



*NuLegacy Gold*  
CORPORATION

**Annual General Meeting of Shareholders  
to be held Thursday, November 12, 2015**

**NOTICE OF MEETING**

**AND**

**MANAGEMENT INFORMATION CIRCULAR**

October 7, 2015



*NuLegacy Gold*  
CORPORATION

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON NOVEMBER 12, 2015**

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the shareholders of NuLegacy Gold Corporation (the “**Company**”) will be held at The Vancouver Club, 915 West Hastings Street, Vancouver, B.C., on Thursday, November 12, 2015, at 1:30 p.m. (Vancouver time) for the following purposes:

1. To receive the audited financial statements of the Company for the year ended March 31, 2015 and the report of the auditor on those statements.
2. To set the number of directors for the ensuing year at five.
3. To elect directors for the ensuing year.
4. To appoint the auditor for the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor.
5. To transact such other business as may properly come before the Meeting or any adjournments thereof.

This notice is accompanied by the management Information Circular and either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders. Shareholders are requested to read the Information Circular and, if unable to attend the Meeting in person, complete, date, sign and return the proxy or voting instruction form, as applicable, so that as large a representation as possible may be had at the Meeting.

The Board of Directors of the Company has fixed the close of business on October 7, 2015 as the record date, being the date for the determination of the registered holders of common shares entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof. The Board of Directors has also fixed 1:30 p.m. (Vancouver time) on Tuesday, November 10, 2015, or no later than 48 hours before the time of any adjourned Meeting (excluding Saturdays, Sundays and holidays), as the time before which proxies to be used or acted upon at the Meeting or any adjournment thereof shall be deposited with the Company’s registrar and transfer agent, Computershare Investor Services Inc.

DATED at Vancouver, British Columbia, as of the 7th day of October, 2015.

**NULEGACY GOLD CORPORATION**

(signed) “*James E. Anderson*”  
By: \_\_\_\_\_  
James E. Anderson  
Chief Executive Officer



## INFORMATION CIRCULAR

The information contained in this Information Circular, unless otherwise indicated, is as of October 7, 2015.

This Information Circular is being mailed by the management of the Company to everyone who was a shareholder of record of the Company on October 7, 2015 (the “**Record Date**”), which is the date that has been fixed by the Board of Directors of the Company (the “**Board**”) as the record date to determine the shareholders who are entitled to receive notice of and to vote at the Meeting.

This Information Circular is furnished in connection with the solicitation of proxies by and on behalf of management for use at the annual general meeting of the shareholders of the Company that is to be held on Thursday, November 12, 2015 at 1:30 p.m. (Vancouver time) at The Vancouver Club, 915 West Hastings Street, Vancouver, B.C. The solicitation of proxies will be primarily by mail. Certain employees or directors of the Company may also solicit proxies by telephone, email or in person. The cost of solicitation will be borne by the Company.

The Company is not sending proxy-related materials using notice and access this year. Rather, the Meeting Materials (as defined below) are being sent to both registered and non-registered owners of the Company’s common shares (each a “**Share**”) in accordance with National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) and arrangements have been made with clearing agencies, brokerage houses and other financial intermediaries to deliver proxy solicitation materials to the beneficial owners of the Shares. The Company may pay the reasonable costs incurred by such persons in connection with such delivery.

*If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of Shares have been obtained in accordance with applicable securities laws from the Intermediary (as defined below) holding the Shares on your behalf. By choosing to send these materials to you directly, the Company (and not the Intermediary holding on your behalf) has assumed responsibility for: (i) delivering these materials to you; and (ii) executing proper voting instructions. Please return your voting instructions as specified in the request for voting instructions or form of proxy delivered to you.*

Under the Company’s Articles, two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 1/20 of the issued shares of the Company entitled to vote must be present at the Meeting before any action may validly be taken at the Meeting. If such a quorum is not present in person or by proxy, the Company will reschedule the Meeting.

### **PART 1 – VOTING**

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#### **HOW A VOTE IS PASSED**

Voting at the Meeting will be by a show of hands, each shareholder having one vote, unless a poll is requested or otherwise required, in which case each shareholder is entitled to one vote for each share held. In order to approve a motion proposed at the Meeting a majority of greater than 50% of the votes cast will be required (an "ordinary resolution") unless the motion requires a special resolution in which case a majority of 66 2/3% of the votes cast will be required (a “special resolution”).

## **WHO CAN VOTE?**

Registered shareholders whose names appear on the Company's central securities register maintained by Computershare Investor Services Inc. ("**Computershare**"), the Company's registrar and transfer agent, as of the close of business on October 7, 2015, the Record Date, are entitled to attend and vote at the Meeting. Each Share is entitled to one vote.

If your shares are registered in the name of a "nominee" (usually a bank, trust company, securities dealer or other financial institution) you should refer to the section entitled "Non-Registered Shareholders" set out below.

## **HOW TO VOTE**

If you are a registered shareholder and eligible to vote, you can vote your shares in person at the Meeting or by signing and returning the accompanying form of proxy (the "**Proxy**") by mail in the return envelope provided or vote by telephone or using the Internet as indicated on the form. Please see "Registered Shareholders" below.

If your shares are not registered in your name but are held by a nominee (usually a bank, trust company, securities broker or other financial institution), please see "Non-Registered Shareholders" below.

## **REGISTERED SHAREHOLDERS**

You are a registered shareholder if your shares are registered in your name on the Company's central securities register maintained by Computershare.

### **Voting in Person**

If you plan to vote in person at the Meeting do NOT complete and return the Proxy.

Instead, you will need to register with Computershare when you arrive at the Meeting and your vote will be taken and counted at the Meeting.

If your Shares are registered in the name of a corporation, a duly authorized officer of the corporation may attend on its behalf but documentation indicating such officer's authority should be presented at the Meeting.

### **Voting by Proxy**

If you do not wish to or cannot attend the Meeting in person, you may appoint someone else to attend the Meeting and act as your proxyholder to vote in accordance with your instructions. You can submit your Proxy as follows:

#### *By Mail*

Complete the Proxy or any other proper form of proxy, sign, date and return it, together with the power of attorney or other authority if any, under which it was signed or a notarially certified copy, to:

Computershare Investor Services Inc.  
8<sup>th</sup> Floor, 100 University Avenue  
Toronto, Ontario M5J 2Y1

#### *By Telephone or Internet*

To complete your voting instructions using the telephone call 1-866-732-VOTE (8683) toll free and follow the prompts.

You can also vote using the Internet by going to [www.investorvote.com](http://www.investorvote.com) and following the instructions.

You will need to insert your 15 digit control number found at the bottom of the first page of the Proxy to vote by telephone or the Internet.

Whichever method you choose, the Proxy must be received or voting instructions completed at least forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) prior to the time set for the Meeting or any adjournment thereof. In the case of a corporation, the Proxy must be executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation.

#### *You May Choose Your Own Proxyholder*

The persons named in the Proxy are directors and/or executive officers of the Company. **YOU HAVE THE RIGHT TO APPOINT A PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT ON YOUR BEHALF AT THE MEETING OTHER THAN THE PERSONS NAMED IN THE PROXY AS PROXYHOLDERS. TO EXERCISE THIS RIGHT, YOU MUST STRIKE OUT THE NAMES OF THE PERSONS NAMED IN THE PROXY AS PROXYHOLDERS AND INSERT THE NAME OF YOUR NOMINEE IN THE SPACE PROVIDED OR COMPLETE ANOTHER PROXY.**

#### *Your Voting Instructions*

**The persons named in the Proxy will vote or withhold from voting the Shares in respect of which they are appointed by proxy on any ballot that may be called for in accordance with the instructions thereon, and if you specify a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. In the absence of such specifications, your Shares will be voted in favour of each of the matters referred to herein. Each such matter is described in greater detail elsewhere in this Information Circular.**

The Proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting and other matters which may properly come before the Meeting. **It is the intention of the persons designated in the Proxy to vote in accordance with their best judgement on such matters or business.** At the time of printing of this Information Circular, management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting.

#### *Revocation of Proxies*

A Proxy given pursuant to this solicitation may be revoked by an instrument in writing executed by the shareholder or by the shareholder's attorney authorized in writing (or, if the shareholder is a corporation, by a duly authorized officer or attorney) and either delivered to the Company's registered office at Suite 650 - 1188 West Georgia Street, Vancouver, B.C. V6E 4A2 at any time up to 4:00 p.m. (Vancouver time) on the last business day preceding the day of the Meeting, or any adjournment thereof, or deposited with the Chairman of the Meeting on the day of the Meeting, prior to the hour of commencement.

### **NON-REGISTERED SHAREHOLDERS**

Only registered shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. Most shareholders are "non-registered shareholders" ("**Non-Registered Holders**") 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. Shares beneficially owned by a Non-Registered Holder are registered either: (i) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the Shares (including, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP's, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. or The Depository Trust & Clearing Corporation) of which the Intermediary is a participant. In accordance with applicable securities law requirements, the Company has distributed copies of the Notice of Meeting, this Information Circular and the Proxy or voting instruction form, as applicable, (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 and seek voting instructions unless a Non-Registered Holder has waived the right to receive them. Intermediaries often 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** 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 “**voting instruction form**” or “**VIF**”) which the Intermediary must follow. Typically, the VIF will consist of a one page pre-printed form. The Non-Registered Holder must properly complete and sign the VIF and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Shares they beneficially own. However, without specific voting instructions, Intermediaries and their agents and nominees are prohibited from voting shares for their clients. **Accordingly, each Non-Registered Shareholder should ensure that voting instructions are communicated to the appropriate party well in advance of the Meeting.**

Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the persons named in the form of proxy or VIF and insert the name of such Non-Registered Holder or such other person’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 VIF is to be delivered.**

Every Intermediary has its own instructions on how to return the VIF; however, generally, you can submit your VIF as follows:

*By Mail*

Complete the enclosed VIF, sign and return it in the envelope provided.

*By Telephone or Internet*

If you want to submit your voting instructions using the telephone or Internet, see the enclosed VIF for details.

*By Appointing Someone Else*

You may also appoint someone else, who need not be a shareholder of the Company, to attend the Meeting and vote for you. Follow the instructions on the enclosed VIF.

If you are voting by instruction, you are subject to an earlier deadline so that your nominee has enough time to submit your instructions to us. Every Intermediary has its own procedures to follow, therefore please read your VIF carefully.

*Voting in Person*

If you plan to vote in person at the Meeting:

- nominate yourself as appointee by printing your name in the space provided on the VIF. Your vote will be counted at the Meeting so do NOT complete the voting instructions on the form;
- sign and return the VIF, following the instructions provided by your Intermediary; and
- register with the transfer agent, Computershare, when you arrive at the Meeting.

You may also nominate yourself as proxyholder online, if available, by typing your name in the “Appointee” section on the electronic ballot.

If you bring your VIF to the Meeting, your vote will NOT count. Your vote can only be counted if you have returned the VIF in accordance with the instructions above and attend the Meeting and vote in person.

#### *Your Voting Instructions*

If you do not specify how you want to vote, the persons named in the VIF as appointees will vote FOR each item of business. If you appointed someone else to attend the Meeting and vote on your behalf, he or she can vote as they see fit.

#### *Revocation of Voting Instructions*

A Non-Registered Holder may revoke a VIF or a waiver of the right to receive the Meeting Materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a VIF or of a waiver of the right to receive Meeting Materials and to vote which is not received by the Intermediary at least seven (7) days prior to the Meeting.

### **UNITED STATES SHAREHOLDERS**

This solicitation of proxies involves securities of a corporation incorporated in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States *Securities Exchange Act of 1934*, as amended, are not applicable to the Company or this solicitation. Shareholders should be aware that disclosure and proxy solicitation requirements under the securities laws of the provinces of Canada differ from the disclosure and proxy solicitation requirements under United States securities laws. The enforcement by shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia), some of its directors and its executive officers are residents of Canada and a significant portion of its assets and the assets of such persons are located outside the United States. Shareholders may not have standing to bring a claim against a foreign corporation or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign corporation and its officers and directors to subject themselves to a judgment by a United States court.

### **PART 2 - VOTING SHARES AND PRINCIPAL HOLDERS THEREOF**

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The Company has only one class of shares entitled to be voted at the Meeting, namely, common shares without par value. All issued Shares are entitled to be voted at the Meeting and each has one vote. As of October 7, 2015 there were 159,802,479 Shares issued and outstanding.

Only those shareholders of record on October 7, 2015 will be entitled to vote at the Meeting or any adjournment thereof.

To the knowledge of the directors and executive officers of the Company, only the following persons beneficially own, or exercises control or direction, directly or indirectly, over Shares carrying 10% or more of the voting rights attached to all outstanding Shares of the Company which have the right to vote in all circumstances:

<b>Name and Municipality of Residence</b>	<b>Number of Shares</b>	<b>Percentage of Issued and Outstanding Shares</b>
Waterton Precious Metals Fund II Cayman, LP. ("Waterton") Grand Cayman, Cayman Islands	31,911,600 <sup>(1)</sup>	19.97%

Global Resources Investment Trust PLC London, UK	20,000,000	12.52%
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- (1) This information is not within the knowledge of the management of the Company and has been furnished by the respective holders, or has been extracted from the register of shareholdings maintained by the Company's transfer agent or from insider reports filed by the holders and available through the Internet at www.sedi.ca.

### **PART 3 - THE BUSINESS OF THE MEETING**

#### **FINANCIAL STATEMENTS**

The audited financial statements of the Company for the year ended March 31, 2015 will be placed before you at the Meeting. A copy of these financial statements, together with the auditor's report thereon, and management's discussion and analysis, were mailed to those shareholders who returned the request for annual and interim financial statement return card mailed to shareholders in connection with the Company's last annual general meeting held on January 29, 2015 and indicated to the Company that they wished to receive same. These financial statements and MD&A are also available for review on SEDAR. See Part 8 "OTHER INFORMATION – Additional Information" below.

#### **ELECTION OF DIRECTORS**

Directors of the Company are elected for a term of one year. Management proposes to nominate the persons named under the heading "Nominees for Election" below for election as directors of the Company. Each director elected will hold office until the next annual general meeting or until his or her successor is duly elected or appointed, unless his or her office is earlier vacated in accordance with the Articles of the Company or he or she becomes disqualified to act as a director.

It is proposed to set the number of directors at five. This requires the approval of the shareholders of the Company by an ordinary resolution, which approval will be sought at the Meeting.

**Unless the shareholder directs that his or her Shares be otherwise voted or withheld from voting in connection with the setting of the number of directors, the persons named in the enclosed Proxy will vote FOR the number of directors of the Company to be set at five (5).**

#### *Nominees for Election*

The Board of the Company presently consists of six (6) directors to be elected annually. At the Meeting, it is proposed to reduce the number of directors elected to five (5) directors to hold office until the next annual general meeting or until their successors are duly elected or appointed. **Unless the shareholder directs that his or her Shares be otherwise voted or withheld from voting in connection with the election of directors, the persons named in the enclosed Proxy will vote FOR the election of the five (5) nominees whose names are set forth below.** Management does not contemplate that any of the following nominees will be unable to serve as a director but if that should occur for any reason prior to the Meeting, the persons named in the enclosed Proxy shall have the right to vote for another nominee in their discretion.

The following table and notes thereto state the names, provinces/states and countries of residence of all persons proposed to be nominated for election as directors, the date on which each of them first became a director of the Company, all positions and offices with the Company held by each of them, the principal occupation or employment of each of them, and the approximate number of Shares of the Company beneficially owned, or controlled or directed, directly or indirectly, by each of them as at the Record Date. The biographical information set out below as to principal occupation of, and number of Shares owned by, each of the nominees, not being within the knowledge of the Company, has been furnished by the nominees. The Company also has an audit committee and a technical committee, the members of which are indicated below.

Name, Province/State and Country of Residence and Position with Company	Present Principal Occupation <sup>(1)</sup>	Previously a Director Since	Shares Owned <sup>(2)</sup>
<b>James E. Anderson</b> <sup>(4)</sup> B.C., Canada <i>Chief Executive Officer and Director</i>	Chief Executive Officer, NuLegacy Gold Corporation, July 2012 to present; former registered representative with various registered dealers from December 1991 to June 2010 including First Canada Capital Partners from December 2006 to June 2010	July 16, 2012	3,487,500
<b>Alex J. Davidson</b> <sup>(3) (4)</sup> Ontario, Canada <i>Director</i>	Director, Yamana Gold Inc., August 2009 to present; former executive with Barrick Gold Corporation from October 1993 to 2009, most recently as Executive Vice-President of Exploration and Corporate Development.	September 15, 2014	1,400,000
<b>Albert J. Matter</b> <sup>(3)</sup> B.C., Canada <i>Executive Chairman and Director</i>	Managing Partner, Matter & Associates (private consulting business), Sept 2007 to present; Executive Chairman, NuLegacy Gold Corporation, July 2012 to present (Chief Executive Officer, June 2009 to July 2012)	May 15, 2009	3,750,001
<b>Roger C. Steininger</b> <sup>(4)</sup> Nevada, U.S.A. <i>Chief Operating Officer, Director, Acquisitions and Exploration and Director</i>	Self-employed consulting geologist, 1987 to present; Chief Operating Officer, NuLegacy Gold Corp., April 2010 to present (Director, Acquisitions and Exploration since June, 2009)	June 23, 2009	2,166,666
<b>Richard J. Wells</b> <sup>(5)</sup> Ontario, Canada <i>Director</i>	Chief Financial Officer, Waterton Global Resource Management, Inc., 2010 to present; Chief Financial Officer, Acqua Capital Management Inc., 2005 to 2010; Chartered Professional Accountant since 2002	September 15, 2014	Nil

- (1) Includes occupations for preceding five years unless the director was elected at the previous annual meeting and was shown as a nominee for election as a director in the information circular for that meeting.
- (2) The approximate number of shares of the Company carrying the right to vote in all circumstances beneficially owned, directly or indirectly, or over which control or direction is exercised by each proposed nominee as of October 7, 2015. This information is not within the knowledge of the management of the Company and has been furnished by the respective individuals, or has been extracted from the register of shareholdings maintained by the Company's transfer agent or from insider reports filed by the individuals and available through the Internet at [www.sedi.ca](http://www.sedi.ca).
- (3) Member of audit committee. Petra Decher, the third member of the audit committee, is not standing for re-election as a director of the Company at the Meeting.
- (4) Member of technical committee.
- (5) Mr. Wells is Waterton's nominee director on the Board. See Part 2 "VOTING SHARES AND PRINCIPAL HOLDERS THEREOF" and Part 8 "OTHER INFORMATION - Interest of Informed Persons in Material Transactions".

The Company does not have an executive committee. Pursuant to the provisions of the *Business Corporations Act* (British Columbia), the Company is required to have an audit committee whose members are indicated above. See also Part 6 "AUDIT COMMITTEE" below. The Company also has a technical committee whose members are indicated above. See Part 7 "CORPORATE GOVERNANCE".

The Company's management recommends that shareholders vote in favour of the nominees for election as directors. **Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the election of the five nominees as directors of the Company for the ensuing year.**

### ***Corporate Cease Trade Orders or Bankruptcy***

Save as set out below, as of the date of this Information Circular, no proposed nominee for election as a director of the Company is, or has been, within ten 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:

- (a) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (b) was subject to an event that resulted, after the director or executive officer ceased to be director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period or more than 30 consecutive days; or
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Richard J. Wells was a director of Fire River Gold Corp. (NEX: FAUH) ("**Fire River**"), a reporting issuer in the provinces of British Columbia, Alberta and Ontario, on March 7, 2014, when the British Columbia Securities Commission issued a cease trade order against Fire River for failure to file its audited financial statements for the year ended October 31, 2013 and accompanying MD&A and related filings within the time period prescribed under applicable securities legislation. Mr. Wells subsequently resigned as a director of Fire River on May 12, 2015.

### ***Penalties or Sanctions***

As of the date of this Information Circular, no proposed nominee for election as a director of the Company is, or has been, subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely to be considered important to a reasonable investor making an investment decision.

### ***Personal Bankruptcy***

As of the date of this Information Circular, no proposed nominee for election as a director of the Company has, within the ten years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

### ***Conflicts of Interest***

The directors of the Company are required by law to act honestly and in good faith with a view to the best interest of the Company and to disclose any interests which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, the directors will consider, among other things, the degree of risk to which the Company may be exposed relative to the potential reward and its financial position at that time.

Except as disclosed elsewhere in this Information Circular, to the Company's knowledge, there are no known existing or potential conflicts of interest among the Company and its promoters, directors, officers or other members of management as a result of their outside business interests except that certain of the directors, officers, promoters and other members of management may from time to time serve as directors, officers, promoters and members of management of other public companies, and therefore it is possible that a conflict may arise between their duties as a director, officer, promoter or member of management of such other companies. See also Part 8 "OTHER INFORMATION - Interest of Informed Persons in Material Transactions" for details regarding the relationship between Richard J. Wells and Waterton.

## APPOINTMENT OF THE AUDITOR

DeVisser Gray LLP, Chartered Accountants, have served as the Company's auditor since their initial appointment in 2010. See also Part 6 "AUDIT COMMITTEE – External Auditor Service Fees".

At the Meeting the shareholders will be asked to consider, and if deemed advisable, to pass the following resolution with respect to the appointment of auditors for the Company:

"RESOLVED, as an ordinary resolution, THAT that DeVisser Gray LLP, Chartered Accountants, be appointed as the Company's auditor for the ensuing year, at a remuneration to be fixed by the Board of Directors."

**Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the above resolution with respect to the appointment of DeVisser Gray LLP as the auditor of the Company for the ensuing year and authorizing the Board of Directors to fix the remuneration to be paid to the auditor.**

## PART 4 – EXECUTIVE COMPENSATION

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As defined under applicable securities legislation, the Company had four "Named Executive Officers" during the financial year ended March 31, 2015 as set out below:

James E. Anderson - Chief Executive Officer  
Michael Waldkirch - Chief Financial Officer  
Albert J. Matter - Executive Chairman  
Roger C. Steininger - Chief Operating Officer and Director, Acquisitions and Exploration

### **Definitions: For the purpose of this Information Circular:**

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

"**closing market price**" means the price at which the Company's security was last sold, on the applicable date,

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

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

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

"**external management company**" includes a subsidiary, affiliate or associate of the external management company;

"**grant date**" means a date determined for financial statement reporting purposes under IFRS 2 *Share-based Payment*;

"**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 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 the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of National Instrument 51-102, for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) 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 the end of that financial year;

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

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

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

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

**"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; and

**"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.

### **Compensation Discussion and Analysis**

The purpose of this Compensation Discussion and Analysis ("**CD&A**") is to provide information about the Company's executive compensation philosophy, objectives, and processes and to discuss compensation decisions relating to the Company's Named Executive Officers.

The Company's policies on compensation for its Named Executive Officers are intended to provide appropriate compensation for executives that is internally equitable, externally competitive and reflects individual achievements in the context of the Company. The overriding principles in establishing executive compensation provide that compensation should:

- (a) reflect fair and competitive compensation commensurate with an individual's experience and expertise in order to attract and retain highly qualified executives;
- (b) reflect recognition and encouragement of leadership, entrepreneurial spirit and team work;
- (c) reflect an alignment of the financial interests of the executives with the financial interest of the Company's shareholders;
- (d) include stock options and, in certain circumstances, bonuses to reward individual performance and contribution to the achievement of corporate performance and objectives;
- (e) reflect a contribution to enhancement of the Company's shareholder value; and
- (f) provide incentive to the executives to continuously improve operations and execute on corporate strategy.

## *Goals and Objectives*

Given the Company's current size and stage of development, the Board has not appointed a formal compensation committee and accordingly the Board as a whole is responsible for determining the compensation (including long-term incentive in the form of stock options) to be granted to the Company's executive officers and directors to ensure that such arrangements reflect the responsibilities and risks associated with each position. Management directors are required to abstain from voting in respect of their own compensation thereby providing the independent members of the Board with considerable input as to executive compensation.

The Board reviews, on an annual basis, the corporate goals and objectives relevant to executive compensation, evaluates each executive officer's performance in light of those goals and objectives and sets the executive officer's compensation level based, in part, on this evaluation. The Board takes into consideration the Company's overall performance, shareholder returns and the awards given to executive officers in past years. The Board may also consider the value of similar incentive awards to executive officers at comparable junior resource companies listed on the Exchange, however, as of the date of this Information Circular, no specific companies or selection criteria for the establishment of a benchmark group have been identified by the Board.

The Board's compensation philosophy is aimed at attracting and retaining quality and experienced people which is critical to the success of the Company and includes a "pay-for-performance" element which supports the Company's commitment to delivering strong performance for the shareholders.

## *Executive Compensation Program*

Executive compensation is comprised of three elements: base fee or salary, short-term incentive compensation (discretionary cash bonuses) and long-term incentive compensation (share options). The Board reviews all three components in assessing the compensation of individual executive officers and of the Company as a whole.

Base fees or salaries and bonuses (discretionary) are intended to provide current compensation and a short-term incentive for executive officers to meet the Company's goals, as well as to remain competitive with the industry. Base fees or salaries are compensation for job responsibilities and reflect the level of skills, expertise and capabilities demonstrated by the executive officers. Executive officers will also be eligible to receive discretionary bonuses as determined by the Board from time to time based on each officer's responsibilities, his achievement of individual and corporate objectives and the Company's financial performance. Cash bonuses are intended to reward the executive officers for meeting or exceeding the individual and corporate performance objectives set by the Board.

The Board recognizes that the Company operates in a highly competitive environment when it comes to recruiting and retaining executives with high calibre skills and experience and that recruiting and retaining qualified personnel is critical to the Company's success. However, the Board also recognizes the very difficult capital markets for junior resource issuers and the need to balance competitive executive compensation packages against available cash resources and the Company's primary objective of completing the earn in of a 70% working interest in the Iceberg gold deposit in the Cortez trend of Nevada from Barrick Gold Corporation. Accordingly, save for the one-time signing bonuses of \$25,000 paid to Messrs. Matter and Steininger in 2011, the Company has elected not to pay any annual incentive bonuses to its Named Executive Officers since inception opting instead to increase the non-cash compensation paid to its Named Executive Officers in the form of stock options. See "Option Based Awards" and "Plan Awards" below. Currently, the Company has entered into formal consulting agreements with each of James E. Anderson, Albert J. Matter and Roger C. Steininger. See the "Summary Compensation Table" below for details of the compensation paid to Messrs. Anderson, Matter and Steininger pursuant to such consulting agreements during the fiscal year ended March 31, 2015.

Each of the consulting agreements with James E. Anderson, Albert J. Matter and Roger C. Steininger also provide for termination payments in certain circumstances. An amount equal to one times each individual's annual base fee plus bonus (if applicable) is payable in the event such individual is terminated without cause, and each individual is entitled to terminate his engagement with the Company and receive a payment in an amount equal to two times the individual's annual base fee plus bonus (if applicable) if: (a) there is a "change of control" of the Company; and (b) a specified "trigger event" occurs as more particularly described under "Termination and Change of Control Benefits" below.

Stock options are an important part of the Company's long-term incentive strategy for its officers, permitting them to participate in any appreciation of the market value of the Company's shares over a stated period of time, and are

intended to reinforce commitment to long-term growth and shareholder value. Stock options reward overall corporate performance, as measured through the price of the Company's shares and enables executives to acquire and maintain a significant ownership position in the Issuer. Stock options also represent an additional form of compensation to the Company's Named Executive Officers without directly impacting the Company's cash resources.

### **Option Based Awards**

Executive officers of the Company, as well as directors, employees and consultants, are eligible to participate in the Company's Stock Option Plan to receive grants of stock options. Individual stock options are granted by the Board as a whole and the size of the options is dependent on, among other things, each officer's level of responsibility, authority and importance to the Company and the degree to which such officer's long term contribution to the Company will be crucial to its long-term success.

Stock options are normally granted by the Board when an executive officer first joins the Company based on his or her level of responsibility within the Company. Additional grants may be made periodically to ensure that the number of options granted to any particular officer is commensurate with the officer's level of ongoing responsibility within the Company and to provide an additional form of non-cash compensation. The Board also evaluates the number of options an officer has been granted, the exercise price of the options and the term remaining on those options when considering further grants. Options are usually priced at the closing trading price of the Company's shares on the business day immediately preceding the date of grant and the current policy of the Board is that options expire two to five years from the date of grant.

See Part 5 "SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS" for details of the material terms of the Company's Stock Option Plan.

### **Summary Compensation Table**

The following table sets out certain information respecting the compensation paid to the CEO and CFO and the three most highly compensated executive officers, other than the CEO and CFO, whose total compensation was more than \$150,000 for each of the Company's three most recently completed financial years. These individuals are referred to collectively as the "Named Executive Officers" or "NEOs".

Name and principal position	Year Ended March 31	Salary (\$)	Share based Awards	Option Based Awards <sup>(1)</sup>	Non-equity incentive plan compensation		Pension Value	All other Compensation (\$) <sup>(2)</sup>	Total Compensation
					Annual Incentive Plans	Long-Term Incentive Plans			
James E. Anderson CEO	2015	158,150	Nil	64,330 <sup>(4)</sup>	Nil	Nil	Nil	9,000 <sup>(5)</sup>	231,480
	2014	134,500	Nil	78,565 <sup>(4)</sup>	Nil	Nil	Nil	1,500 <sup>(5)</sup>	214,565
	2013	91,750 <sup>(3)</sup>	Nil	31,162 <sup>(4)</sup>	Nil	Nil	Nil	Nil	122,912
Michael Waldkirch CFO	2015	41,250	Nil	10,785 <sup>(7)</sup>	Nil	Nil	Nil	Nil	52,035
	2014	33,700 <sup>(6)</sup>	Nil	10,972 <sup>(7)</sup>	Nil	Nil	Nil	Nil	44,672
Albert J. Matter Executive Chairman (former CEO) <sup>(8)</sup>	2015	156,078 <sup>(9)</sup>	Nil	62,980 <sup>(10)</sup>	Nil	Nil	Nil	11,400 <sup>(11)</sup>	230,458
	2014	134,500 <sup>(9)</sup>	Nil	67,060 <sup>(10)</sup>	Nil	Nil	Nil	6,750 <sup>(11)</sup>	208,310
	2013	168,500 <sup>(9)</sup>	Nil	29,112 <sup>(10)</sup>	Nil	Nil	Nil	Nil	197,612
Roger C. Steininger COO	2015	148,975 <sup>(12)</sup>	Nil	61,630 <sup>(13)</sup>	Nil	Nil	Nil	11,373 <sup>(14)</sup>	221,978
	2014	103,204 <sup>(12)</sup>	Nil	55,555 <sup>(13)</sup>	Nil	Nil	Nil	5,791 <sup>(14)</sup>	164,550
	2013	169,124 <sup>(12)</sup>	Nil	23,201 <sup>(13)</sup>	Nil	Nil	Nil	Nil	193,325

**Notes:**

- (1) Refers to options vested under the Company's Stock Option Plan. See "Incentive Plans Awards" below. Based on the weighted average fair value of stock options vested during the fiscal year ended March 31. The fair value of the options vested annually is obtained by multiplying the number of options vested by their value established according to the Black Scholes option pricing model. The weighted average fair value of options granted during the fiscal year ended March 31, 2015 was \$0.111 (2014: \$0.095; 2013: \$0.098) per option and was estimated using the Black-Scholes model with the following weighted average assumptions: dividend rate – Nil (2014: Nil 2013), annualized volatility of 109.82% (2014: 119.85%; 2013: 120.22%), risk-free interest rate of 1.66% (2014: 1.67%; 2013: 1.22%) and expected life of 5 years (2014: 5 years; 2013: 5 years).
- (2) The value of perquisites received by each of the Named Executive Officers, including property or other personal benefits provided to the Named Executive Officers that are not generally available to all employees, were not in the aggregate greater than \$50,000 or 10% of the Named Executive Officer's total compensation for the fiscal year.
- (3) Mr. Anderson was appointed Chief Executive Officer of the Company effective July 16, 2012. This figure represents the fees paid to Mr. Anderson for the period from July 16, 2012 to March 31, 2013.
- (4) During the year ended March 31, 2015, Mr. Anderson was granted options to purchase a total of 250,000 common shares of the Company for a period of 5 years at an exercise price of \$0.15 per share (2014 – 650,000 options at \$0.15 per share; 2013 - 900,000 options at \$0.20 per share). Of these options, a total of 675,000 options became vested in 2015, 612,500 options became vested in 2014 and 375,000 options were vested in 2013. See "Plan Awards - Incentive Plan Awards - Value Vested or Earned During the Year" below.
- (5) This amount was paid to Mr. Anderson in respect of office costs.
- (6) Mr. Waldkirch was appointed Chief Financial Officer of the Company effective May 1, 2013. This figure represents the fees paid to a private company controlled by Mr. Waldkirch for professional services during the period May 1, 2013 to March 31, 2014.
- (7) During the year ended March 31, 2015, Mr. Waldkirch was granted options to purchase a total of 100,000 common shares of the Company for a period of 5 years at an exercise price of \$0.15 per share (2014 – 250,000 options at \$0.15 per share). Of these options, a total of 175,000 options became vested in 2015 and 125,000 options were vested in 2014. See "Plan Awards - Incentive Plan Awards - Value Vested or Earned During the Year" below.
- (8) Mr. Matter stepped down as Chief Executive Officer and was appointed Executive Chairman of the Company effective July 16, 2012.
- (9) These fees were paid to Mr. Matter in consideration for management and investor relations consulting services provided to the Company.
- (10) During the year ended March 31, 2015, Mr. Matter was granted options to purchase a total of 250,000 common shares of the Company for a period of 5 years at an exercise price of \$0.15 per share (2014 – 650,000 options at \$0.15 per share; 2013 - 700,000 options at \$0.20 per share). Of these options, a total of 625,000 options became vested in 2015, 512,500 options became vested in 2014 and 425,000 options were vested in 2013. See "Plan Awards - Incentive Plan Awards - Value Vested or Earned During the Year" below.
- (11) This amount was paid to Mr. Matter in respect of office costs.
- (12) These figures represent the Canadian dollar equivalent of fees paid to Dr. Steininger in US currency in consideration for both general and geological consulting services provided to the Company.
- (13) During the year ended March 31, 2015, Dr. Steininger was granted options to purchase 250,000 common shares of the Company for a period of five years at an exercise price of \$0.15 per share (2014 – 650,000 options at \$0.15 per share; 2013 - 500,000 options at \$0.20 per share). Of these options, a total of 575,000 options became vested in 2015; 412,500 options became vested in 2014 and 375,000 options were vested in 2013. See "Plan Awards - Incentive Plan Awards - Value Vested or Earned During the Year" below.
- (14) This amount was paid to Dr. Steininger in respect of office costs.

## Plan Awards

### Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth particulars of all option-based and share-based awards outstanding for each Named Executive Officer at March 31, 2015:

Name	Option-based Awards				Share-based Awards <sup>(2)</sup>	
	Number of Securities underlying unexercised options (#)	Option exercise price (\$)	Option Expiration Date	Value of unexercised in-the-money-options (\$) <sup>(1)</sup>	Number of shares or units of shares that have not vested (#)	Market or payout value of share awards that have not vested (\$)
James E. Anderson CEO	600,000	\$0.25	Dec 9, 2015	Nil	N/A	N/A
	900,000	\$0.20	March 5, 2018	Nil		
	650,000	\$0.15	Feb. 3, 2019	Nil		
	250,000	\$0.15	Sep. 15, 2019	Nil		
Michael Waldkirch CFO	250,000	\$0.15	July 3, 2018	Nil	N/A	N/A
	100,000	\$0.15	Sep. 15, 2019	Nil		
Albert J. Matter Executive Chairman	750,000	\$0.25	Dec. 9, 2015	Nil	N/A	N/A
	250,000	\$0.25	June 23, 2016	Nil		
	700,000	\$0.20	March 5, 2018	Nil		
	650,000	\$0.15	Feb. 3, 2019	Nil		
	250,000	\$0.15	Sep. 15, 2019	Nil		
Roger C. Steininger COO	750,000	\$0.25	Dec. 9, 2015	Nil	N/A	N/A
	250,000	\$0.25	June 23, 2016	Nil		
	500,000	\$0.20	March 5, 2018	Nil		
	650,000	\$0.15	Feb. 3, 2019	Nil		
	250,000	\$0.15	Sep. 15, 2019	Nil		
<b>TOTAL</b>	<b>7,750,000</b>			<b>Nil</b>		

(1) Based on the difference between the closing price of the Company's common shares on the Exchange on March 31, 2015 (being the last trading day during fiscal 2015) of \$0.14 and the stock option exercise price, multiplied by the number of common shares under option. If the option was not-in-the-money then a NIL value was assigned.

(2) The Company has not granted any share-based awards.

### Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth particulars of the value of option-based awards and share-based awards which vested during the year ended March 31, 2015, and the value of non-equity incentive plan compensation earned during the year ended March 31, 2015 for each Named Executive Officer:

Name	Option-based awards-Value vested during the year (\$) <sup>(1)</sup>	Share awards – Value during the year on vesting (\$) <sup>(2)</sup>	Non-equity incentive plan compensation-Pay-out during the year (\$) <sup>(3)</sup>
James E. Anderson CEO	Nil <sup>(4)</sup>	N/A	N/A
Michael Waldkirch CFO	Nil <sup>(5)</sup>	N/A	N/A
Albert J. Matter Executive Chairman	Nil <sup>(6)</sup>	N/A	N/A
Roger C. Steininger COO	Nil <sup>(7)</sup>	N/A	N/A

- (1) This amount is the aggregate dollar value that would have been realized if the options under option based awards had been exercised on the vesting date. It is determined by the difference between the exercise price of the option and the market price on the date of vesting. If the option was not-in-the-money then a NIL value was assigned.
- (2) The Company has not granted any share-based awards.
- (3) The Company did not pay any non-equity incentive plan compensation during the year ended March 31, 2015.
- (4) During the year ended March 31, 2015, stock options to purchase a total of 675,000 common shares of the Company became vested to Mr. Anderson; however, at the time of vesting, such options were not “in-the-money”.
- (5) During the year ended March 31, 2015, stock options to purchase a total of 175,000 common shares of the Company became vested to Mr. Waldkirch; however, at the time of vesting, such options were not “in-the-money”.
- (6) During the year ended March 31, 2015, stock options to purchase a total of 625,000 common shares of the Company became vested to Mr. Matter; however, at the time of vesting, such options were not “in-the-money”.
- (7) During the year ended March 31, 2015, stock options to purchase a total of 575,000 common shares of the Company became vested to Dr. Steininger; however, at the time of vesting, such options were not “in-the-money”.

See also Part 3 “THE BUSINESS OF THE MEETING – Amendment to Stock Option Plan” for details regarding the material provisions of the Company’s Stock Option Plan.

### **Pension Plan Benefits**

The Company does not have any pension, retirement or deferred compensation plans, including defined contribution plans.

### **Termination and Change of Control Benefits**

The Company has entered into consulting agreements with each of James E. Anderson, Albert J. Matter and Roger C. Steininger which provide for termination payments in certain circumstances.

An amount equal to one times each such Named Executive Officer’s annual base fee plus bonus (if applicable), is payable in the event such Named Executive Officer is terminated without cause, and each Named Executive Officer is entitled to terminate his engagement with the Company and receive a payment in an amount equal to two times the Named Executive Officer’s annual base fee plus bonus (if applicable) if: (a) there is a “change of control” of the Company; and (b) a specified “trigger event” occurs. Each Named Executive Officer has a period of 180 days from the occurrence of the trigger event to exercise the termination right under his consulting agreement.

Under such consulting agreements, a “change of control” includes the occurrence of any of the following events: (a) the acquisition of a 40% voting interest in the Company by a shareholder of the Company; (b) the completion of a consolidation, merger, amalgamation or statutory arrangement between the Company and another person (other than a subsidiary of the Company) pursuant to which all or part of the outstanding voting shares of the Company are changed in any way, reclassified or converted into, exchanged or otherwise acquired for shares or other securities of the Company or any other person or for cash or any other property; (c) the sale by the Company of property or assets, (i) aggregating more than 50% of the consolidated assets of the Company and its subsidiaries as at the end of the most recently completed financial year of the Company, or (ii) which during the most recently completed financial year of the Company generated, or during the then current financial year of the Company are expected to generate, more than 50% of the consolidated operating income or cash flow of the Company, to any other person or persons (other than the Company or one or more of its subsidiaries); and (iv) a change in the composition of the Board, which occurs at a single meeting of the shareholders of the Company or a succession of meetings occurring within six months of each other, whereby individuals who were members of the Board immediately prior to such meeting or succession of meetings, as applicable, cease to constitute a majority of the Board without the Board, as constituted immediately prior to such meeting or meetings, approving of such change.

A “trigger event” under such consulting agreements includes the occurrence of any of the following events: (i) a substantial change in the nature of the services to be performed by the Named Executive Officer; (ii) a material reduction of the base fee or any other form of compensation payable by the Company, except where all senior executives or consultants of the Company are subject to relatively similar reductions in such value, (iii) a material

breach by the Company of any provision of the consulting agreement; (iv) a change in the city in which the Named Executive Officer is regularly required to carry out the terms of his consulting agreement; (v) the Company ceases to operate as a going concern; (vi) the Company fails to pay when due a material amount payable by it under the consulting agreement; or (vii) a successor, if any, fails to effectively assume the Company's obligations under the consulting agreement.

At current base fee levels, if a change of control of the Company had occurred as of the last day of the Company's most recently completed fiscal year, being March 31, 2015, followed by a trigger event, if applicable, and assuming all Named Executive Officers exercised their rights under their respective consulting agreements, they would be entitled to change of control payments aggregating approximately \$934,824 or an average of approximately \$311,608 per Named Executive Officer.

Other than pursuant to the above consulting agreements, there is no compensatory plan, contract or arrangement whereby a Named Executive Officer is entitled to receive more than \$100,000 from the Company or its subsidiaries, including periodic payments or instalments, in the event of (a) the resignation, retirement or any other termination of the officer's employment with the Company or its subsidiaries; (b) a change of control of the Company or any of its subsidiaries; or (c) a change in the officer's responsibilities following a change in control.

The following table sets out estimates of the incremental amounts payable to each Named Executive Officer upon identified termination events, assuming each such event took place on the last business day of fiscal year 2015. The table below assumes the exercise of all unexercised options (vested and unvested, as applicable) on March 31, 2015.

	<b>James E. Anderson</b> (\$)	<b>Albert J. Matter</b> (\$)	<b>Roger C. Steininger</b> (\$) <sup>(1)</sup>
<b>Termination Without Cause/Constructive Dismissal</b>			
Base Fee/Termination Payment	\$150,000	\$150,000	\$167,412
Benefits and Perks	Nil	Nil	Nil
Annual Incentives <sup>(2)</sup>	Nil	Nil	Nil
Long-Term Incentives	Nil <sup>(3)</sup>	Nil <sup>(3)</sup>	Nil <sup>(3)</sup>
Pension Benefits	Nil	Nil	Nil
<b>Triggering Event Following a Change in Control</b>			
Base Fee/Termination Payment	\$300,000	\$300,000	\$334,824
Benefits and Perks	Nil	Nil	Nil
Annual Incentives <sup>(2)</sup>	Nil	Nil	Nil
Long-Term Incentives	Nil <sup>(3)</sup>	Nil <sup>(3)</sup>	Nil <sup>(3)</sup>
Pension Benefits	Nil	Nil	Nil

(1) All amounts payable in US\$ have been converted to C\$ using the closing exchange rate on March 31, 2015 (being the last business day of fiscal 2015) as reported by the Bank of Canada of C\$1.2683 for every US\$1.00.

(2) Other than the one-time signing bonuses of \$25,000 paid to each of Albert J. Matter and Roger C. Steininger upon such Named Executive Officers entering into their respective consulting agreements with the Company effective April 1, 2011 (see "Compensation Discussion and Analysis – Executive Compensation Program" above); to date, the Company has not paid any annual incentive bonuses to its Named Executive Officers and as such, management is not able to determine what bonus, if any, any eligible Named Executive Officer would be entitled to receive.

(3) Under the terms of their respective consulting agreements, any unvested options held by Messrs. Anderson and Matter and Dr. Steininger shall immediately become vested upon termination of the consulting agreement without cause or upon the occurrence of a triggering event following a change of control of the Company. This figure assumes the exercise of all "in-the-money" options, vested and unvested, on March 31, 2015. As of March 31, 2015, the exercise price of these options exceeded the closing price of the Company's shares on the Exchange on March 31, 2015 (being the last trading day during fiscal 2015) of \$0.14 per share.

## Compensation of Directors

During the fiscal year ended March 31, 2015, there was no standard arrangement in place pursuant to which the directors were compensated by the Company for their services as directors except for the reimbursement of reasonable expenditures incurred in performing their duties as directors. However, commencing September 15, 2014, the Board determined to pay director's fees of \$3,750 per fiscal quarter (\$1,250 per month) to its "independent" directors in consideration for their services as directors of the Company. Richard J. Wells, who is Waterton's nominee director on the Board, has voluntarily waived payment of such fee. See Part 2 "VOTING SHARES AND PRINCIPAL HOLDERS THEREOF" and Part 8 "OTHER INFORMATION - Interest of Informed Persons in Material Transactions".

Directors are also entitled to participate in the Company's Stock Option Plan, which is designed to give each option holder an interest in preserving and maximizing shareholder value in the longer term. Individual grants are determined by an assessment of each individual director's current and expected future performance, level of responsibilities and the importance of his/her position and contribution to the Company.

### Director Compensation Table

The following table sets forth information regarding the compensation paid to the Company's directors, other than directors who are also Named Executive Officers listed in the "Summary Compensation Table" above, during the fiscal year ended March 31, 2015.

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards <sup>(1)</sup> (\$)	Non-equity incentive plan compensation (\$)	All other compensation (\$)	Total <sup>(2)</sup> (\$)
Petra Decher	8,125	Nil	11,616	Nil	Nil	19,741
Alex J. Davidson	8,125	Nil	Nil	Nil	Nil	8,125
Richard J. Wells <sup>(3)</sup>	Nil	Nil	Nil	Nil	Nil	Nil
Arv Gupta (former director) <sup>(4)</sup>	Nil	Nil	11,616	Nil	Nil	11,616
<b>TOTAL</b>	<b>16,250</b>	<b>Nil</b>	<b>23,232</b>	<b>Nil</b>	<b>Nil</b>	<b>39,482</b>

- (1) Refer to options vested under the Stock Option Plan. See "Incentive Plans Awards" below.
- (2) Compensation information for James E. Anderson, Albert J. Matter and Roger C. Steininger, also directors of the Company, is contained in the "Summary Compensation Table" for the Named Executive Officers above.
- (3) Mr. Wells is Waterton's nominee director on the Board and has voluntarily waived payment of any director's fees. See Part 2 "VOTING SHARES AND PRINCIPAL HOLDERS THEREOF" and Part 8 "OTHER INFORMATION - Interest of Informed Persons in Material Transactions".
- (4) Mr. Gupta resigned as a director of the Company on September 15, 2014.

### Share-based awards, option-based awards and non-equity incentive plan compensation

#### *Outstanding Share-Based Awards and Option-Based Awards*

The following table sets forth particulars of all option-based and share-based awards outstanding for each director, who was not a Named Executive Officer, at March 31, 2015:

Name	Option-based Awards				Share-based Awards <sup>(1)</sup>	
	Number of Securities underlying unexercised options (#)	Option exercise price (\$)	Option Expiration Date	Value of unexercised in-the-money-options <sup>(2)</sup> (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share awards that have not vested (\$)
Petra Decher	300,000 200,000	\$0.15 \$0.15	July 18, 2017 Feb. 3, 2019	Nil Nil	N/A	N/A
Alex J. Davidson	300,000 700,000	\$0.15 \$0.15	Sep. 15, 2018 Mar. 24, 2019	Nil Nil	N/A	N/A
Richard J. Wells <sup>(3)</sup>	Nil	N/A	N/A	N/A	N/A	N/A
Arv Gupta (former director)	300,000 <sup>(4)</sup> 200,000	\$0.20 \$0.15	December 9, 2016 Feb. 3, 2019	Nil Nil	N/A	N/A

- (1) The Company has not granted any share-based awards.
- (2) Based on the difference between the closing price of the Company's common shares on the Exchange on March 31, 2015 (being the last trading day of fiscal 2015) of \$0.14 and the stock option exercise price, multiplied by the number of common shares under option. If the option was not-in-the-money then a NIL value was assigned.
- (3) Mr. Wells is Waterton's nominee director on the Board and, in accordance with Waterton's internal policies, has declined receipt of any stock options. See Part 2 "VOTING SHARES AND PRINCIPAL HOLDERS THEREOF" and Part 8 "OTHER INFORMATION - Interest of Informed Persons in Material Transactions".
- (4) Mr. Gupta resigned as a director of the Company on September 15, 2014 at which time 200,000 of these options were cancelled.

*Incentive Plan Awards – Value Vested or Earned During the Year*

The following table sets forth particulars of the value of option-based awards and share-based awards which vested during the year ended March 31, 2015, and the value of non-equity incentive plan compensation earned during the year ended March 31, 2015 for each director of the Company who was not a Named Executive Officer:

Name	Option-based awards-Value vested during the year <sup>(1)</sup> (\$)	Share awards – Value during the year on vesting <sup>(2)</sup> (\$)	Non-equity incentive plan compensation-Pay-out during the year <sup>(3)</sup> (\$)
Petra Decher	Nil <sup>(4)</sup>	N/A	N/A
Alex J. Davidson	Nil	N/A	N/A
Richard J. Wells	N/A	N/A	N/A
Arv Gupta (former director)	Nil <sup>(5)</sup>	N/A	N/A

- (1) This amount is the aggregate dollar value that would have been realized if the options under option based awards had been exercised on the vesting date. It is determined by the difference between the exercise price of the option and the market price on the date of vesting. If the option was not-in-the-money then a NIL value was assigned.
- (2) The Company has not granted any share-based awards.
- (3) The Company did not pay any non-equity incentive plan compensation during the year ended March 31, 2015.
- (4) During the year ended March 31, 2015, stock options to purchase a total of 100,000 common shares of the Company became vested to Ms. Decher; however, at the time of vesting, such options were not "in-the-money".

- (5) During the year ended March 31, 2015, stock options to purchase a total of 100,000 common shares of the Company became vested to Mr. Gupta; however, at the time of vesting, such options were not “in-the-money”. Mr. Gupta resigned as a director of the Company on September 15, 2014.

## **PART 5 – SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following information is as of March 31, 2015, the Company’s most recently completed financial year.

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b>
Equity compensation plans approved by securityholders <sup>(1)</sup>	14,925,000	\$0.20	10,075,000
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
<b>Total</b>	<b>14,925,000</b>	<b>\$0.20</b>	<b>10,075,000</b>

As of the date of this Circular, the Company’s only equity compensation plan is its “fixed” stock option plan for directors, officers, employees and consultants of the Company (the “**Stock Option Plan**”). The principal purposes of the Stock Option Plan are to provide the Company with the advantages of the incentive inherent in share ownership on the part of those persons responsible for the success of the Company; to create in those persons a proprietary interest in, and a greater concern for, the welfare and success of the Company; to encourage such persons to remain with the Company; to attract new talent to the Company; and to reduce the cash compensation the Company would otherwise have to pay. The Stock Option Plan was first adopted by the Company on June 15, 2010 and most recently amended on January 29, 2015.

The material terms of the Stock Option Plan are as follows:

1. The number of shares subject to each option is determined by the Board, or if appointed, by a special committee of directors appointed from time to time by the Board, provided, at the time the options are granted, that:
  - (a) the number of shares subject to option (including previously exercised options), in the aggregate, shall not exceed 25,000,000 common shares of the Company;
  - (b) no more than 5% of the issued shares of the Company may be granted to any one optionee in any 12 month period (unless the Company has obtained “disinterested” shareholder approval);
  - (c) no more than 2% of the issued shares of the Company may be granted to any one consultant in any 12 month period; and
  - (d) no more than an aggregate of 2% of the issued shares of the Company may be granted to persons employed to provide "investor relations activities" in any 12 month period.
2. The exercise price of the options cannot be set at less than the last closing price of the Company’s shares on the stock exchange on which the common shares of the Company are then listed before the date on which the options are granted by the Company, less the maximum allowable discount from market as may be permitted under the policies of such exchange, if any, or such other minimum exercise price as may be required by such exchange.
3. The options may be exercisable for a period of up to 10 years.

4. All options are non-assignable and non-transferable and, if granted at an exercise price less than market, will be legended with a four month Exchange hold period commencing on the date the stock options are granted;
5. The options shall be subject to such vesting requirements, if any, as may be determined by the Board from time to time provided that options granted to consultants performing “investor relations activities” must vest in stages over 12 months with no more than 1/4 of the options vesting in any three month period.
6. Reasonable topping up of options granted to an individual will be permitted.
7. The option can only be exercised by the optionee and only so long as the optionee is a director, officer, employee or consultant of the Company, any of its subsidiaries or a management company employee or within a reasonable period of time, not to exceed one year, after the optionee ceases to be in at least one of such positions to the extent that the optionee was entitled to exercise the option at the date of such cessation.
8. In the event of death of an optionee, the option previously granted to him shall be exercisable as to all or any of the common shares in respect of which such option has not previously been exercised at the date of the optionee's death (including in respect of the right to purchase common shares not otherwise vested at such time), by the legal representatives of the optionee at any time up to and including (but not after) a date one year following the date of death of the optionee or the expiry time of the option, whichever occurs first.
9. Options may provide that, in the event a take-over bid or tender offer is made for the common shares of the Company, the optionees under such options shall be entitled, subject to the acceptance of the Exchange, to exercise and acquire all common shares under their option, including in respect of common shares available under the option that are not otherwise vested at that time.
10. Disinterested shareholder approval for any reduction in the exercise price of a previously granted option shall be obtained prior to the exercise of such options if the optionee is an “insider” of the Company at the time of the proposed reduction.

## **PART 6 – AUDIT COMMITTEE**

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National Instrument 52-110 *Audit Committees* 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 the Company’s external auditor as set forth below.

### **1. The Audit Committee Charter**

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

### **2. Composition of Audit Committee**

The Company’s audit committee is currently comprised of three directors, Petra Decher (Chair), Albert J. Matter and Alex J. Davidson. Petra Decher and Alex J. Davidson are considered “independent” as that term is defined in applicable securities legislation. Albert J. Matter is the Executive Chairman of the Company and therefore is not independent.

All three audit committee members have the ability to read and understand 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 reasonably be expected to be raised by the Company’s financial statements and are therefore considered “financially literate”.

Petra Decher is not standing for re-election as a director of the Company at the Meeting.

### **3. Relevant Education and Experience**

All of the audit committee members are business persons with experience in financial matters; each has an understanding of accounting principles used to prepare financial statements and varied experience as to general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting, garnered from working in their individual fields of endeavor.

Petra Decher is the Vice President, Finance and Assistant Secretary of Franco-Nevada Corporation (“**Franco-Nevada**”), a gold royalty and stream company listed for trading on the TSX and NYSE. Franco-Nevada has a diversified portfolio of cash-flow producing assets and interests in some of the largest new gold development and exploration projects in the world. Prior to Franco-Nevada, Ms. Decher was the President and Chief Financial Officer of Geoinformatics Exploration Inc. (predecessor of Kiska Metals Corporation), a publicly-listed junior exploration company with exploration projects in Canada, the United States, Mexico and Australia.

Ms. Decher is a Chartered Accountant in good standing with the Ontario Institute of Chartered Accountants.

Albert J. Matter is currently the managing partner of Matter & Associates, a private consulting business providing corporate finance, strategic planning, mergers and acquisitions and business development assistance to corporations and high net worth individuals. From April 2003 to September 2007 Mr. Matter was the co-founder, executive chairman and a director of Gryphon Gold Corporation (“**Gryphon**”), a Nevada-focused gold exploration company listed on the TSX under the symbol “GGN”. After resigning as executive chairman in September 2007, Mr. Matter remained as a director of Gryphon until April 2008. Prior to co-founding Gryphon, Mr. Matter was the President and Chief Executive Officer of National Gold Corporation from November 1999 to December 2002 (director from November 1999 to February 2003), a then TSX Venture Exchange company which amalgamated with Alamos Minerals Ltd. in February 2003 to form Alamos Gold Inc., a Canadian based gold producer listed on the TSX under symbol “AGI”.

Mr. Matter holds a Bachelor of Arts degree in Economics from the University of British Columbia (1971) and is a former registered representative, having worked with, among others, Research Capital Corporation, Deacon, Hodgson Inc. and Canaccord Capital Corporation.

Alex J. Davidson was Barrick Gold Corporation's Executive Vice President, Exploration and Corporate Development with responsibility for international exploration programs and corporate development activities until his retirement in 2009. Mr. Davidson joined Barrick in October 1993 as Vice President, Exploration with responsibility for the company's expanding exploration program. He initiated Barrick's expansion out of North America and into Latin America and beyond. Prior to joining Barrick, Mr. Davidson was Vice President, Exploration for Metall Mining Corporation. Mr. Davidson has over 25 years of experience in designing, implementing and managing gold and base metal exploration and acquisition programs throughout the world. In April 2005, Mr. Davidson was presented the 2005 A.O. Dufresne Award by the Canadian Institute of Mining, Metallurgy and Petroleum to recognize exceptional achievement and distinguished contributions to mining exploration in Canada. In 2003, Mr. Davidson was named the Prospector of the Year by the Prospectors and Developers Association of Canada in recognition for his team's discovery of the Lagunas Norte Project in the Alto Chicama District, Peru.

Mr. Davidson received his B.Sc. and his M.Sc. in Economic Geology from McGill University.

### **4. Audit Committee Oversight**

Since the commencement of the Company's most recently completed financial year ended March 31, 2015, the Board has not failed to adopt a recommendation of the audit committee to nominate or compensate an external auditor.

### **5. Reliance on Certain Exemptions**

Since the commencement of the Company's most recently completed financial year ended March 31, 2015, the Company has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the

total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

## 6. Pre-Approval Policies and Procedures

The audit committee has not adopted specific policies and procedures for the engagement of non-audit services, save for the requirement that all non-audit services to be performed by the Company’s external auditor must be pre-approved and monitored by the audit committee. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board, and where applicable the audit committee, on a case-by-case basis.

## 7. External Audit Service Fees (By Category)

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 DeVisser Gray LLP, the Company’s external auditor, for services rendered to the Company in each of the last two fiscal years, by category, are as follows:

Financial Period Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
March 31, 2015	\$16,000	Nil	Nil	Nil
March 31, 2014	\$14,500	Nil	\$950	Nil

## 8. Exemption

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

## **PART 7 – CORPORATE GOVERNANCE**

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Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Company. The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Company.

National Policy 58-201 *Corporate Governance Guidelines* (“**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 *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) also requires the Company to disclose annually in its Information Circular certain information concerning its corporate governance practices. As a “venture issuer” the Company is required to make such disclosure with reference to the requirements of Form 58-101F2, which disclosure is set forth below.

## 1. Board of Directors

### *Structure and Composition*

The Board is currently composed of six directors; although, it is proposed to reduce the number of directors to five at the Meeting.

NP 58-201 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as “independent” directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect “material relationship” with the company. “Material relationship” is defined as a relationship which could, in the view of the Company’s board of directors, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The Board is responsible for determining whether a director is an independent director. Of the current directors, James E. Anderson, Albert J. Matter and Roger C. Steininger are not independent directors because of their positions as Chief Executive Officer, Executive Chairman and Chief Operating Officer of the Company, respectively. On the other hand, Petra Decher, Alex Davidson and Richard Wells are considered to be independent directors of the Company as they have no ongoing interest or material relationship with the Company other than their shareholdings and stock options in the Company and serving as directors. Richard Wells is also Waterton’s nominee director on the Board. See Part 2 “Voting Shares and Principal Holders Thereof”.

Accordingly, while it is anticipated that following the Meeting, the Board will have more “non-independent” directors than “independent” directors, it is the objective of the Company to strive to attain a majority of independent Board members.

### *Mandate of the Board*

The mandate of the Board is to manage or supervise the management of the business and affairs of the Company and to act with a view to the best interests of the Company. In doing so, the Board oversees the management of the Company’s affairs directly and through its committees (see “Committees of the Board of Directors” below). In fulfilling its mandate, the Board, among other matters, is responsible for reviewing and approving the Company’s overall business strategies and its annual business plan, reviewing and approving the annual corporate budget and forecast, reviewing and approving significant capital investments outside the approved budget; reviewing major strategic initiatives to ensure that the Company’s proposed actions accord with shareholder objectives; reviewing succession planning; assessing management’s performance against approved business plans and industry standards; reviewing and approving the reports and other disclosure issued to shareholders; ensuring the effective operation of the Board; and safeguarding shareholders’ equity interests through the optimum utilization of the Company’s capital resources. The Board also takes responsibility for identifying the principal risks of the Company’s business and for ensuring these risks are effectively monitored and mitigated to the extent reasonably practicable. At this stage of the Company’s development, the Board does not believe it is necessary to adopt a written mandate, as sufficient guidance is found in the applicable corporate and securities legislation and regulatory policies. However, as the Company grows, the Board will move to develop a formal written mandate.

The Board delegates to management, through the Named Executive Officers, responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company’s business in the ordinary course, managing the Company’s cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans and annual operating plans.

Although following the Meeting, the Board will be composed of more “non-independent” than “independent” directors, given the size of the Company’s current operations, the Board believes that the independence of the Board from management is not compromised by such composition. The Board believes that the fiduciary duties placed on management by the Company’s governing corporate legislation and common law and the restrictions on an individual director’s participation in decisions of the Board in which the director has an interest under applicable corporate and securities legislation provide the “independent” directors with significant input and leadership in exercising their responsibilities for independent oversight of management. In addition, each member of the Board understands that he or she is entitled to seek the advice of an independent expert if he or she reasonably considers it warranted under the circumstances and the “independent” directors have the ability to meet independently of

management whenever deemed necessary.

Notwithstanding the foregoing, it is the Board's objective to have a majority of independent directors.

#### *Directorships*

As of the date of this Information Circular, the directors of the Company are currently directors and/or executive officers of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction as follows.

<b>Name of Director</b>	<b>Name of Other Reporting Issuer</b>	<b>Position</b>
James E. Anderson	Spirit Bear Capital Corp.	Director
Albert J. Matter	N/A	N/A
Roger C. Steininger	N/A	N/A
Petra Decher	Franco-Nevada Corporation Integra Gold Corp.	Vice-President (Finance) Director
Alex J. Davidson	Yamana Gold Inc. Amara Mining PLC Orca Gold Inc. U.S. Silver & Gold Capital Drilling Ltd. MBAC Fertilizer Corp.	Director Director Director Director Director Director
Richard J. Wells	N/A	N/A

The above information has been provided by the directors and has not been independently verified by the Company.

#### *Ethical Business Conduct*

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

The Board itself must comply with the conflict of interest provisions of the *Business Corporations Act* (British Columbia), as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

To date, the Board has not adopted a formal written Code of Business Conduct and Ethics having found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate and securities legislation on the individual director's participation in decisions of the Board in which the director has an interest, have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company and its shareholders. In addition, the limited size of the Company's operations and the small number of officers and employees has allowed the Board to monitor on an ongoing basis the activities of management and to ensure that the highest standard of ethical conduct is maintained. As the Issuer grows in size and scope, the Board anticipates that it will formulate and implement a formal Code of Business Conduct and Ethics.

### *Nomination and Assessment*

Given its current size and stage of development, the Board has not appointed a nominating committee and these functions are currently performed by the Board as a whole. Nominees are generally the result of recruitment efforts by Board members, including both formal and informal discussions among Board members and the Chief Executive Officer, and proposed directors' credentials are reviewed in advance of a Board meeting with one or more members of the Board prior to the proposed director's nomination.

New directors are briefed on strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing company policies. However, there is no formal orientation for new members of the Board, and this is considered to be appropriate, given the Company's size and current operations.

The skills and knowledge of the Board as a whole is such that no formal continuing education process is currently deemed required. The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing public companies. 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. Board members have full access to the Company's records. Reference is made to the table under the heading "Election of Directors" in Part 3 "THE BUSINESS OF THE MEETING" for a description of the current principal occupations of the Company's Board.

The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Company's current size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The Board plans to continue evaluating its own effectiveness and the effectiveness and contribution of its committees or individual directors on an ad hoc basis.

### *Committees of the Board of Directors*

At the present time, the Board of the Company has appointed two formal committees, being the Audit Committee and the technical committee.

The audit committee is currently comprised of Petra Decher (Chair), Albert J. Matter and Alex J. Davidson and is primarily responsible for the policies and practices relating to integrity of financial and regulatory reporting of the Company, as well as internal controls to achieve the objectives of safeguarding the Company's assets; reliability of information; and compliance with policies and laws. Ms. Decher is not standing for re-election as a director of the Company at the Meeting and accordingly it is anticipated that Richard Wells will be appointed to the audit committee following the Meeting. See the heading "Election of Directors" in Part 3 "THE BUSINESS OF THE MEETING" for a description of Mr. Wells current occupation. See also Part 6 "AUDIT COMMITTEE" for further information regarding the mandate of the Company's audit committee, its specific authority, duties and responsibilities, as well as the Audit Committee Charter.

The technical Committee is currently comprised of James E. Anderson, Roger C. Steininger and Alex J. Davidson and is primarily responsible for developing and supervising the implementation of the Company's mineral exploration programs and evaluating and interpreting the results therefrom.

As the Company grows, and its operations and management structure become more complex, the Board will likely find it appropriate to constitute additional standing committees, such as a Corporate Governance Committee, Compensation Committee and Nominating Committee, and to ensure that such committees are governed by written charters and are composed of at least a majority of independent directors.

### *Compensation*

At this time, the Company does not believe its size and limited scope of operations requires a formal compensation committee and the Board as a whole is responsible for determining all forms of compensation (including long-term incentive in the form of stock options) to be granted to the Company's executive officers and to the directors to ensure such arrangements reflect the responsibilities and risks associated with each position. In addition, any

compensation to be paid to executive officers who are also directors must be approved by the disinterested directors thereby providing the independent directors with significant input into compensation decisions.

See Part 4 “EXECUTIVE COMPENSATION – Compensation of Named Executive Officers” above for details of the compensation paid to the Company’s Named Executive Officers and a discussion of the Company’s philosophy, objectives and processes with respect to executive compensation.

Effective September 15, 2014, the Board resolved to pay a directors' fee of \$3,750 per fiscal quarter (\$1,250 per month) to its independent directors for services performed in their capacities as directors of the Company. Save as aforesaid, the Issuer’s directors are not paid a fee for their services as directors other than the granting of stock options. See Part 4 “EXECUTIVE COMPENSATION – Compensation of Directors”.

## **PART 8 – OTHER INFORMATION**

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### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

#### *Aggregate Indebtedness*

No individual who is, or at any time during the most recently completed financial year of the Company was, a director or officer of the Company, no proposed nominee for election as a director of the Company, and no associate of any one of them is, or at any time since the beginning of the most recently completed financial year of the Company has been, indebted to the Company or any of its subsidiaries (other than in respect of amounts which would constitute routine indebtedness) or to another entity (where such indebtedness to such other entity is, or was at any time during the most recently completed financial year of the Company, 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).

#### *Indebtedness of Directors and Executive Officers under Securities Purchase and Other Programs*

As of the date hereof, there is no indebtedness owing to the Company, any of its subsidiaries or any other entity (where such indebtedness to such other entity is 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) in connection with the purchase of securities or otherwise by any current or former executive officers, directors or employees of the Company or any of its subsidiaries.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Other than disclosed elsewhere in this Information Circular and below, no informed person (as such term is defined under applicable securities legislation), proposed nominee for election as a director, or any associate or affiliate of any informed person or proposed nominee, has had a material interest, direct or indirect, in any transaction with the Company or any of its subsidiaries or in any proposed transaction since the beginning of the last completed financial year that has materially affected the Company or any of its subsidiaries or is likely to do so.

By share subscription agreement dated effective August 15, 2014 (the "**Waterton Agreement**"), Waterton acquired, by way of private placement, a total of 28,250,000 Shares or 19.99% of the Company at a price of \$0.125 per Share for an aggregate purchase price of \$3,531,250. It is a term of the Waterton Agreement that, as long as Waterton beneficially owns not less than 5% of the issued and outstanding common shares of the Company, Waterton shall have, inter alia, the following rights:

- (a) the right to appoint one nominee to the Company's Board;
- (b) the right to acquire, on a pro rata basis (the "**Equity Participation Right**"), Shares or securities convertible into Shares of the Company (collectively "**Equity Securities**") if at any time and for any reason the Company issues Equity Securities in order to maintain its economic equity interest in the Company without suffering any equity dilution;

- (c) should the Company purchase or have the opportunity to purchase (under a right of first refusal or otherwise) any Shares of the Company held by a third party, a first right of refusal to purchase such third party shares directly from the third party on the same terms and conditions as offered to the Company; and
- (d) a right of first refusal to provide any non-equity financing to the Company.

Richard J. Wells is Waterton's nominee director on the Company's Board. See Part 3 - THE BUSINESS OF THE MEETING - Election of Directors" for a description of Mr. Well's work experience, educational background and relationship to Waterton.

Subsequent to March 31, 2015, Waterton exercised its Equity Participation Right to acquire a total of 3,661,600 units ("Units") of the Company at a price of \$0.125 per Unit for a total subscription price of \$457,700 pursuant to the Company's non-brokered private placement of 18,288,600 units for gross proceeds of \$2,286,075 completed on June 2, 2015. Each Unit consisted of one common share and one transferable share purchase warrant to purchase an additional common share for a period, subject to acceleration in certain events, of two years at an exercise price of \$0.15 during the first year and \$0.20 during the second year.

For the above purposes, "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, or controls or directs, directly or indirectly, 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 after having purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

#### **INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON AT THE MEETING**

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, none of the other insiders of the Company and no associate or affiliate of any of the foregoing persons has any substantial 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 the directors and any interest arising from the ownership of shares of the Company where the shareholder will receive no extra or special benefit or advantage not shared on a pro-rata basis by all holders of common shares in the capital of the Company.

#### **MANAGEMENT CONTRACTS**

The management functions of the Company are performed by its directors and executive officers and the Company has no management agreements or arrangements under which such management functions are performed by persons other than the directors and executive officers of the Company. See Part 4 "EXECUTIVE COMPENSATION" for details of the fees paid to the Company's Named Executive Officers.

#### **OTHER MATTERS**

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

#### **OTHER MATERIAL FACTS**

There are no other material facts other than as disclosed herein.

## **ADDITIONAL INFORMATION**

Financial information about the Company is provided in its comparative financial statements and Management's Discussion and Analysis for the year ended March 31, 2014. You may obtain copies of such documents without charge upon request to us at 1000 – 355 Burrard Street, Vancouver, B.C., Canada V6C 2G8 – telephone (604) 638 – 4959 / facsimile (604) 909 - 1710. You may also access such documents, together with the Company's additional disclosure documents, through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at [www.sedar.com](http://www.sedar.com).

## **BOARD APPROVAL**

The Board of the Company has approved the contents and the delivery of this Information Circular to its shareholders.

DATED at Vancouver, British Columbia, as of the 7<sup>th</sup> day of October, 2015.

## **BY ORDER OF THE BOARD**

(signed) "*James E. Anderson*"

James E. Anderson  
Chief Executive Officer

## **Exhibit "A"**

### **NULEGACY GOLD CORPORATION**

#### **CHARTER FOR THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS**

##### **PURPOSE OF THE COMMITTEE**

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

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

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

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

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

The external auditor's responsibility is to audit the Company's financial statements and provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Company in accordance with GAAP or international financial reporting standards (IFRS), as the case may be.

The Committee is responsible for recommending to the Board the external auditor to be nominated for the purpose of auditing the Company's financial statements, preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, and for reviewing and recommending the compensation of the external auditor. The Committee is also directly responsible for the evaluation of and oversight of the work of the external auditor including the resolution of any disagreements between management and the external auditor regarding financial reporting. The external auditor shall report directly to the Committee. The Committee is also entitled to engage independent counsel and other advisers in the performance of its duties and to set and pay the compensation for such counsel or advisers.

## AUTHORITY AND RESPONSIBILITIES

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

1. Monitor the adequacy of this Charter and recommend any changes to the Board from time to time.
2. Review the appointments of the Company's Chief Financial Officer and any other key financial executives involved in the financial reporting process.
3. Review with management and the external auditor the adequacy and effectiveness of the Company's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.
4. Review with management and the external auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.
5. Where appropriate and prior to release, review with management the Company's financial statements, MD&A and any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.
6. Review the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Company, including consideration of the external auditor's judgment about the quality and appropriateness of the Company's accounting policies. This review may include discussions with the external auditor without the presence of management.
8. Review with management and the external auditor significant related party transactions and potential conflicts of interest.
9. Pre-approve and monitor all non-audit services to be provided to the Company by the external auditor.
10. Monitor the independence of the external auditor by reviewing all relationships between the external auditor and the Company including reviewing and approving the Company's hiring policies regarding partners, employees and former partners and employees of the Company's current and former external auditors.
11. Establish and review the Company's procedures for the:
  - (a) receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
  - (b) confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.
12. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Company.
13. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting company in Parts 2 and 4 of National Instrument 52-110 *Audit Committees* of the Canadian Securities Administrators, the *Business Corporations Act* (British Columbia) and the articles of the Company.