant to termination of employment of a NEO in accordance with the termination provisions described above:

Name of NEO	Termination Without Cause Provision Value ⁽¹⁾⁽²⁾⁽³⁾	Termination on Takeover of Control Provision Value ⁽¹⁾⁽²⁾⁽³⁾	Resignation for Good Cause Provision Value ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Michael Allen	\$87,500	\$175,000	\$87,500

Notes:

- (1) The termination values assume that the triggering event took place on the last business day of the Company's financial year-end December 31, 2014 and is equal to Mr. Allen's annual salary at approximately \$479.45 times 365 days.
- (2) Value of earned/unused vacation and amounts owing for expense reimbursement are not included as they are not considered as incremental payments made in connection with termination of employment.
- (3) The accelerated option-based award value on the last business day of the Company's year-end (December 31, 2014) was \$Nil.
- (4) The Allen Agreement, as amended, may also be terminated by Mr. Allen upon two weeks' written notice, in which event Mr. Allen shall not be entitled to a severance payment but shall be entitled to receive the full amount of the instalments falling due in respect of his annual salary through to the date Mr. Allen leaves his position, plus the amount, if any, of any expenses reimbursable, and the amount, if any, of any other compensation actually accrued and then payable to Mr. Allen which has not been paid.

Pursuant to the McVey Agreement, Mr. McVey agreed to perform those services normally or usually associated with the position of COO. The McVey Agreement is for an indefinite term but may be terminated: (A) by the Company, without cause, by notice in writing stating the last day of employment and (B) by Mr. McVey, by resignation, upon three weeks' notice to the Company for Good Cause, upon which the Company shall provide Mr. McVey with the following: (i) the full amount of the instalments falling due to Mr. McVey in respect of his salary through to the Termination Date, the amount of any accrued unpaid vacation pay to the Termination Date, all expenses reimbursable pursuant to the McVey Agreement and any other compensation actually accrued and then payable which has not yet been paid; (ii) a lump sum payment equal to six months of Mr. McVey's annual salary, exclusive of any benefits, bonuses, and other amounts; (iii) continuing Mr. McVey's stock options until the earlier of their normal expiry and one month from the Termination Date; (iv) a bonus, if the event giving rise to the bonus occurs within two months of the date of the notice of termination and; (v) continuing Mr. McVey's benefits then in effect, other than disability insurance, until the earlier of six months from the Termination Date or Mr. McVey obtaining similar benefits through other employment (the Company shall pay Mr. McVey an amount equal to twelve months of the then prevailing premiums for his long-term disability insurance).

The Company may at any time terminate the McVey Agreement for any just cause that would in law permit the Company to terminate the McVey Agreement without notice, or if at any time the Exchange (or such other stock exchange on which the Common Shares may then be listed) determines that Mr. McVey is unacceptable or unable to serve as an officer of the Company. In such event, Mr. McVey shall not be entitled to any compensation or notice, but shall be entitled to receive the full amount of the instalments falling due in respect of Mr. McVey's annual salary through to the effective date of termination. Mr. McVey's stock options shall terminate at the time of notice of termination for cause.

Upon the completion of a Change of Control of the Company, the employment of Mr. McVey shall immediately terminate on that date and on the fifth business day following the Termination Date, the Company shall provide Mr. McVey with the following compensation: (i) the full amount of the instalments falling due to Mr. McVey in respect of his salary through to the Termination Date, the amount of any accrued unpaid vacation pay to the Termination Date, all expenses reimbursable pursuant to the McVey Agreement and any other compensation actually accrued and then payable which has not yet been paid; (ii) a lump sum payment equal to twelve months of Mr. McVey's annual salary, exclusive of any benefits, bonuses, and other amounts; (iii) at Mr. McVey's option and subject to the terms and conditions of the Company's then outstanding stock option plan: (A) a cash amount equal to the aggregate spread between the exercise price of all such options which are in the money on the Termination Date, whether or not they are fully exercisable, and the average of the closing prices of the Common Shares on the Exchange (or such other stock exchange on which the Common Shares are then listed) for 30 days preceding the Termination Date; or (B) continuing Mr. McVey's stock options until the earlier of their normal expiry; and (iv) continuing Mr. McVey's benefits then in effect, other than disability insurance, until the earlier of twelve months from the Termination Date or Mr. McVey obtaining similar benefits through other employment (the Company shall pay Mr. McVey an amount equal to twelve months of the then prevailing premiums for his long-term disability insurance).

The following table shows estimated incremental payments triggered pursuant to termination of employment of a NEO in accordance with the termination provisions described above:

Name of NEO	Termination Without Cause Provision Value ⁽¹⁾⁽²⁾⁽³⁾	Termination on Takeover of Control Provision Value ⁽¹⁾⁽²⁾⁽³⁾	Resignation for Good Cause Provision Value ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Sandy McVey	\$97,500	\$195,000	\$97,500

Notes:

- (1) The termination values assume that the triggering event took place on the last business day of the Company's financial year-end December 31, 2014.
- (2) Value of earned/unused vacation and amounts owing for expense reimbursement are not included as they are not considered as incremental payments made in connection with termination of employment.
- (3) The accelerated option-based award value on the last business day of the Company's year-end (December 31, 2014) was \$Nil.
- (4) The McVey Agreement may also be terminated by Mr. McVey upon three weeks' written notice, in which event Mr. McVey shall not be entitled to a severance payment but shall be entitled to receive the full amount of the instalments falling due in respect of his annual salary through to the date Mr. McVey leaves his position,

plus the amount, if any, of any expenses reimbursable, and the amount, if any, of any other compensation actually accrued and then payable to Mr. McVey which has not been paid.

Pursuant to the Jones Agreement, Mr. Jones agreed to perform those services normally or usually associated with the position of CEO & President. The Jones Agreement is for an indefinite term but may be terminated: (A) by the Company, without cause, by notice in writing stating the last day of employment and (B) by Mr. Jones, by resignation, upon two weeks' notice to the Company for Good Cause (as defined below), upon which the Company shall provide Mr. Jones with the following: (i) the final wages; (ii) an additional lump sum amount equivalent to the number of months of Mr. Jones' then monthly fee times 24 months; and (iii) continuing Mr. Jones' benefits then in effect, other than disability insurance, until the earlier of the end of the 24 month period or Mr. Jones obtaining similar benefits through other employment.

The Company may at any time terminate the Jones Agreement for any just cause that would in law permit the Company to terminate the Jones Agreement without notice, or if at any time the Exchange (or such other stock exchange on which the Common Shares may then be listed) determines that Mr. Jones is unacceptable or unable to serve as an officer of the Company. In such event, Mr. Jones shall not be entitled to any compensation or notice, but shall be entitled to receive the full amount of the instalments falling due in respect of Mr. Jones' annual salary through to the effective date of termination. Mr. Jones' stock options shall terminate at the time of notice of termination for cause.

In the event of a Change of Control of the Company, Mr. Jones shall have a special right to resign on one month's written notice, which notice must be delivered no sooner than 90 days and no later than 180 days following the Change Of Control. In such event, Mr. Jones shall be entitled to receive a Change Of Control severance payment. Also, if within 12 months after a Change Of Control Mr. Jones elects to resign for Good Cause, or if the Company terminates Mr. Jones employment without just cause, then in either instance Mr. Jones will be entitled to receive the Change of Control severance payment.

Upon the completion of a Change Of Control of the Company, the employment of Mr. Jones shall immediately terminate on that date and on the seventh business day following the Termination Date, the Company shall provide Mr. Jones with the following compensation: (i) the final fees; (ii) an additional lump sum amount equivalent to 60 months of Mr. Jones' then monthly fee; (iii) an additional lump sum equal to the sum of the amounts paid as bonuses to Mr. Jones in respect of the completed 1 year preceding the Termination Date divided by 12 multiplied by the number of completed months in the current bonus year through to the Termination Date; (iv) an additional lump sum equal to the average monthly bonus multiplied by the number of months in the 60 month period, and (v) continuing Mr. Jones' benefits then in effect, other than disability insurance, until the earlier of the end of the 60 month period or Mr. Jones obtaining similar benefits through other employment.

The following table shows estimated incremental payments triggered pursuant to termination of employment of a NEO in accordance with the termination provisions described above:

Name of NEO	Termination Without Cause Provision Value⁽¹⁾⁽²⁾⁽³⁾	Termination on Change of Control Provision Value⁽¹⁾⁽²⁾⁽³⁾	Resignation for Good Cause Provision Value⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
R. Michael Jones	\$84,000	\$466,250	\$84,000

Notes:

- (1) The termination values assume that the triggering event took place on the last business day of the Company's financial year-end December 31, 2014.
- (2) Value of earned/unused vacation and amounts owing for expense reimbursement are not included as they are not considered as incremental payments made in connection with termination of employment.
- (3) The accelerated option-based award value on the last business day of the Company's year-end (December 31, 2014) was \$Nil.
- (4) The Jones Agreement may also be terminated by Mr. Jones upon two weeks' written notice, in which event Mr. Jones shall not be entitled to a severance payment but shall be entitled to receive the full amount of the instalments falling due in respect of his annual salary through to the date Mr. Jones leaves his position, plus the amount, if any, of any expenses reimbursable, and the amount, if any, of any other compensation actually accrued and then payable to Mr. Jones which has not been paid.

Pursuant to the Hallam Agreement, Mr. Hallam agreed to perform those services normally or usually associated with the position of CFO. The Hallam Agreement is for an indefinite term but may be terminated: (A) by the Company,

without cause, by notice in writing stating the last day of employment and (B) by Mr. Hallam, by resignation, upon two weeks' notice to the Company for Good Cause, upon which the Company shall provide Mr. Hallam with the following: (i) the final wages; (ii) an additional lump sum amount equivalent to twenty four months of Mr. Hallam's annual salary rate; and (iii) continuing Mr. Hallam's benefits then in effect, other than disability insurance, until the earlier of the end of the 24 month period or Mr. Hallam obtaining similar benefits through other employment.

The Company may at any time terminate the Hallam Agreement for any just cause that would in law permit the Company to terminate the Hallam Agreement without notice, or if at any time the Exchange (or such other stock exchange on which the Common Shares may then be listed) determines that Mr. Hallam is unacceptable or unable to serve as an officer of the Company. In such event, Mr. Hallam shall not be entitled to any compensation or notice, but shall be entitled to receive the full amount of the instalments falling due in respect of Mr. Hallam's annual salary through to the effective date of termination. Mr. Hallam's stock options shall terminate at the time of notice of termination for cause.

In the event of a Change of Control of the Company, Mr. Hallam shall have a special right to resign on one month's written notice, which notice must be delivered no sooner than 90 days and no later than 180 days following the Change of Control. In such event, Mr. Hallam shall be entitled to receive a Change of Control severance payment. Also, if within 12 months after a Change of Control Mr. Hallam elects to resign for Good Cause, or if the Company terminates Mr. Hallam's employment without just cause, then in either instance Mr. Hallam will be entitled to receive the Change of Control severance payment.

Upon the completion of a Change of Control of the Company, the employment of Mr. Hallam shall immediately terminate on that date and on the seventh business day following the Termination Date, the Company shall provide Mr. Hallam with the following compensation: (i) the final wages; (ii) an additional lump sum amount equivalent to five years of Mr. Hallam's then Annual Salary; (iii) an additional lump sum equal to the product of the most recent annual bonus paid to Mr. Hallam prior to the Termination Date multiplied by the number of completed months in the current bonus year through to the Termination Date divided by 12; (iv) an additional lump sum equal to the product of the most recent annual amount paid as bonus to Mr. Hallam in respect of a year preceding the Termination Date multiplied by 5; and (v) continuing Mr. Hallam's benefits then in effect, other than disability insurance, until the earlier of the end of the five year period or Mr. Hallam obtaining similar benefits through other employment.

The following table shows estimated incremental payments triggered pursuant to termination of employment of a NEO in accordance with the termination provisions described above:

Name of NEO	Termination Without Cause Provision Value⁽¹⁾⁽²⁾⁽³⁾	Termination on Change of Control Provision Value⁽¹⁾⁽²⁾⁽³⁾	Resignation for Good Cause Provision Value⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Frank Hallam	\$72,000	\$410,000	\$72,000

Notes:

- (1) The termination values assume that the triggering event took place on the last business day of the Company's financial year-end December 31, 2014.
- (2) Value of earned/unused vacation and amounts owing for expense reimbursement are not included as they are not considered as incremental payments made in connection with termination of employment.
- (3) The accelerated option-based award value on the last business day of the Company's year-end (December 31, 2014) was \$Nil.
- (4) The Hallam Agreement may also be terminated by Mr. Hallam upon two weeks' written notice, in which event Mr. Hallam shall not be entitled to a severance payment but shall be entitled to receive the full amount of the instalments falling due in respect of his annual salary through to the date Mr. Hallam leaves his position, plus the amount, if any, of any expenses reimbursable, and the amount, if any, of any other compensation actually accrued and then payable to Mr. Hallam which has not been paid.

Pension Plan Benefits

The Company does not have a pension plan or provide any benefits following or in connection with retirement.

Director Compensation

Director's fees (for directors who are not also an NEO) were recommended by the Compensation Committee based on a review of prevailing market conditions and a comparison to peer group companies with similar lines of business, market capitalization and public stock exchange listings and subsequently approved by the Board.

Activity	Compensation
Membership on Board of Directors ⁽¹⁾	\$15,000
Preparation and attendance at Board Meetings ⁽²⁾	\$1,000
Preparation and attendance of chair at Board Meetings	\$1,250
Preparation and attendance at Audit Committee Meetings	\$1,000
Preparation and attendance of chair at Audit Committee Meetings	\$1,250
Preparation and attendance at Compensation Committee Meetings	\$1,000
Preparation and attendance of chair at Compensation Committee Meetings	\$1,250

(1) \$15,000 per annum.

(2) \$1,000 per meeting as well as for the remainder for the Committee work. If two or more meetings are held on the same day, only one fee is payable.

Director Compensation Table

The following table sets forth all amounts of compensation provided to the directors of the Company who are not also NEOs for the Company's most recently completed financial year ended December 31, 2014. No NEO of the Company who is also a director of the Company received any form of compensation from the Company for his role as a director.

Name	Fees Earned (\$)	Share-based awards (\$)	Option-based awards ⁽¹⁾ (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Pierre Lebel	\$25,000	Nil	\$65,776	Nil	Nil	Nil	\$90,776
John Brock	\$26,250	Nil	\$65,776	Nil	Nil	Nil	\$92,026
Kevin Falcon	\$27,000	Nil	\$65,776	Nil	Nil	Nil	\$92,776

Note:

(1) The option-based awards dollar value was calculated using a Black-Scholes model, which used the following assumptions for risk-free interest rates 1.47%, dividend yields 0.00%, volatility 90% and the expected life of the options of 5 years.

The Company has no standard arrangement pursuant to which Directors are compensated by the Company for their services in their capacity as Directors other than the unissued treasury Common Shares that may be issued upon the exercise of the Directors' Stock Options. There has been no other arrangement pursuant to which Directors were compensated by the Company in their capacity as Directors except as disclosed herein or disclosed in the Company financial statements and management discussion and analysis.

Outstanding Option-Based Awards

The following table sets forth each director, other than those who are NEOs, all awards outstanding at the end of the most recently completed financial year. As at December 31, 2014, these option-based awards have vested.

Name	Option-based Awards				Share-based Awards		
	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 (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Pierre Lebel	125,000	\$0.60	May 28, 2015	Nil	N/A	N/A	N/A
	750,000	\$0.15	June 24, 2019	Nil	N/A	N/A	N/A
John Brock	125,000	\$1.15	Sept 30, 2015	Nil	N/A	N/A	N/A
	750,000	\$0.15	June 24, 2019	Nil	N/A	N/A	N/A
Kevin Falcon	750,000	\$0.15	June 24, 2019	Nil	N/A	N/A	N/A
				Nil	N/A	N/A	N/A

Note:

- (1) Value is calculated based on the difference between the exercise price of the option and the closing price of the Company's Common Shares on the Exchange on December 31, 2014 (being \$0.07).

Incentive Plan Awards – Value Vested or Earned During The Year

The following table sets forth, for each director, other than those who are also NEOs, the value of all incentive plan awards vested during the year ended December 31, 2014.

Name (a)	Option-based awards - Value vested during the year ⁽¹⁾ (\$) (b)	Share-based awards - Value vested during the year (\$) (c)	Non-equity incentive plan compensation - Value earned during the year (\$) (d)
Pierre Lebel	Nil	Nil	Nil
John Brock	Nil	Nil	Nil
Kevin Falcon	Nil	Nil	Nil

Note:

- (1) Value vested during the year is calculated by subtracting the market price of the Company's Common Shares on the date the option vested (being the closing price of the Company's Common Shares on the Exchange on the last trading day prior to the vesting date) from the exercise price of the option. All options are fully vested on the grant dates thereof.

DISCLOSURE OF CORPORATE GOVERNANCE PRACTICE

National Instrument 58-101, *Disclosure of Corporate Governance Practices* ("NI 58-101") requires reporting issuers to disclose the corporate governance practices, on an annual basis, that they have adopted. The Company's approach to corporate governance is provided in Schedule "B".

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

At no time during the Company's last completed financial year or as of the Record Date was any director, executive officer, employee, proposed management nominee for election as a director of the Company, nor any associate of any such director, executive officer, or proposed management nominee of the Company, or any former director, executive officer or employee of the Company or any of its subsidiaries, indebted to the Company or any of its subsidiaries, or indebted to another entity where such indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information regarding compensation plans under which securities of the Company are authorized for issuance to directors, officers, employees and consultants in effect as of the end of the Company's most recently completed fiscal year end:

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 (Excluding Securities Reflected in Column (a))
Equity Compensation Plans Approved By Securityholders ⁽¹⁾	9,400,000	\$0.25	20,013,417
Equity Compensation Plans Not Approved By Securityholders	N/A	N/A	N/A
Total	9,400,000	\$0.25	20,013,417

Note:

- (1) On May 27, 2011, the Company adopted the Stock Option Plan, being a rolling incentive stock option plan which provides that the Board may grant up to ten percent (10%) of the total number of Common Shares issued and outstanding at the date of the stock option grant.

CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES

None of the proposed directors other than Hallam and Jones as disclosed below (or any of their personal holding companies) of the Company:

- (a) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company, including the Company, that: (i) was subject to a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days while that person was acting in the capacity as director, executive officer or chief financial officer; or (ii) was the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under securities legislation in each case for a period of 30 consecutive days, that was issued after the person ceased to be a director, chief executive officer or chief financial officer in the company and which resulted from an event that occurred while that person was acting in the capacity as director, executive officer or chief financial officer; or
- (b) is as at the date of this Information Circular or has been within the 10 years before the date of this Information Circular, a director or executive officer of any company, including the Company, that while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

- (c) 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, arrangements or compromise with creditors, or had a receiver, receiver manager as trustee appointed to hold the assets of that individual.

None of the proposed directors (or any of their personal holding companies) has been subject to: (a) 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 (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Mr. Jones and Hallam are directors of Nextraction Energy Corp that is currently the subject of a Cease Trade Order of the BCSC issued on May 8, 2015 for failure to make its required financial and other filings. Nextraction is working on re-financing and re-organization so that it is financially able to complete the required filings.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set out in this Information Circular, and other than transactions carried out in the ordinary course of business of the Company or any of its subsidiaries, none of the directors or executive officers of the Company, a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company, nor any shareholder beneficially owning, directly or indirectly, Common Shares, or exercising control or direction over Common Shares, or a combination of both, carrying more than 10% of the voting rights attached to the outstanding Common Shares nor an associate or affiliate of any of the foregoing persons has since January 1, 2014 (being the commencement of the Company's last completed financial year) any material interest, direct or indirect, in any transactions which materially affected or would materially affect the Company or any of its subsidiaries.

MANAGEMENT CONTRACTS

No management functions of the Company or its subsidiaries are to any substantial degree performed by a person or company other than the directors or executive officers of the Company or its subsidiaries.

APPOINTMENT OF AUDITORS

Unless such authority is withheld, the persons named in the accompanying proxy intend to vote for the reappointment of Deloitte LLP, Chartered Accountants, as auditors of the Company and to authorize the Directors to fix their remuneration. Deloitte LLP were first appointed auditors of the Company in 2007.

An ordinary resolution for the appointment of the auditors must be passed by a simple majority (>50%) of the votes cast at the Meeting by the Shareholders entitled to vote who are represented in person or by Proxy at the Meeting.

PARTICULARS OF MATTERS TO BE ACTED UPON

Annual Approval of Stock Option Plan

The Stock Option Plan is a rolling maximum stock option plan providing for the number of Common Shares reserved for issuance under such plan to be equal to 10% of the Company's issued and outstanding share capital at the time of any stock option grant. In accordance with the policy of the Exchange, rolling stock option plans must receive shareholder approval annually. Accordingly, at the Meeting, shareholders will be asked to re-approve the Stock Option Plan.

The re-approval of the Stock Option Plan is intended to provide the board of directors of the Company with the ability to issue options to provide the employees, consultants, officers and directors of the Company with long-term equity-based performance incentives which are a key component of the Company's executive compensation strategy. The Company believes it is important to align the interests of management and employees with shareholder interests and to link performance compensation to enhancement of shareholder value. This is accomplished through the use of stock options whose value over time is dependent on market value.

Subject to its re-approval, the Stock Option Plan will continue to incorporate the following terms and conditions:

1. only eligible persons, being directors, senior officers or employees of, management company employees

- and consultants to, the Company or any of the Company's "affiliates" will be entitled to receive options under the Stock Option Plan;
2. the maximum number of Common Shares which may be issued pursuant to stock options granted under the Stock Option Plan is 10% (on a non-diluted basis) of the issued and outstanding Common Shares at the time of the grant. Any increase in the issued and outstanding Common Shares will result in an increase to the 10% level in the available number of Common Shares issuable under the Stock Option Plan, and any options that are cancelled or expired unexercised will make new grants available under the Stock Option Plan;
 3. the maximum aggregate number of Common Shares reserved for issuance pursuant to the Stock Option Plan or any other share compensation arrangement (pre-existing or otherwise) to insiders of the Company ("Insiders"), shall not exceed 10% of the Common Shares outstanding at any time unless the Company has obtained prior approval of the disinterested shareholders of the Company;
 4. the aggregate number of Common Shares issued and options granted pursuant to the Stock Option Plan together with any other share compensation arrangement (pre-existing or otherwise) to Insiders within any a 12-month period shall not exceed 10% of the Common Shares outstanding unless the Company has obtained prior approval of the disinterested shareholders of the Company;
 5. the total number of Common Shares reserved for issuance pursuant to the Stock Option Plan or any other share compensation arrangement (pre-existing or otherwise) to any one individual within any twelve months period shall not exceed 5% of the Common Shares outstanding at any time unless the Company has obtained prior approval of the disinterested shareholders of the Company;
 6. the maximum aggregate number of Common Shares reserved for issuance pursuant to the Stock Option Plan or any other share compensation arrangement (pre-existing or otherwise) to any one consultant during any 12-month period may not exceed 2% of the issued Common Shares;
 7. the maximum aggregate number of Common Shares reserved for issuance pursuant to the Stock Option Plan or any other share compensation arrangement (pre-existing or otherwise) to optionees employed to provide investor relations activities during any 12-month period may not exceed, in aggregate, 2% of the issued Common Shares;
 8. the exercise price of an option may not be less than market price, as defined, prevailing on the trading day immediately preceding the day on which the option is granted, less the applicable discount permitted by the Exchange and will not otherwise be less than \$0.10 per Common Share;
 9. the option period for an Option shall be determined by the Board at the time the Option is granted and shall be exercisable up to ten (10) years from the date the Option is granted;
 10. if an eligible optionee ceases to be a director, senior officer, employee, management company employee, or consultant of the Company (including Optionees performing investor relations activities) for any reason, excluding death, after which time the option will expire within a reasonable period (not to exceed one year) following the date the Optionee ceases to be in such role determined by the Board, in its discretion, not to exceed the original expiry date of such option;
 11. the Stock Option Plan does not contain any mandated vesting provisions except as required by Exchange policies for persons providing investor relations services to the Company which must be subject to a twelve months vesting schedule whereby no more than 25% of the options granted may be vested in any three-month period;
 12. the options are non-assignable and non-transferable. The options can only be exercised by the optionee as long as the optionee remains an eligible optionee pursuant to the Stock Option Plan;
 13. if an eligible optionee ceases to be an optionee due to death, the options held by such optionee will be exercisable until the earlier of the original expiry date of the Option and one year from the date of such death by such optionee's legal heirs or representatives;
 14. the exercise price and the number of the Common Shares which are subject to an option may be adjusted

from time to time in the event of reclassifications, reorganizations or changes in the capital structure of the Company;

15. if the normal expiry date of any option falls within any blackout period or within 10 business days following the end of any blackout period, then the expiry date of such options shall, without any further action, be extended to the date that is 10 business days following the end of such blackout period;
16. the Company can demand the payment of cash (or sell Common Shares issued upon exercise of an option), as may be necessary to satisfy the Company's tax withholding obligations on behalf of any person exercising options;
17. on the occurrence of a takeover bid made for all or any of the issued and outstanding Common Shares, whether fully vested and exercisable or remaining subject to vesting provisions or other limitations on exercise, shall be exercisable in full to enable the Common Shares subject to such Options to be issued and tendered to such bid; and
18. specific disinterested shareholder approval is required to reduce the exercise price of an option for an optionee who is an Insider, and on any extension of the option period beyond its original expiration date of any Options held by Insiders.

"blackout period" means the period of time when, pursuant to any policies of the Company, any securities of the Company may not be traded by certain persons as designated by the Company, including any holder of an option.

The foregoing is only a summary of the salient features of the Stock Option Plan. A copy of the Stock Option Plan may be inspected at the offices of Gowling Lafleur Henderson LLP, legal counsel to the Company, located at Suite 2300, 550 Burrard Street, Vancouver, British Columbia, during normal business hours and at the Meeting. In addition, a copy of the Stock Option Plan will be mailed, free of charge, to any holder of Common Shares who requests a copy, in writing, from the Chief Financial Officer of the Company. Any such requests should be mailed to the Company, at its head office, to the attention of the Chief Financial Officer.

Accordingly, shareholders will be asked to pass an ordinary resolution, in substantially the following form, to re-approve the Stock Option Plan:

"RESOLVED, as an ordinary resolution, that:

1. the Stock Option Plan as described in the Information Circular dated September 9, 2015 be and is hereby approved, subject to the acceptance for filing thereof by the TSX Venture Exchange and the grant of options thereunder in accordance therewith, be approved;
2. the number of Common Shares reserved for issuance under the Stock Option Plan shall be no more than 10% of the Company's issued and outstanding share capital at the time of any stock option grant;
3. the Board of Directors of the Company be authorized to make any changes to the Stock Option Plan as may be required or permitted by the TSX Venture Exchange;
4. any director or officer of the Company is hereby authorized and directed for and in the name of and on behalf of the Company to execute or cause to be executed, whether under corporate seal of the Company or otherwise, and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in connection with the foregoing; and
5. notwithstanding that this resolution has been duly passed by the shareholders of the Company, the Stock Option Plan is conditional upon receipt of final approval from the TSX Venture Exchange and the directors of the Company are hereby authorized and empowered to revoke this resolution, without any further approval of the shareholders of the Company, at any time if such revocation is considered necessary or desirable by the directors."

If named as proxy, the management designees intend to vote the Common Shares represented by such Proxy at the Meeting for the approval of the Stock Option Plan, unless otherwise directed in the instrument of Proxy.

ANY OTHER MATTERS

Management of the Company knows of no matters to come before the meeting other than those referred to in the Notice of Meeting accompanying this Information Circular. However, if any other matters properly come before the meeting, it is the intention of the persons named in the form of proxy accompanying this Information Circular to vote the same in accordance with their best judgment of such matters.

ADDITIONAL INFORMATION

Additional information regarding the Company and its business activities is available on the Company's profile on SEDAR website located at www.sedar.com. The Company's financial information is provided in the Company's audited comparative financial statements and related management discussion and analysis for its most recently completed financial year and may be viewed on the SEDAR website at the website noted above. Shareholders of the Company may request copies of the Company's financial statements and related management discussion and analysis by contacting the Company at West Kirkland Mining Inc., at Suite 788, 550 Burrard Street, Vancouver, British Columbia, Canada, V6C 2B5, Attention R. Michael Jones, President; or by telephone: 604-685-8311.

Schedule “A”

Audit Committee

Composition of the Audit Committee

As of the date of this Information Circular, the following are the members of the Company’s Audit Committee:

<u>Member</u>	<u>Independent</u> ⁽¹⁾	<u>Financially literate</u> ⁽²⁾
Kevin Falcon (Chairman)	Yes	Yes
Pierre Lebel	Yes	Yes
John Brock	Yes	Yes

Notes:

- (1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company which could, in the view of the Board, reasonably interfere with the exercise of a member’s independent judgment.
- (2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.

Relevant Education and Experience

The following is a summary of the audit committee members education and experience which is relevant to the performance of their responsibilities as an audit committee member:

Kevin Falcon. Mr. Falcon received a Bachelor of Arts from Simon Fraser University and completed the Real Estate Mortgage and Licensing program from the Faculty of Commerce at the University of British Columbia. He has served as the Minister of Finance and Deputy Premier of British Columbia from March 2011 to September 2012 and has held other portfolio positions within the provincial government since 2001. His extensive outreach to world capital markets following the global economic downturn, coupled with his introduction of a fiscally responsible budget, resulted in the re-affirmation of BC’s Triple A credit rating. As one of BC’s longest serving Ministers of Transportation, he oversaw the largest capital investment program in BC history, including the Sea to Sky highway, Canada Line rapid transit project, Kicking Horse and Port Mann bridges, to name a few. Currently, he is the Executive Vice President of Anthem Capital Corporation.

Pierre Lebel. Mr. Lebel is a member of the law society of British Columbia. He graduated from the University of Western Ontario with an LLB and from McMaster University with a Masters of Business Administration. Mr. Lebel has been the Chair of Imperial Metals Corporation since January 2003 and was President from 1986-2003. He is currently serving as a director of SouthGobi Energy Resources Ltd., Imperial Metals Corporation and HomEquity Bank.

John Brock. Mr. Brock holds a B.Sc in geology and geophysics and has over 40 years of service in an executive role with 20 public junior exploration companies. Through companies under his management, he has participated in 12 major mineral deposit discoveries in north and western Canada, Nevada, Mexico, Ecuador, Sumatra, and Mongolia. Since 1973, Mr. Brock has played a significant role in the equity financing of public companies under his management. Mr. Brock served six years as a governor/Board Member of the Vancouver Stock Exchange and CDNX Exchange and two years on the TSX-V Advisory Board. In recognition of his contributions to Canadian mineral exploration and finance he is a recipient of a number of awards. Today Mr. Brock continues with his public mineral exploration company involvement, serving as CEO and director of Pacific Ridge Exploration Ltd.

The Audit Committee Charter

The text of the Audit Committee’s Charter is as follows:

GENERAL

The Board of Directors of the Corporation (the “**Board**”) has established an Audit Committee (the “**Committee**”) to assist the Board in fulfilling its oversight responsibilities. The Committee will review and oversee the financial reporting and accounting process of the Corporation, the system of internal control and management of financial risks, the external audit process, and the Corporation’s process for monitoring compliance with laws and regulations and its own code of business conduct. In performing its duties, the Committee will maintain effective working relationships with the Board, management, and the independent auditors and monitor the independence of those auditors. To perform his or her role effectively, each Committee member will obtain an understanding of the responsibilities of Committee membership as well as the Corporation’s business, operations and risks.

The Corporation’s independent auditor is ultimately accountable to the shareholders. The Board and Committee, as representatives of the Corporation’s shareholders, have the ultimate authority and responsibility to evaluate the independent auditor, to nominate annually the independent auditor to be proposed for shareholder approval, to determine appropriate compensation for the independent auditor, and where appropriate, to replace the independent auditor. In the course of fulfilling its specific responsibilities hereunder, the Committee must maintain free and open communication between the Corporation’s independent auditors, Board and Corporation management. The responsibilities of a member of the Committee are in addition to such member’s duties as a member of the Board.

MEMBERS

The Board will in each year appoint a minimum of three (3) directors as members of the Committee. The majority of the members of the Committee shall be non-management directors and shall be independent within the meaning of all applicable Canadian securities laws and the rules of the TSX Venture Exchange, unless otherwise exempt from such requirements.

None of the members of the Committee may have participated in the preparation of the financial statements of the Corporation or any current subsidiary of the Corporation at any time during the past three years.

All members of the Committee shall be able to read and understand fundamental financial statements and must be financially literate within the meaning of all applicable Canadian securities laws or become financially literate within a reasonable period of time following his or her appointment. Additionally, at least one member of the Committee shall be financially sophisticated and shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, which may include being or having been a chief executive officer, chief financial officer, or other senior officer with financial oversight responsibilities.

DUTIES

The Committee will have the following duties:

- Gain an understanding of the current areas of greatest financial risk and whether management is managing these effectively.
- Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- Review any legal matters which could significantly impact the financial statements as reported on by the Corporation’s counsel and engage outside independent counsel and other advisors whenever as deemed necessary by the Committee to carry out its duties.
- Review the Corporation’s annual and quarterly financial statements, including Management’s Discussion and Analysis with respect thereto, and all annual and interim earnings press releases, prior to public dissemination, including any certification, report, opinion or review rendered by the independent auditors and determine whether they are complete and consistent with the information known to Committee members; determine that the auditors are satisfied that the financial statements have been prepared in accordance with International Financial Reporting Standards.
- Pay particular attention to complex and/or unusual transactions such as those involving derivative instruments

and consider the adequacy of disclosure thereof.

- Focus on judgmental areas, for example those involving valuation of assets and liabilities and other commitments and contingencies.
- Review audit issues related to the Corporation's material associated and affiliated companies that may have a significant impact on the Corporation's equity investment.
- Meet with management and the independent auditors to review the annual financial statements and the results of the audit.
- Evaluate the fairness of the interim financial statements and related disclosures including the associated Management's Discussion and Analysis, and obtain explanations from management on whether:
 - actual financial results for the interim period varied significantly from budgeted or projected results;
 - International Financial Reporting Standards have been consistently applied;
 - there are any actual or proposed changes in accounting or financial reporting practices; or
 - there are any significant or unusual events or transactions which require disclosure and, if so, consider the adequacy of that disclosure.
- Review the independent auditor's proposed audit scope and approach and ensure no unjustifiable restriction or limitations have been placed on the scope.
- Recommend to the Board an independent auditor to be nominated for appointment by the Corporation's shareholders. Subject to the appointment of the Corporation's independent auditor by the Corporation's shareholders, the Committee will be directly responsible for the appointment, compensation, retention and oversight of the work of independent auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the independent auditor regarding financial reporting. The Corporation's independent auditor shall report directly to the Committee.
- Review with the Corporation's management, on a regular basis, the performance of the independent auditors, the terms of the independent auditor's engagement, accountability and experience.
- Pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by the independent auditor.
- Consider at least annually the independence of the independent auditors, including reviewing the range of services provided in the context of all consulting services obtained by the Corporation, including:
 - insuring receipt from the independent auditor of a formal written statement delineating all relationships between the independent auditor and the Company, consistent with the Independence Standards Board Standard No. 1 and related Canadian regulatory body standards;
 - considering and discussing with the independent auditor any relationships or services, including non-audit services, that may impact the objectivity and independence of the independent auditor; and
 - as necessary, taking, or recommending that the Board take, appropriate action to oversee the independence of the independent auditor.
- Ensure that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, other than the public disclosure contained in the Corporation's financial statements, Management's Discussion and Analysis and annual and interim earnings press releases; and periodically assess the adequacy of those procedures.

- Review any significant disagreement among management and the independent auditors in connection with the preparation of the financial statements.
- Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former independent auditors of the Corporation.
- Establish a procedure for:
 - the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters; and
 - the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters.
- Meet separately with the independent auditors to discuss any matters that the committee or auditors believe should be discussed privately in the absence of management.
- Endeavour to cause the receipt and discussion on a timely basis of any significant findings and recommendations made by the independent auditors.
- Ensure that the Board is aware of matters which may significantly impact the financial condition or affairs of the business.
- Review and oversee all related party transactions.
- Perform other functions as requested by the Board.
- If necessary, institute special investigations and, if appropriate, hire special counsel or experts to assist, and set the compensation to be paid to such special counsel or other experts.
- Review and re-assess annually the adequacy of this Charter and recommend updates to this charter; receive approval of changes from the Board.
- With regard to the Corporation's internal control procedures, the Committee is responsible to:
 - review the appropriateness and effectiveness of the Corporation's policies and business practices which impact on the financial integrity of the Corporation, including those related to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
 - review compliance under the Corporation's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;
 - review any unresolved issues between management and the independent auditors that could affect the financial reporting or internal controls of the Corporation; and
 - periodically review the effectiveness of the Corporation's internal controls over financial reporting and the extent to which recommendations made by the internal audit staff or by the independent auditors have been implemented.

CHAIR

The Committee will in each year appoint the Chair of the Committee from among the members of the Committee. In the Chair's absence, or if the position is vacant, the Committee may select another member as Chair. The Chair will not have a casting vote.

MEETINGS

The Committee will meet at least once every calendar quarter. Special meetings shall be convened as required. Notices calling meetings shall be sent to all members of the Committee, all Board members and the independent auditor. The independent auditor of the Corporation must be given reasonable notice of, and has the right to appear before and to be heard at, each meeting of the Committee. At the request of the independent auditor, the Committee must convene a meeting of the Committee to consider any matter that the independent auditor believes should be brought to the attention of the Board or shareholders of the Corporation.

The Committee may invite such other persons (e.g. without limitation, the President or Chief Financial Officer) to its meetings, as it deems appropriate.

QUORUM

A majority of members of the Committee, present in person, by teleconferencing, or by videoconferencing, or by any combination of the foregoing, will constitute a quorum.

REMOVAL AND VACANCY

A member may resign from the Committee, and may also be removed and replaced at any time by the Board, and will automatically cease to be a member as soon as the member ceases to be a director of the Corporation. The Board will fill vacancies in the Committee by appointment from among the directors in accordance with Section 2 of this Charter. Subject to quorum requirements, if a vacancy exists on the Committee, the remaining members will exercise all of the Committee's powers.

AUTHORITY

The Committee may:

- engage independent counsel and other advisors as it determines necessary to carry out its duties;
- set and pay the compensation for any advisors employed by the Committee; and
- communicate directly with the internal and independent auditors.

The Committee may also, within the scope of its responsibilities, seek any information it requires from any employee and from external parties, to obtain outside legal or professional advice, and to ensure the attendance of the Corporation's officers at meetings as appropriate.

SECRETARY AND MINUTES

The Chair of the Committee will appoint a member of the Committee or other person to act as Secretary of the Committee for purposes of a meeting of the Committee. The minutes of the Committee meetings shall be in writing and duly entered into the books of the Corporation, and will be circulated to all members of the Board.

FUNDING

The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of (a) compensation to any registered public accounting firm engaged for the purposes of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation; (b) compensation to any advisers employed by the Committee; and (c) ordinary administrative expenses of the Committee that are necessary or appropriate to carry out its duties.

Audit Committee Oversight

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

Reliance on Certain Exemptions

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

Pre-Approval Policies and Procedures

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "Duties".

External Auditor Service Fees (By Category)

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

Financial Year Ending	Audit Fees ⁽¹⁾	Audit Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees ⁽⁴⁾
2014	\$47,000	\$7,600	\$17,250	\$11,000
2013	\$45,000	\$15,990	\$18,957	\$41,195

Notes:

- (1) The aggregate audit fees billed.
- (2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements which are not included under the heading "Audit Fees".
- (3) Fees billed for preparation of the Company's corporate tax return.
- (4) The aggregate fees billed for products and services other than as set out under the headings "Audit Fees", "Audit Related Fees" and "Tax Fees".

Exemption

The Company is relying upon the exemption in section 6.1 of the National Instrument 52-110 – *Audit Committees*, which exempts venture issuers (as defined therein) from the requirements of Part 5 (*Reporting Obligations*) of that instrument.

Schedule “B”

Statement of Corporate Governance Practices

The following table addresses the disclosure requirements set out in Form 58-101F2 Corporate Governance Disclosure:

Corporate Governance Disclosure Requirement	The Company’s Approach
<p>1. BOARD OF DIRECTORS</p> <p>(a) Disclose identity of directors who are independent.</p> <p>(b) Disclose identity of directors who are not independent and describe the basis for that determination.</p>	<p>(a) The Company’s three independent directors are Messrs. Pierre Lebel, John Brock and Kevin Falcon.</p> <p>(b) The Company’s two non-independent directors are Messrs. R. Michael Jones and Frank R. Hallam, the Company’s CEO and CFO, respectively. These two directors are non-independent insofar as they have a material relationship with the Company by virtue of their senior executive positions with the Company.</p>
<p>2. DIRECTORSHIPS</p> <p>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.</p>	<p>The following directors are presently also directors of other issuers as listed:</p> <p>R. Michael Jones is also a director of Platinum Group Metals Ltd. (TSX and NYSE MKT) and Nextraction Energy Corp.</p> <p>Frank R. Hallam is also a director of Platinum Group Metals Ltd. (TSX and NYSE MKT), Lake Shore Gold Corp. (TSX) and Nextraction Energy Corp.</p> <p>Pierre Lebel is also a director of Imperial Metals Corporation (TSX) and SouthGobi Resources Ltd. (TSX).</p> <p>John Brock is also a director of Pacific Ridge Exploration Ltd. (TSXV)</p>
<p>3. ORIENTATION AND CONTINUING EDUCATION</p> <p>(a) Briefly describe what measures the board takes to orient new directors.</p>	<p>(a) The Company does not have a formal orientation and education program for new directors. However, new directors are provided with relevant materials with respect to the Company as well as being oriented on relevant corporate issues by the CEO. The board reviews and approves the orientation process for new directors.</p>

Corporate Governance Disclosure Requirement	The Company's Approach
(b) Briefly describe any measures the board takes to provide continuing education for directors.	(b) The board currently does not provide continuing education for its directors. By using a board composed of experienced professionals with a wide range of financial, legal, exploration and mining expertise, the Company ensures that the board operates effectively and efficiently. The board reviews, approves and plans for the ongoing development of existing board members including the provision of continuing education opportunities for all directors, so that individuals may maintain or enhance their skills and abilities as directors, as well as to ensure their knowledge and understanding of the Company's business remains current.
<p>4. ETHICAL BUSINESS CONDUCT</p> <p>Disclose what steps, if any, the board takes to encourage and promote a culture of ethical business conduct.</p>	<p>The board has adopted a written Code of Business Conduct and Ethics (also referred to as the “Code”) for the directors, officers and employees of the Company. The Code is filed on SEDAR (www.sedar.com).</p> <p>The Company's Board of Directors monitors compliance with the Code. Frank Hallam has been appointed as the Corporation Ethics Officer to ensure adherence to the Code and to report to the Board of Directors</p> <p>To date, the company has not been required to file a material change report relating to a departure from the Code.</p>
<p>5. NOMINATION OF DIRECTORS</p> <p>Disclose what steps, if any, are taken to identify new candidates for board nomination, including:</p> <p>(i) who identifies new candidates, and</p> <p>(ii) the process of identifying new candidates.</p>	<p>(a) All of the Company's directors are involved in the search for new directors. A new director should have direct experience in the mining business and significant public company experience. The nominee must not have a significant conflicting public company association. Experienced mining directors are currently difficult to source as a result of the high level of activity in the mining sector.</p> <p>(b) The Board of Directors is responsible for making recommendations on the long term plan for the composition of the board that takes into consideration the current strengths, skills and experience on the board and the strategic direction of the Company. The plan includes: (i) the desired qualifications, demographics, skills and experience for potential directors; (ii) an interview process for potential candidates for board membership; and (iii) a list of future candidates for board membership after taking into account the competencies and skills that the board as a whole should possess, the competencies and skills that the existing directors possess, the competencies and skills of the proposed nominee and the amount of time and resources the proposed nominee can devote as a member of the board. In addition, the Board of Directors is also responsible for making</p>

Corporate Governance Disclosure Requirement	The Company's Approach
	<p>recommendations annually regarding potential nominees for election as members of the board.</p>
<p>6. COMPENSATION</p> <p>Disclose what steps, if any, are taken to determine compensation for the directors and CEO, including:</p> <ul style="list-style-type: none"> (i) who determines compensation, and (ii) the process of determining compensation. 	<p>The board reviews the adequacy and form of compensation and compares it to other companies of similar size and stage of development. There is no minimum share ownership requirement of directors. Directors' compensation is in the form of stock options and the payment of directors' fees. The Company's Compensation Committee reviews and recommends to the Board for approval the general compensation philosophy and guidelines for all directors and executive officers, including the CEO. This includes incentive plan design and other remuneration.</p>
<p>7. OTHER BOARD COMMITTEES</p> <p>If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.</p>	<p>The Company has no additional committees.</p>
<p>8. ASSESSMENTS</p> <p>Disclose what steps, if any, that the board takes to satisfy itself that the board, its committees, and its individual directors are performing effectively.</p>	<p>The Board of Directors are responsible for establishing appropriate processes for the regular evaluation of the effectiveness of the board and its members and its committees and their charters. It is also responsible for reviewing: (i) the performance of individual directors, the board as a whole, and committees of the board; (ii) the performance evaluation of the chair of each board committee; and (iii) regularly, the performance evaluation of the CEO, including performance against corporate objectives.</p> <p>The Board of Directors has established an appropriate process for the regular evaluation of the board, its committees and the directors and will conduct regular assessments in accordance with its mandate.</p> <p>Previously, the Audit Committee, as part of their annual review, assessed the effectiveness of the board and its independence. The Audit Committee assessed the adequacy of the information provided, the regular nature of the communication between the board and management and reviewed whether management was following the mandated strategic direction as set out in the board's direction and management milestones.</p> <p>In addition, the board assessed the CEO's effectiveness in attaining the Company's corporate objectives, budgets and milestones.</p> <p>Management and directors communicate with shareholders on an ongoing basis, and shareholders are regularly consulted on the effectiveness of board members and senior staff.</p>