



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the Annual General Meeting (the “Meeting”) of the Shareholders of **GENESIS METALS CORP.** (the “Company”) will be held at 10th Floor, 595 Howe Street, Vancouver, British Columbia, on the **19th** day of **October, 2017** at **10:00 a.m.** for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended March 31, 2017, together with the auditor’s report thereon;
2. To fix the number of directors at six;
3. To elect directors for the ensuing year;
4. To appoint the auditor for the Company for the ensuing year;
5. To consider and, if thought fit, approve an ordinary resolution approving the Company’s 10% rolling stock option plan and bonus share plan as more fully described in the information circular accompanying this notice; and
6. To transact such other business as may properly come before the Meeting and any adjournments thereof.

The accompanying information circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice.

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

Dated at Vancouver, British Columbia, this 20th day of September, 2017.

BY ORDER OF THE BOARD

“Brian Groves”

Brian Groves
President



Formerly Entourage Metals Ltd.
INFORMATION CIRCULAR
(as at September 12, 2017, except as indicated)

This Information Circular is furnished in connection with the solicitation of proxies by the Management of **GENESIS METALS CORP.** (the "Company") for use at the Annual General Meeting (the "Meeting") of the shareholders of the Company ("Shareholders"), to be held on Thursday, October 19, 2017 at 10:00 a.m. for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof.

PERSONS OR COMPANIES MAKING THE SOLICITATION

THE ENCLOSED PROXY IS BEING SOLICITED BY MANAGEMENT OF THE COMPANY. Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse Shareholders' nominees or agents (including brokers holding common shares of the Company ("Shares") on behalf of clients) for the cost incurred in obtaining from their principals authorization to execute forms of proxy. The cost of solicitation will be borne by the Company. None of the Directors of the Company have advised that they intend to oppose any action intended to be taken by Management as set forth in this Information Circular.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying Instrument of Proxy are directors or officers of the Company. **A Shareholder has the right to appoint a person other than the persons named in the enclosed Instrument of Proxy to represent him at the Meeting. To exercise this right, a Shareholder shall strike out the names of the persons named in the Instrument of Proxy and insert the name of his nominee in the blank space provided, or complete another Instrument of Proxy. The completed Instrument of Proxy should be deposited with the Company's Registrar and Transfer Agent, Computershare Investor Services Inc. at 9th Floor – 100 University Avenue, Toronto, Ontario M5J 2Y1 at least 48 hours before the time of the Meeting or any adjournment thereof, excluding Saturdays and holidays.**

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

In addition to revocation in any other manner permitted by law, a Shareholder may revoke a Proxy either by (a) signing a Proxy bearing a later date and depositing it at the place and within the time aforesaid, or (b) signing and dating a written notice of revocation (in the same manner as the Instrument of Proxy is required to be executed as set out in the notes to the Instrument of Proxy) and either depositing it at the place and within the time aforesaid or with the Chairman of the Meeting on the day of the Meeting or on the day of any adjournment thereof, or (c) registering with

the Scrutineer at the Meeting as a Shareholder present in person, whereupon such Proxy shall be deemed to have been revoked.

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

A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

NON-REGISTERED HOLDERS

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 Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Shares. More particularly, a person is not a registered Shareholder in respect of Shares which are held on behalf of that person (the “Non-Registered Holder”) but which are registered either: (a) in the name of an intermediary (an “Intermediary”) that the Non-Registered Holder deals with in respect of the Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP’s, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“CDS”)) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Information Circular and the Proxy (collectively, the “Meeting Materials”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deliver it to **Computershare Trust Company of Canada** as provided above; or
- (b) more typically, be given a voting instruction form **which is not signed by the Intermediary**, and which, when properly completed and signed by the Non-Registered Holder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a “proxy authorization form”) which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions, which contains a removable label containing a bar code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Shares, which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to vote at the meeting in person, the Non-Registered Holder should strike out the names of the Management Proxyholders and insert the Non-Registered Holder’s name in the blank space provided. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary,**

including those regarding when and where the proxy or proxy authorization form is to be delivered.

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as "non-objecting beneficial owners ("NOBOs"). Those Non-Registered Holders who have objected to their nominee disclosing ownership information about themselves to the Company are referred to as "objecting beneficial owners ("OBOs").

The Company is not sending the Meeting Materials directly to NOBOs in connection with the Meeting, but rather has distributed copies of the Meeting Materials to Intermediaries for distribution to NOBOs.

The Company does not intend to pay for Intermediaries to deliver the Meeting Materials and Form 54-101 – *Request for Voting Instructions Made by Intermediary* to OBOs. As a result, OBOs will not receive the Meeting Materials unless their Intermediary assumes the costs of delivery.

NOTICE AND ACCESS

The Company is not sending the Meeting Materials to Shareholders using "notice-and-access", as defined under National Instrument 54-101.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

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

In the absence of any direction in the Instrument of Proxy, it is intended that such Shares will be voted in favour of the motions proposed to be made at the Meeting as stated under the headings in this Information Circular. The Instrument of Proxy enclosed, when properly signed, confers discretionary authority with respect to amendments or variations to any matters which may properly be brought before the Meeting. The enclosed Instrument of Proxy does not confer authority to vote for the election of any person as a Director of the Company other than for those persons named in this Information Circular. At the time of printing of this Information Circular, the Management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to the Management should properly come before the Meeting, the Proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominee.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares without par value and an unlimited number of preferred shares without par value. In May 2014, the Company consolidated its common shares on the basis of one new post-consolidation share for every six pre-consolidation common shares. On September 12, 2017, 73,301,204 common Shares were issued and outstanding, each common share carrying the right to one vote. At a general meeting of the Company, on a show of hands, every Shareholder present in person shall have one vote and, on a poll, every Shareholder shall have one vote for each Share of which he is the holder.

Only Shareholders of record on the close of business on September 12, 2017 who either personally attend the Meeting or who complete and deliver an Instrument of Proxy in the manner and subject to the provisions set out under the heading "Appointment and Revocation of Proxies" will be entitled to have his or her Shares voted at the Meeting or any adjournment thereof.

To the knowledge of the directors and executive officers of the Company, no person or company beneficially owns, or exercises control or direction over, directly or indirectly, voting securities carrying more than 10% of the outstanding voting rights attached to all shares of the Company.

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

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

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

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

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

Except as otherwise disclosed, no informed person, no proposed director of the Company and no associate or affiliate of any such informed person or proposed director, has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's last completed financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

STATEMENT OF EXECUTIVE COMPENSATION

A. General Provisions

For the purposes of this Information Circular:

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

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

"equity incentive plan" means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of IFRS 2 *Share-based Payments*;

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

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

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

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

- (a) a CEO;
- (b) a CFO;
- (c) each of the Company's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year; and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year;

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

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

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

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

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

B. Compensation Discussion and Analysis

The Company's Compensation Committee, which is comprised of Keenan Hohol, Brian Groves and Rob Scott, is solely responsible for the compensation program for the Company's NEOs. At the request of the Compensation Committee, other directors may, from time to time, provide recommendations to the Compensation Committee with respect to compensation for the Company's NEOs.

The compensation program's objectives are to:

- Attract and retain qualified and experienced executives to drive the continued development of the Company and its current and future mineral exploration assets, thereby creating Shareholder value; and
- Provide executives, through independent research and analysis, with appropriate salaries and incentives and encourage the achievement of specific milestones with respect to the development of the Company.

Compensation for the Company's NEOs is designed to reward professional achievements and length of service and consists of: (i) base cash salary or consulting fee; (ii) cash bonus payments for achievement of specific milestones or benchmarks; and (iii) option grants pursuant to the Company's stock option plan. The Company provides the NEOs with personal benefits such as cell phones, extended health benefits and BC Medical Services Plan coverage. Personal benefits for each of the officers in the periods covered did not exceed \$10,000 for the respective year. The Compensation Committee determines the specific compensation to be paid to NEOs based on a number of factors, including: the Committee's understanding of executive compensation offered by companies comparable to the Company; the individual performance of the NEOs in connection with the achievement of corporate milestones; the roles and responsibilities of the NEOs; and the individual experience and skills of each NEO.

The Company's compensation program is designed to be competitive with similar junior mining exploration companies and to recognize and reward executive performance. In designing its compensation program, the Company informally considers compensation paid to directors and officers by companies such as Minaurum Gold Inc. and Western Pacific Resources Corp. which also hold gold exploration properties, have similar management structures and are listed on the TSX Venture Exchange. The Company intends to continue to consider executive compensation paid by companies with similar stage exploration properties, similar management structures and listed on the same stock exchange in establishing compensation to be paid to the Company's directors and officers. Compensation to be awarded to the directors and officers also reflects the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Company.

The Compensation Committee reviews the compensation paid to the NEOs on an annual basis.

Risk Considerations

The Board considers the implications of the risks associated with the Company's compensation policies and practices when determining rewards for its officers and Directors. The Board reviews at least once annually the risks, if any, associated with the Company's compensation policies and practices at such time.

Executive compensation is comprised of both short-term compensation in the form of a base salary/fee and an incentive cash bonus plan, and long-term ownership through the grant of stock options. This structure ensures that a significant portion of executive compensation (stock options) is both long-term and "at risk" and, accordingly, is directly linked to the achievement of business results and the creation of long term shareholder value.

The Board also has the ability to set out vesting periods in each stock option agreement. As the benefits of such compensation, if any, are not realized by officers and Directors until a significant period of time has passed, the ability of officers to take inappropriate or excessive risks that are beneficial to their compensation at the expense of the Company and the shareholders is extremely limited. Furthermore, all elements of executive compensation are discretionary. As a result, it is unlikely officers would take inappropriate or excessive risks at the expense of the Company or the shareholders that would be

beneficial to their short-term compensation when their long-term compensation might be put at risk from their actions.

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

Hedging of Economic Risks in the Company's Securities

The Company has not adopted a formal policy forbidding Directors or officers from purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by Directors or officers. The Company is not, however, aware of any Directors or officers having entered into this type of transaction.

Compensation Governance

The Company has established a Compensation Committee, which is responsible for determining compensation for the Directors and executive officers of the Company. The Compensation Committee has not adopted any formal policies and practices to determine director or executive compensation. The Compensation Committee undertakes the specific work required from time to time to discharge the committee's responsibilities in relation to the Company's compensation policies.

The Compensation Committee does not employ any formal objectives, criteria or analysis, other than those set forth in this Compensation Discussion and Analysis. When determining compensation policies and individual compensation levels for the Company's executive officers, the Compensation Committee takes into consideration a variety of factors including the committee's understanding of the amount of compensation generally paid by similarly situated companies to their executives who have similar roles and responsibilities; each executive officer's individual performance during the fiscal year; each executive officer's experience, skills and level of responsibility; the executive's historical compensation and performance within the Company; and existing market standards within the mining industry.

The Company's Compensation Committee is composed of Keenan Hohol, Brian Groves and Rob Scott. The Company considers each of Keenan Hohol and Rob Scott to be independent. Brian Groves is not considered to be independent as he is the Chief Executive Officer of the Company. Each of these members has extensive experience in executive compensation through their current and previous roles as directors and/or officers of other public companies in the mining industry. The Board believes that the Compensation Committee collectively has the knowledge, experience and background required to fulfill its mandate. The members have the following skills and experience that enable them to make decisions on the suitability of the Company's compensation policies and practices:

- Rob Scott, CPA, CA, CFA brings more than 20 years of professional experience in accounting, corporate finance, and merchant and commercial banking and has served on the management teams and boards of a number of private and publicly traded companies. He currently holds senior management and board positions with several TSX Venture Exchange Issuers and serves on number of committees for those Issuers.
- Keenan Hohol, in his roles as VP legal & General Counsel to Western Coal Corp., Walter Energy and Silver Standard Resources and previously General Counsel of Pan American Silver Corp. has gained significant experience in advising each company's Board and committees in many areas including that of Corporate Governance and Compensation.

- Brian Groves has 40 years of experience in the mining and exploration sectors, has served in senior executive roles with both major and junior companies and currently is a director of two other junior mining companies. He is a member of the audit committee for one junior and also serves as a director of Xat'sull Development Corp, a First Nations business development company based in Williams Lake, BC.

The Company did not retain professional executive compensation consultants in the most recently completed financial year.

C. Compensation Excluding Compensation Securities

Particulars of compensation, excluding compensation securities, paid to each NEO and director in the two most recently completed financial years is set out in the table below:

Name and position	Year ending (mm/dd/yy)	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Brian Groves, CEO and Director ⁽¹⁾	03/31/17	\$156,000	\$10,000	Nil	Nil	Nil	\$166,000
	03/31/16	\$11,500	Nil	Nil	Nil	\$67,917 ⁽¹⁾	\$79,417
Jeff Sundar, Executive VP Interim CFO and Director; Former President and CEO ⁽²⁾	03/31/17	\$145,500	Nil	Nil	Nil	Nil	\$145,500
	03/31/16	\$63,000	Nil	Nil	Nil	Nil	\$63,000
Robert McLeod, Chairman and Director ⁽³⁾	03/31/17	\$22,000	Nil	Nil	Nil	\$3,292 ⁽³⁾	\$25,292
	03/31/16	\$41,000	Nil	Nil	Nil	\$5,155 ⁽³⁾	\$46,155
Adrian Fleming, Director	03/31/17	\$12,000	Nil	Nil	Nil	Nil	\$12,000
	03/31/16	\$34,500	Nil	Nil	Nil	Nil	\$34,500
John Florek, Director ⁽⁴⁾	03/31/17	\$13,100	Nil	Nil	Nil	Nil	\$13,100
	03/31/16	\$23,500	Nil	Nil	Nil	\$3,300 ⁽⁵⁾	\$26,800
Keenan Hohol, Director	03/31/17	\$12,000	Nil	Nil	Nil	Nil	\$12,000
	03/31/16	\$13,500	Nil	Nil	Nil	Nil	\$13,500
Rob Scott, Director ⁽⁵⁾	03/31/17	\$12,000	Nil	Nil	Nil	\$15,485 ⁽⁵⁾	\$27,485
	03/31/16	\$1,000	Nil	Nil	Nil	Nil	\$1,000

- (1) Brian Groves was appointed CEO and Director in February 2016. \$144,000 (2016 - \$10,500) was charged for consulting fees as CEO and \$12,000 (2016 - \$1,000) was charged for director fees. Other compensation was the finders' fees paid in the year.
- (2) Compensation above includes fees charged by Sundar consulting Ltd., a company controlled by Jeff Sundar. \$133,500 (2016 - \$62,000) was earned as Executive VP, Interim CFO, and former President and CEO. \$12,000 (2016 - \$1,000) was charged for director fees.
- (3) Robert McLeod resigned May 17, 2017. Compensation above includes fees charged by Linus Geological Ltd., a company controlled by Robert McLeod. \$10,000 (2016 - \$41,000) was charged for consulting fees and \$12,000 (2016 - \$nil) was charged for director fees. Other compensation consists of office and administrative costs charged by McLeod Williams Capital Corp., a company jointly controlled by Robert McLeod.
- (4) Compensation above includes fees charged by Florek Consulting Services, a company controlled by John Florek. \$1,100 (2016 - \$22,500) was charged for consulting fees and \$12,000 (2016 - \$1,000) was charged for director fees. Other compensation consists of core and equipment storage fees paid in the year.
- (5) Other compensation consists of office rent and expenses reimbursement paid to a company controlled by Rob Scott.

D. Stock Options and Other Compensation Securities

Particulars of compensation securities granted or issued to each NEO and director in the most recently completed financial year for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries is set out in the table below:

Name and position	Type of compensation security	Number of compensation securities, number of underlying	Date of issue or grant (mm/dd/yy)	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on	Closing price of security or underlying security at	Expiry date (mm/dd/yy)
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		securities, and percentage of class			date of grant (\$)	year end (\$)	
Brian Groves, CEO and Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Jeff Sundar, Executive VP and Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Robert McLeod, Chairman and Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Adrian Fleming, Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
John Florek, Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Keenan Hohol, Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Rob Scott, Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A

At the end of the most recently completed financial year, the Company's NEOs and directors held the stock options set forth in the following table:

Name and position	Type of compensation security	Number of underlying securities	Date of issue or grant (mm/dd/yy)	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date (mm/dd/yy)
Brian Groves, CEO and Director	Stock Options	750,000	07/27/16	0.22	0.215	0.15	07/27/21
Jeff Sundar, Executive VP and Director	Stock Options	750,000	07/27/16	0.22	0.215	0.15	07/27/21
Robert McLeod, Chairman and Director	Stock Options	200,000	07/27/16	0.22	0.215	0.15	07/27/21
Adrian Fleming, Director	Stock Options	400,000	07/27/16	0.22	0.215	0.15	07/27/21
John Florek, Director	Stock Options	200,000	07/27/16	0.22	0.215	0.15	07/27/21
Keenan Hohol, Director	Stock Options	200,000	07/27/16	0.22	0.215	0.15	07/27/21
Rob Scott, Director	Stock Options	200,000	07/27/16	0.22	0.215	0.15	07/27/21

There were no re-pricings of stock options under the Stock Option and Bonus Plan or otherwise during the Company's completed financial year ended March 31, 2017.

Exercise of Compensation Securities by Directors and NEOs

Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise (mm/dd/yy)	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Brian Groves, CEO and Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Jeff Sundar, Executive VP and Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Robert McLeod, Chairman and Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Adrian Fleming, Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A

John Florek, Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Keenan Hohol, Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Rob Scott, Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A

E. Stock Option Plans and Other Incentive Plans

The Company has in place a 10% rolling stock option and bonus share plan (the “Stock Option and Bonus Plan”) for the purpose of attracting and motivating directors, officers, employees and consultants of the Company and advancing the interests of the Company by affording such persons the opportunity to acquire an equity interest in the Company through rights granted under the Old Option Plan to purchase Shares of the Company. In determining the number of options to be granted to the executive officers, the Board takes into account the number of options, if any, previously granted to each executive officer, and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the TSX Venture Exchange (the “TSXV”), and closely align the interests of the executive officers with the interests of shareholders. The Compensation Committee has the responsibility to administer the compensation policies related to the executive management of the Company, including option-based awards. See “Particulars of Matters to be Acted Upon – Approval of Stock Option Plan”.

The Company does not have any other share-based award plans in place.

F. Pension Plan Benefits

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

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

G. Termination and Change of Control Benefits

As at the end of the most recently completed financial year, the Company did not have any employment agreements with any NEO or any compensatory plans or arrangements that would entitle an NEO to receive compensation at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company or a change in the NEO’s responsibilities following a change of control of the Company. During the most recently completed financial year, the Company did not provide compensation, monetary or otherwise to any person who now acts or previously acted as an NEO of the Company, in connection with or related to the retirement, termination or resignation of such person, or as a result of a change of control of the Company.

H. Management Contracts

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

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

- (a) any standard arrangement for the compensation of directors for their services in their capacity as directors, including any additional amounts payable for committee participation or special assignments;
- (b) any other arrangement, in addition to, or in lieu of, any standard arrangement, for the compensation of directors in their capacity as directors; or
- (c) any arrangement for the compensation of directors for services as consultants or experts.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

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

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	14,240,713	\$0.22	66,849
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	14,240,713	\$0.22	66,849

The Company's equity compensation plan consists of stock options only.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at September 12, 2017 there was no indebtedness outstanding of any current or former Director, executive officer or employee of the Company or its subsidiaries which is owing to the Company or its subsidiaries, or, which is owing to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries, entered into in connection with a purchase of securities or otherwise.

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

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

CORPORATE GOVERNANCE DISCLOSURE

A summary of the responsibilities and activities and the membership of each of the Committees is set out below. National Policy 58-201 ("NP 58-201") establishes corporate governance guidelines which apply

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

INDEPENDENCE OF MEMBERS OF THE BOARD

Company's Board consists of six directors, four of whom the Company considers to be independent based upon the tests for independence set forth in National Instrument 52-110. Rob Scott, John Florek, Adrian Fleming and Keenan Hohol are independent. Jeff Sundar is not considered independent as he is the President and interim Chief Financial Officer of the Company. Brian Groves is not considered independent as he is the Chief Executive Officer and Chairman of the Company.

MANAGEMENT SUPERVISION BY BOARD

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

PARTICIPATION OF DIRECTORS IN OTHER REPORTING ISSUERS

The participation of the directors in other reporting issuers is described in the table provided under "Particulars of Matters to be Acted Upon – Elections of Directors" in this Information Circular.

ORIENTATION AND CONTINUING EDUCATION

While the Company does not have formal orientation and training programs, new Board members are provided with:

1. information respecting the functioning of the Board of Directors and committees;
2. access to recent, publicly filed documents of the Company, technical reports in respect of the Company's mineral properties and the Company's internal financial information;
3. access to management and technical experts and consultants; and
4. a summary of significant corporate and social responsibilities.

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

ETHICAL BUSINESS CONDUCT

The Board views good corporate governance as an integral component to the success of the Company and to meet responsibilities to Shareholders. The Company has adopted a Code of Conduct and has posted the code on its website. The Board instructs its managers and employees to abide by this Code.

NOMINATION OF DIRECTORS

The Board has responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the mining exploration industry are consulted for possible candidates.

COMPENSATION OF DIRECTORS AND THE CEO

The Company considers Keenan Hohol and Rob Scott to be independent directors of the Company. These directors, as well as Brian Groves, comprise the Compensation Committee, which has responsibility for determining compensation for the directors and senior management. To determine compensation payable, the Compensation Committee reviews compensation paid for directors and CEOs of companies of similar size and stage of development in the mining exploration industry and determine an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Company. In setting the compensation the Compensation Committee periodically reviews the performance of the CEO in light of the Company's objectives and considers other factors that may have impacted the success of the Company in achieving its objectives.

BOARD COMMITTEES

The Company has an Audit Committee, Compensation & Corporate Governance Committee and a Health and Safety Committee. The Board has determined that additional committees are not necessary at this stage of the Company's development.

ASSESSMENTS

The Board does not consider that formal assessments would be useful at this stage of the Company's development. The Board periodically conducts informal assessments of the Board's effectiveness, the individual directors and each of its committees.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

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

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

The Company's audit committee is comprised of three directors: Rob Scott, Adrian Fleming and Keenan Hohol. As defined in NI 52-110, the Company considers Messrs. Scott, Fleming and Hohol to be "independent" directors and all three are "financially literate".

The educational background or experience of the following audit committee members has enabled each to perform his responsibilities as an audit committee member and has provided the member with an understanding of the accounting principles used by the Company to prepare its financial statements, the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves as well as experience preparing, auditing, analyzing or evaluating

financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities and an understanding of internal controls and procedures for financial reporting:

Rob Scott is a CPA, CA and a CFA Charterholder. He currently serves as the CFO for a number of TSXV issuers, including Riverside Resources Inc., Nickel One Resources Inc. and Graphene 3D Lab Inc., all TSX-V listed issuers, and is responsible for all aspects of their financial reporting including the review and preparation of quarterly financial statements and annual audits.

He is also a board member and Audit Committee chair for Mongolia Growth Group Ltd, a TSX-V listed issuer, and prior to that served as a member on the Audit Committees of VLM Ventures Ltd. and AMN Capital Corp, both TSX-V Capital Pool Company's that completed Qualifying Transactions in 2012 and Corsa Coal Corp. (formally Corsa Capital Corp.) a TSX-V listed company from April 2008 to May 2009.

Adrian Fleming is a geologist with 35 years experience in the mining industry. Mr. Fleming is financially literate and familiar with the preparation and review of financial statements and accounting principles used in reading and preparing financial statements.

Keenan Hohol has over 20 years of international legal, commercial and managerial advisory experience. He has focused on the minerals exploration, development and production industry since 2005, including executive leadership roles since 2009. He most recently served as General Counsel at Pan American Silver, prior to which he was VP of Legal and General Counsel at Silver Standard Resources; Global Head of Legal at Western Coal Corp.; and interim General Counsel and Corporate Secretary and VP of Legal, Canadian and European operations, at Walter Energy, after its \$3.2B acquisition of Western Coal Corp. Mr. Hohol also served as General Counsel, Minerals Exploration, at BHP Billiton, and has years of private practice legal advisory experience in Canada, the U.S. and Europe, including with pre-eminent law firms Fasken Martineau DuMoulin, Cravath Swaine & Moore, and Baker & McKenzie.

Mr. Hohol is financially literate and familiar with the preparation and review of financial statements and accounting principles used in reading and preparing financial statements.

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

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemptions contained in section 2.4 of NI 52-110 or an exemption from NI 52-110 in whole or in part, granted under Part 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. 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.

The audit committee has specific policies and procedures for the engagement of non-audit services, as described in its audit committee charter.

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

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

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
March 31, 2017	\$20,300	Nil	\$9,500	Nil
March 31, 2016	\$16,320	Nil	\$1,500	Nil

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

PARTICULARS OF MATTERS TO BE ACTED UPON

ELECTION OF DIRECTORS

The persons named in the enclosed Instrument of Proxy intend to vote in favour of fixing the number of Directors at six (6).

Each Director of the Company is elected annually and holds office until the next Annual General Meeting of the Shareholders unless that person ceases to be a Director before then. In the absence of instructions to the contrary the Shares represented by proxy will be voted for the nominees herein listed.

Management does not contemplate that any of the nominees will be unable to serve as a director. In the event that prior to the meeting any vacancies occur in the slate of nominees herein listed, it is intended that discretionary authority shall be exercised by the person named in the proxy as nominee to vote the shares represented by proxy for the election of any other person or persons nominated by management as directors.

Management proposes that the number of directors for the Company be determined at six for the ensuing year subject to such increases as may be permitted by the Articles of the Company, and the Management nominees for the Board of Directors and information concerning them as at September 12, 2017 as furnished by the individual nominees are as follows:

Name, Jurisdiction of Residence and Position	Principal Occupation or Employment	Previous Service as a Director	Holdings of Securities of the Company¹
Brian Groves ³ British Columbia, Canada CEO, Chairman and Director	CEO & Chairman, Genesis Metals Corp.	Since February 2016	679,166
Jeff Sundar British Columbia, Canada President, Interim CFO and Director	President and Interim CFO, Genesis Metals Corp.	Since April 2010	625,000
John Florek Director	Geologist	Since July 2010	729,278

Adrian Fleming ² Director	Geologist	Since April 2010	719,722
Keenan Hohol ^{2,3} Director	Lawyer	Since August 2014	151,667
Rob Scott ^{2,3} Director	CFO, Riverside Resources Inc.	Since August 2014	160,000

¹ Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at September 12, 2017, based upon information filed by individual directors on SEDI. Unless otherwise indicated, such Shares are held directly.

² Member of the Audit Committee

³ Member of the Compensation & Corporate Governance Committee

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

The following directors of the Company hold directorships in other reporting issuers as set out below:

Name of Director	Name of Other Reporting Issuer
Jeff Sundar	Northern Empire Resources Corp.
Adrian Fleming	Precipitate Gold Corp. Highland Copper Company Inc. Northern Empire Resources Corp. Osprey Gold Development Ltd. Strikepoint Gold Inc.
Rob Scott	Mongolia Growth Group Ltd.
John Florek	Northcore Resources Inc.
Brian Groves	Kootenay Silver Inc. Riverside Resources Inc.

Except as set out below, to the knowledge of the Company, no proposed director of the Company:

- (a) is, at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director, CEO or CFO 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 that was in effect for a period of more than 30 consecutive days that was issued while the proposed director was acting in the capacity of a director, CEO or CFO of such company; or
 - ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days that was issued after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO of such company; or
- (b) is, at the date of this Information Circular, or has been within 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 prior to the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been subject to 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.

APPOINTMENT OF AUDITOR

Management proposes the re-appointment of Davidson & Company LLP as auditor of the Company for the ensuing year. Davidson & Company LLP was first appointed as auditor of the Company on April 24, 2015. Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the re-appointment of Davidson & Company LLP as the auditors of the Company to hold office for the ensuing year at a remuneration to be fixed by the directors.

APPROVAL OF STOCK OPTION AND BONUS SHARE PLAN

In 2014, the Company's directors approved a Stock Option and Bonus Share Plan (the "Plan") enabling the Board to grant options to employees, senior officers and directors of the Company and other persons providing services to the Company, and to issue bonus shares to employees, senior officers and directors of the Company. The Plan was approved and amended to restrict the number of bonus shares issuable under the Plan to 150,000⁽¹⁾ bonus shares by the Company's disinterested shareholders at the 2016 Annual General Meeting held October 19, 2016. The stock option component of the Plan is "rolling", permitting options to be granted on a number of shares equivalent to 10% of the issued and outstanding shares of the Company at the time of the option grant, subject to the restrictions set forth hereafter.

¹ 150,000 bonus shares were issued on July 11, 2017, no further bonus shares are available for issue.

The purpose of the Plan is to attract, retain and motivate management, staff, consultants and other qualified individuals by providing them with the opportunity, through share options and the issue of bonus shares, to acquire a proprietary interest in the Company and benefit from its growth. The Plan is administered by the Board. The significant features of the Plan with respect to stock options and bonus shares are set forth as follows:

Stock Options

- (a) the Board may from time to time grant stock options to directors, senior officers, employees and consultants of the Company and its subsidiaries or employees of companies providing management or consulting services to the Company or its subsidiaries;
- (b) the maximum number of Shares reserved for issuance under the Plan which may be made subject to options at any time, including those issuable upon the exercise of previously granted options together with those Shares reserved for issuance under any other established or proposed share compensation arrangement of the Company (including Shares reserved for issuance as bonus shares), shall not exceed 10% of the issued and outstanding Shares of the Company at the time of

grant;

- (c) the number of Shares which may be reserved for issuance in any 12 month period is subject to the following limitations: (i) to any one individual, 5% of the issued and outstanding Shares; (ii) to insiders as a group, 10% of the issued and outstanding Shares; (iii) to any one consultant, 2% of the issued and outstanding Shares; and (iv) to persons engaged in providing investor relations services, 2% in the aggregate of the issued and outstanding Shares, and such options must vest in stages over a minimum of 12 months;
- (d) options shall have an exercise price of not less than the closing market price of the Shares prevailing on the day that the option is granted less a discount of up to 25% (the "**Discounted Market Price**"), the amount of the discount varying with market price in accordance with the policies of the TSXV;
- (e) options will be exercisable over periods of up to ten years as determined by the Board of Directors. Options may be exercised until the earlier of the term of the option or 90 days (or 30 days in the case of investor relations) following cessation of the optionee's position with the Company, provided that if the cessation of office, directorship, consulting arrangement or employment is by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the earlier expiry of such option;
- (f) other than with respect to investor relation services, the Plan contains no vesting requirements but permits the Board of Directors to specify a vesting schedule in its discretion;
- (g) the Plan provides that if a change of control, as defined therein, occurs, all Shares subject to option shall immediately become vested and may thereupon be exercised in whole or in part by the option holder; and
- (h) options are non-assignable and non-transferable.

Bonus Shares

- (a) the Board may from time to time determine that an employee, director or senior officer of the Company or its subsidiary has performed services for the Company that have a value to the Company in excess of the value for which such person has otherwise been compensated (the "**Excess Value**"), and may issue to that person bonus shares as compensation for providing such Excess Value;
- (b) the number of bonus shares so issuable to a recipient shall be in the discretion of the Board, provided the number of bonus shares does not exceed the number that results when the Excess Value, or portion thereof, is divided by the Discounted Market Price;
- (c) the number of bonus shares that may be reserved for issuance under the Plan is 150,000 Shares, and no more; and
- (d) in any 12 month period, no one individual may receive a number of bonus shares that exceeds 1% of the issued and outstanding Shares, unless otherwise permitted by the policies of the TSXV, and bonus shares may not be issued in respect of Excess Value provided in the form of investor relations activities.

The full text of the Plan is available for viewing by request to the Company at Suite 1500 – 409 Granville Street, Vancouver, British Columbia, V6C 1T2 and will be available for viewing at the Meeting.

Under TSXV policy, all rolling stock option plans which set the number of common shares issuable under

the plan at a maximum of 10% of the issued and outstanding common shares must be approved and ratified by shareholders on an annual basis. Therefore, at the Meeting shareholders will be asked to pass an ordinary resolution in the following form:

"RESOLVED that, subject to regulatory approval:

- (a) the Plan, as amended, pursuant to which the directors may, from time to time, authorize the issuance of bonus shares and the issuance of options to directors, officers, employees and consultants of the Company and its subsidiaries to a maximum of 10% of the issued and outstanding Common shares at the time of the grant, be and is hereby authorized and approved; and
- (b) any one director or officer of the Company be and is hereby authorized and directed to take all such action, do all such things, enter into, execute, affix the common seal of the Company and to deliver or cause to be delivered all such documents, agreements and writings, as he may in his sole discretion deem necessary or advisable in connection with any of the matters referred to in these resolutions. "

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

OTHER MATTERS

Management knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the Shares represented by the Instrument of Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting by proxy.

ADDITIONAL INFORMATION

Additional information concerning the Company is available on SEDAR at www.sedar.com. Shareholders wishing to obtain a copy of the Company's financial statements and Management's Discussion and Analysis may contact the Company at Suite 1500 – 409 Granville Street, Vancouver, B.C. V6C 1T2, Telephone: (604) 484-7855.

Financial information is provided in the Company's comparative financial statements and Management's Discussion and Analysis for its most recently completed financial period which are filed on SEDAR.

BY ORDER OF THE BOARD OF DIRECTORS

"Brian Groves"

Brian Groves
CEO

SCHEDULE "A"

ENTOURAGE METALS LTD.

AUDIT COMMITTEE CHARTER

I. Mandate

The primary function of the audit committee (the "Committee") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and Shareholders, the Company's systems of internal controls regarding finance and accounting, and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements.
- Review and appraise the performance of the Company's external auditors.
- Provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

II. Composition

The Committee shall be comprised of three directors as determined by the Board of Directors, each of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual Shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

III. Meetings

The Committee shall meet at least quarterly, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

IV. Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

1. Review and update this Charter annually.
2. Review the Company's financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

3. Review annually the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the Shareholders of the Company.
4. Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1.
5. Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
6. Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors.
7. Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for Shareholder approval.
8. At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
9. Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
10. Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
11. Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
 - ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - iii. such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or

by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

12. In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
13. Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
14. Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
15. Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
16. Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
17. Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
18. Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
19. Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
20. Review certification process.
21. Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

22. Review any related-party transactions.