

## GOLDENEYE RESOURCES CORP.

### INFORMATION CIRCULAR

(containing information as of July 13, 2015, unless otherwise noted)

### INTRODUCTION

This Information Circular is in respect of the annual general and special meeting (the “**Meeting**”) of the shareholders of **Goldeneye Resources Corp.** (the “**Company**”) to be held on August 17, 2015, at the time and place set out in the Notice of Meeting. **This Information Circular is furnished in connection with the solicitation of proxies by management of the Company for use at the Meeting and any adjournment of the Meeting.**

### NOTICE AND ACCESS

For this Meeting, the Company is utilizing the notice-and-access method of delivery of materials to registered and non-registered shareholders as set out in National Instrument 54-101, *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) and National Instrument 51-102 *Continuous Disclosure Obligations* (“**NI 51-102**”). This method allows the Company to deliver only the Notice of Meeting and instrument of proxy (“**Proxy**”) or voting instruction form (“**VIF**”) to a shareholder. This Information Circular is available to shareholders electronically on the Company’s website ([www.goeresources.com](http://www.goeresources.com)) and on SEDAR ([www.sedar.com](http://www.sedar.com)) under the Company’s profile. The Company will not be adopting stratification procedures in relation to the use of notice-and-access delivery methods. Stratification occurs when a reporting issuer using notice-and-access provides a paper copy of this Information Circular to some shareholders with the notice package.

Shareholders may request a paper copy of this Information Circular at no cost until July 14, 2016. Requests will be sent by regular mail. To make a request or for further information about notice-and-access, shareholders can contact the Company at Suite 311, 409 Granville Street, Vancouver, British Columbia, V6C 1T2, tel: 604-602-0001, toll free: 1-844-858-0101, or fax: 1-888-393-6884. In order for shareholders to receive a paper copy of this Information Circular in advance of the Meeting date, requests should be made by July 31, 2015.

All shareholders are reminded to read this Information Circular prior to voting at the Meeting either in person or by proxy.

### PROXY INSTRUCTIONS

#### **Management Solicitation and Appointment of Proxies**

The persons named in the form of proxy are nominees of the Company’s management. **A shareholder has the right to appoint a person (who need not be a shareholder) to attend and act for and on the shareholder’s behalf at the Meeting other than the persons designated as proxyholders in the form of proxy.** To exercise this right, the shareholder must either:

- (a) on the form of proxy, strike out the printed names of the individuals specified as proxyholders and insert the name of the shareholder’s nominee in the blank space provided; or
- (b) complete another proper form of proxy.

To be valid, a proxy must be dated and signed by the shareholder or by the shareholder’s attorney authorized in writing. In the case of a corporation, the proxy must be signed by a duly authorized officer of or attorney for the corporation.

The completed proxy, together with the power of attorney or other authority, if any, under which the proxy was signed or a notarially certified copy of the power of attorney or other authority, must be delivered to Computershare Investor Services Inc. (“**Computershare**”), 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1; fax within North America: 1-866-249-7775; fax outside North America: 416-263-9524, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment thereof.

#### **Revocability of Proxies**

A shareholder who has given a proxy may revoke it at any time before the proxy is exercised:

- (a) by an instrument in writing that is:
  - (i) signed by the shareholder, the shareholder's attorney authorized in writing or, where the shareholder is a corporation, a duly authorized officer or attorney of the corporation; and
  - (ii) delivered to Computershare or to the Company's registered and records office at Suite 700, 595 Burrard Street, PO Box 49290, Vancouver, British Columbia, V7X 1S8, at any time up to and including the last business day preceding the day of the Meeting or any adjournment of the Meeting, or delivered to the Chairperson of the Meeting on the day of the Meeting or any adjournment of the Meeting before any vote on a matter in respect of which the proxy is to be used has been taken; or
- (b) in any other manner provided by law.

### **Exercise of Discretion by Proxyholders**

A shareholder may indicate the manner in which the persons named in the form of proxy are to vote with respect to a matter to be acted upon at the Meeting by marking the appropriate space. **If the instructions as to voting indicated in the proxy are certain, the shares represented by the proxy will be voted or withheld from voting on any ballot that may be called for in accordance with the instructions given in the proxy.**

**If the shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the shares represented will be voted or withheld from the vote on that matter accordingly. If no choice is specified in the proxy with respect to a matter to be acted upon, the proxy confers discretionary authority with respect to that matter upon the proxyholder named in the form of proxy. It is intended that the proxyholder named by management in the form of proxy will vote the shares represented by the proxy in favour of each matter identified in the proxy and for the nominees of the Company for directors and auditor.**

The form of proxy also confers discretionary authority upon the named proxyholder with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to any other matters which may properly come before the Meeting. As of the date of this Information Circular, management of the Company is not aware of any such amendments or variations, or any other matters, that will be presented for action at the Meeting other than those set out herein and referred to in the Notice of Meeting. If, however, other matters that are not now known to management properly come before the Meeting, then the persons named in the form of proxy intend to vote on them in accordance with their best judgment.

### **Solicitation of Proxies**

It is expected that solicitations of proxies will be made primarily by mail and possibly supplemented by telephone or other personal contact by directors, officers, employees and consultants of the Company without special compensation. The Company will not reimburse shareholders' nominees or agents (including brokers holding shares on behalf of clients) for the costs incurred in obtaining authorization to execute forms of proxy from their principals. The cost of solicitation will be borne by the Company.

### **ADVICE TO BENEFICIAL SHAREHOLDERS**

ONLY REGISTERED SHAREHOLDERS OR DULY APPOINTED PROXYHOLDERS ARE PERMITTED TO VOTE AT THE MEETING. SHAREHOLDERS WHO DO NOT HOLD THEIR SHARES IN THEIR OWN NAME (REFERRED TO AS "**NON-REGISTERED SHAREHOLDERS**") ARE ADVISED THAT ONLY PROXIES FROM SHAREHOLDERS OF RECORD CAN BE RECOGNIZED AND VOTED AT THE MEETING. Non-Registered Shareholders who complete and return an instrument of proxy or voting instruction form must indicate thereon the person (usually a brokerage house) who holds their shares as a registered shareholder.

If securities are listed in an account statement provided to a shareholder by a broker, then in almost all cases those securities will not be registered in such shareholder's name on the records of the Company and will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such securities are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which company acts as nominee for many Canadian brokerage firms). Securities held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the beneficial shareholder. Without specific instructions, brokers/nominees are prohibited from voting securities for their clients.

If you are a Non-Registered Shareholder and Computershare has sent Meeting materials directly to you, your name and address and information about your shareholdings have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. Such shareholders can expect to receive a scannable voting instruction form (“**VIF**”) with the Notice of Meeting. The VIF is to be completed and returned to Computershare in the envelope provided or by facsimile. In addition, Computershare provides both telephone voting and internet voting as described in the VIF. Computershare will tabulate the results of the VIFs received from beneficial shareholders and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive. A NON-REGISTERED SHAREHOLDER RECEIVING A VIF CANNOT USE THAT VIF TO VOTE SECURITIES DIRECTLY AT THE MEETING. THE VIF MUST BE RETURNED TO COMPUTERSHARE WELL IN ADVANCE OF THE MEETING IN ORDER TO HAVE THE SHARES VOTED.

Non-Registered Shareholders who have objected to their broker/nominee disclosing ownership information about themselves to the Company are referred to as objecting beneficial owners (“**OBOs**”). In accordance with securities regulatory policy, we will have distributed copies of the required Meeting materials to the brokers/nominees for onward distribution to OBOs. THE COMPANY DOES NOT INTEND TO PAY FOR A BROKER/NOMINEE TO DELIVER MEETING MATERIALS TO OBOs. THEREFORE, AN OBO WILL NOT RECEIVE THE MATERIALS UNLESS THE OBO’S BROKER/NOMINEE ASSUMES THE COSTS OF DELIVERY. Brokers/nominees are required to forward the Meeting materials to each OBO unless the OBO has waived the right to receive them. Every broker/nominee has its own mailing procedures and provides its own return instructions, which should be carefully followed by OBOs in order to ensure that their securities are voted at the Meeting. Often the form of proxy supplied to a beneficial shareholder by its broker is identical to the form of proxy provided by the Company to the registered shareholders; however, its purpose is limited to instructing the registered shareholder how to vote on behalf of the beneficial shareholder.

Should a Non-Registered Shareholder receiving a form of proxy or VIF wish to vote at the Meeting, the Non-Registered Shareholder should strike out the names of the management proxyholders named in the form and insert the Non-Registered Shareholder’s name in the blank provided and return the materials to the broker or Computershare as directed and well before the Meeting date.

#### **INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

None of the directors or executive officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors and the adoption of the 2015 Option Plan (as defined below), approval of which will be sought at the Meeting. Directors and executive officers of the Company may participate in the 2015 Option Plan, and accordingly have an interest in its approval. See “Particulars of Matters to be Acted Upon”.

#### **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

Only shareholders of the Company who are listed on its Register of Shareholders on the record date of July 3, 2015, are entitled to receive notice of and to attend and vote at the Meeting or any adjournment of the Meeting (see “Proxy Instructions” above).

The authorized capital of the Company consists of an unlimited number of common shares without par value. As of July 3, 2015, the Company had 2,434,829 common shares issued and outstanding.

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

#### **Consolidation of Common Shares**

Effective June 26, 2015, the Company consolidated its common shares on a ten (10) old for one (1) new share basis, such that for every ten (10) shares held, a shareholder received one (1) share. All figures as to shares and value of shares in this Information Circular retroactively reflect the share consolidation.

## PARTICULARS OF MATTERS TO BE ACTED UPON

### Setting Number of Directors

Shareholders will be asked to approve an ordinary resolution setting the number of directors of the Company at four (4) for the ensuing year.

### Election of Directors

The term of office of each of the current directors expires at the conclusion of the Meeting. The Company's Board of Directors proposes to nominate the persons named in the table below for election as directors of the Company. Each director elected will hold office until the next annual general meeting of the Company or until his successor is duly elected or appointed, unless the office is earlier vacated in accordance with the Articles of the Company or the *Business Corporations Act* (British Columbia) (the "Act") or he becomes disqualified to act as a director.

The following table sets out the names of management's nominees for election as directors, the jurisdiction in which each is ordinarily resident, the positions and offices which each presently holds with the Company, the period of time for which each has been a director of the Company, the respective principal occupations or employments during the past five years (if such nominee is not presently a director who was elected to his present term of office by a vote of shareholders) and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Information Circular.

Unless you provide other instructions, the Proxy will be voted for the nominees listed below. Management does not expect that any of the nominees will be unable to serve as a director. If before the Meeting any vacancies occur in the slate of nominees listed below, the person named in the Proxy will exercise his or her discretionary authority to vote the shares represented by the Proxy for the election of any other person or persons as directors.

The information concerning the proposed nominees has been furnished by each of them.

Name, Jurisdiction of Residence and Position Held with the Company	Principal Occupation During the Past Five Years <sup>(1)(2)</sup>	Director Since	Number of Shares Owned <sup>(1)</sup>
<b>Jatinder (Jack) Bal</b> British Columbia, Canada <i>Chief Executive Officer and Director</i>	Business Executive; President of Cardiff Energy Corp. since Oct, 2013 and CFO since Sept, 2014; President and CEO of CMC Metals Ltd. since Sept, 2006; director of Fibre-Crown Manufacturing Inc. since April 2012; director of Grenville Gold Corp. since Oct, 2010; former CEO of Musgrove Minerals Corp. from June, 2004 to March 2012	June 15, 2015	11,200
<b>Derek Stonehouse</b> Alberta, Canada <i>Director Nominee</i>	Consultant Geologist at 3 Stones Exploration Inc. since 2004; Geologist at Equatorial Energy from 1998 to 2014; Technologist at Norcen Energy/Union Pacific Resources from 1994 to 1998	Nominee	Nil
<b>Paul Chow</b> British Columbia, Canada <i>Director</i>	Businessman, working in both private and public company sector since 2000; director of Xemplar Energy Corp. (2013 – 2014); director of Pasinex Resources Ltd. (2012 – 2013); director, CEO, President of Meridex Software Corp. (2011 – 2013) now Inmed Pharmaceuticals; director, CEO, President, Secretary of Hill Top Resources Corp. (2007 – 2010) now Tanzania Minerals Corp.; director, CEO, President of Rock Tech Lithium Inc. (2009-2010)	June 15, 2015	Nil
<b>Geoff Balderson</b> British Columbia, Canada <i>President, Chief Financial Officer and Director</i>	President and CFO of the Company; President of Flow Capital Corp.; Vice President of Snowwater Financial Ltd.; President of Harmony Corporate Services Ltd.	March 2, 2011	58,750

- (1) This information as to principal occupation, not being within the knowledge of the Company, has been furnished by the respective director nominees individually.
- (2) Unless otherwise stated above, any nominee named above not elected at the last annual general meeting has held the principal occupation or employment indicated for at least five years.

*Corporate Cease Trade Orders and Bankruptcies*

To the knowledge of the Company's management, no proposed director of the Company:

- (a) is, as at the date of the Information Circular, or has been within 10 years before the date of the Information Circular, a director, Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") of any company (including the Company) that:
  - (i) was subject to a cease trade or similar order or an order that denied such other issuer access to any exemption under securities legislation for more than thirty consecutive days, that was issued while the proposed director was acting in the capacity as director, CEO or CFO; or
  - (ii) was subject to a cease trade or similar order or an order that denied such other issuer access to any exemption under securities legislation for more than thirty consecutive days, that was issued after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO; or
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

**Appointment and Remuneration of Auditor**

Shareholders will be asked to approve the appointment of Crowe MacKay LLP, Chartered Accountants, as the Company's auditor to hold office until the next annual general meeting of shareholders at remuneration to be fixed by the directors.

The table below discloses the services and related costs provided by the Company's external auditor, which was Crowe Mackay LLP for the financial years 2013 and 2014. The services are divided into the four categories of work performed.

<b>Type of Work</b>	<b>Financial 2014 Fees</b>	<b>Financial 2013 Fees</b>
Audit Services	\$12,000.00	\$ 8,500.00
Audit-Related Services	Nil	Nil
Sub-total	\$12,000.00	\$ 8,500.00
Tax Services	2,500.00	3,366.00
All Other Services	Nil	Nil
<b>Total</b>	<b><u>\$14,500.00</u></b>	<b><u>\$11,866.00</u></b>

### **Audit Services**

Audit fees were paid for professional services rendered by the auditors for the audit of the Company's annual financial statements as well as services provided in connection with statutory and regulatory filings.

### **Audit-Related Services**

No audit-related fees were paid; however, these fees may be paid for assurance and related services that are reasonably related to the performance of the audit or review of the annual financial statements or interim financial statements, and are not reported under the audit services category above. These services may include consultations on International Financial Reporting Standards and financial statement disclosures, and discussion with management and audit committee members on internal controls and account procedures.

### **Tax Services**

Tax fees may be paid for tax compliance, tax advice and tax planning professional services. These services may consist of providing advice regarding transfer pricing issues, intellectual property, commodity and tax reviews, reviewing tax returns, providing advice regarding corporate structure, and assisting in responses to government tax authorities.

### **Other Services**

No other fees were paid for products and services other than the audit services and tax services described above.

### **2015 Stock Option Plan**

The Company proposes to adopt a new stock option plan (the "**2015 Option Plan**"), subject to the acceptance of the TSX Venture Exchange (the "**Exchange**"), which shall replace and supersede the current share option plan of the Company. Shareholder approval of the 2015 Option Plan is required as a condition of obtaining Exchange acceptance of the 2015 Option Plan.

Under the 2015 Option Plan, a maximum of 10% of the issued and outstanding shares of the Company are proposed to be reserved at any time for issuance on the exercise of stock options. As the number of shares reserved for issuance under the 2015 Option Plan increases with the issue of additional shares by the Company, the 2015 Option Plan is considered to be a "rolling" stock option plan.

### ***Particulars of the 2015 Option Plan***

The following is a summary of the principal terms of the 2015 Option Plan.

The 2015 Option Plan provides that stock options may be granted to directors, senior officers, employees and consultants of the Company (and any subsidiary of the Company) and management company employees. For the purposes of the 2015 Option Plan, the terms "employees", "consultants" and "management company employees" have the meanings set out in Exchange Policy 4.4. In addition, the term "director" is defined in Exchange Policy 4.4 to include directors, senior officers and management company employees.

Under the 2015 Option Plan, the Company's Board of Directors may, from time to time, designate a director or other senior officer or employee of the Company as administrator (the "**Administrator**") for the purposes of administering the 2015 Option Plan. The Administrator will be Mr. Jatinder (Jack) Bal.

The 2015 Option Plan provides for the issuance of stock options to acquire at any time up to a maximum of 10% of the issued and outstanding common shares of the Company (subject to standard anti-dilution adjustments). If a stock option expires or otherwise terminates for any reason without having been exercised in full, the number of common shares reserved for issuance under that expired or terminated stock option will again be available for the purposes of the 2015 Option Plan. Any stock option outstanding when the 2015 Option Plan is terminated will remain in effect until it is exercised or it expires.

The 2015 Option Plan provides that it is solely within the discretion of the Board to determine who should receive stock options and in what amounts, subject to the following conditions:

- (a) options will be non-assignable and non-transferable except that they will be exercisable by the personal representative of the option holder in the event of the option holder's death;
- (b) options may be exercisable for a maximum of ten years from the date of grant;
- (c) options to acquire no more than 5% of the issued shares of the Company may be granted to any one person (including companies wholly-owned by such person) in any 12 month period;
- (d) options to acquire no more than 2% of the issued shares of the Company may be granted to any one consultant in any 12 month period;
- (e) options to acquire no more than an aggregate of 2% of the issued shares of the Company may be granted to an employee conducting "**Investor Relations Activities**" (as defined in Exchange Policy 1.1), in any 12 month period;
- (f) at no time will options be issued which could permit at any time the aggregate number of shares reserved for issuance under stock options granted to insiders (as a group) at any point in time exceeding 10% of the issued shares;
- (g) at no time will options be issued which could permit at any time the grant to insiders (as a group), within a 12 month period, of an aggregate number of options exceeding 10% of the issued shares calculated at the date an option is granted to any insider;
- (h) options held by an option holder who is a director, employee, consultant or management company employee must expire within one year after the option holder ceases to be a director, employee, consultant or management company employee, which time period the Company determines is reasonable;
- (i) options held by an option holder who is engaged in Investor Relations Activities must expire within 30 days after the option holder ceases to be employed by the Company to provide Investor Relations Activities; and
- (j) in the event of an option holder's death, the option holder's personal representative may exercise any portion of the option holder's vested outstanding options for a period of one year following the option holder's death.

The 2015 Option Plan provides that other terms and conditions may be attached to a particular stock option, such terms and conditions to be referred to in the option certificate or a schedule attached to the option certificate. Stock options granted to directors, senior officers, employees or consultants vest when granted unless otherwise determined by the Board on a case by case basis. Stock options granted to consultants performing Investor Relations Activities, will vest in stages over 12 months with no more than  $\frac{1}{4}$  of the options vesting in any three month period.

In addition, under the 2015 Option Plan a stock option will expire immediately in the event a director or senior officer ceases to be a director or senior officer of the Company as a result of:

- (a) ceasing to meet the qualifications under the Act;
- (b) the passing of a special resolution by the shareholders; or
- (c) an order made by a regulatory authority.

A stock option will also expire immediately in the event an employee ceases to be an employee as a result of termination for cause or an employee or consultant ceases to be an employee or consultant as a result of an order made by a regulatory authority.

The price at which an option holder may purchase a common share upon the exercise of a stock option will be as set forth in the option certificate issued in respect of such option and in any event will not be less than the "**Discounted Market Price**" (as defined in Exchange Policy 1.1) of the Company's common shares as of the date of the grant of the stock option (the "**Award Date**"). The exercise price of stock options granted by the Company will typically be the closing price of the Company's common shares on the day immediately preceding the relevant Award Date, or otherwise in accordance with the terms of the 2015 Option Plan.

In no case will a stock option be exercisable at a price less than the minimum prescribed by the organized trading facility or the applicable regulatory authorities that would apply to the award of the stock option in question.

The 2015 Option Plan also provides that: (a) disinterested shareholder approval will be obtained for any reduction in the exercise price of an option held by an insider of the Company; and (b) options cannot be granted to employees, consultants or management company employees that are not bona fide employees, consultants or management company employees, as the case may be.

Common shares will not be issued pursuant to stock options granted under the 2015 Option Plan until they have been fully paid for by the option holder. The Company will not provide financial assistance to option holders to assist them in exercising their stock options.

The full text of the 2015 Option Plan will be available at the Meeting and can also be requested by shareholders by contacting the Company at the address set out in the Notice of Meeting.

### ***Proposed Resolution and Board's Recommendation***

The 2015 Option Plan complies with the current policies of the Exchange. The 2015 Option Plan is subject to Exchange acceptance. In order to obtain Exchange acceptance, the Exchange requires that 2015 Option Plan be approved by shareholders.

Accordingly, shareholders will be asked to consider and, if thought fit, pass the following ordinary resolution:

“BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. Goldeneye Resources Corp. (the “**Company**”) adopt the 2015 Stock Option Plan (the “**2015 Option Plan**”), including the reserving for issuance under the 2015 Option Plan at any time of a maximum of 10% of the issued and outstanding common shares of the Company;
2. The Board of Directors be authorized on behalf of the Company to make any further amendments to the 2015 Option Plan as may be required by regulatory authorities, without further approval of the shareholders of the Company, in order to ensure adoption of the 2015 Option Plan;
3. The Company file the 2015 Option Plan with the TSX Venture Exchange (the “**Exchange**”) for acceptance;
4. The 2015 Option Plan shall become effective on the date final acceptance of the 2015 Option Plan is received by the Exchange (the “**2015 Option Plan Effective Date**”);
5. On the 2015 Option Plan Effective Date, the 2015 Option Plan shall supersede and replace the current stock option plan of the Company and all outstanding options granted thereunder shall be rolled over into and be subject to the terms and conditions of the 2015 Option Plan; and
6. Any one director or officer of the Company is authorized and directed to do all such acts and things and to execute and deliver all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to this resolution.”

The approval of the above resolution must be passed by a majority of the votes cast by those shareholders, who being entitled to do so, vote in person or by proxy in respect of the resolution at the Meeting. **The Board of Directors recommends that shareholders vote in favour of the above resolution. In the absence of contrary instructions, the persons named in the form of proxy intend to vote FOR the foregoing ordinary resolution at the Meeting.**

### **Amendment of Articles to include Advance Notice Provisions**

The Board of Directors is proposing that the Articles of the Company be altered to include provisions requiring advance notice of director nominees from shareholders (the “**Advance Notice Provisions**”). Under the Articles of the Company, an alteration of the Articles must be approved by an ordinary resolution of shareholders.

The purpose of the Advance Notice Provisions is to ensure that an orderly nomination process is observed, that shareholders are well-informed about the identity, intentions and credentials of director nominees and that shareholders vote in an informed manner after having been afforded reasonable time for appropriate deliberation.

Among other things, the Advance Notice Provisions fix a deadline by which shareholders must provide notice to the Company of nominations for election to the Board of Directors. The notice must include all information that would be required to be disclosed, under applicable corporate and securities laws, in a dissident proxy circular in connection with the solicitations of proxies for the election of directors relating to the shareholder making the nominations (as if that shareholder were a dissident soliciting proxies) and each person that the shareholder proposes to nominate for election as a director. In addition, the notice must provide information as to the shareholdings of the shareholder making the nominations, confirmation that the proposed nominees meet the qualifications of directors, and confirmation as to whether each proposed nominee is independent for the purposes of National Instrument 52-110. The deadline by which the notice must be delivered to the Company is set out in the table below.

Meeting Type	Nomination Deadline
Annual meeting of shareholders	Either (a) no more than 10 days after the date of the first public filing or announcement of the date of the meeting, if the meeting is called for a date that is fewer than 50 days after the date of that public filing or announcement or (b) no fewer than 40 days and no more than 65 days prior to the date of the meeting.
Special meeting of shareholders (which is not also an annual meeting)	No more than 15 days after the date of the first public filing or announcement of the date of the meeting.

The Advance Notice Provisions do not affect nominations made pursuant to shareholder proposals or the requisition of a meeting of shareholders, in each case made in accordance with the provisions of the *Business Corporations Act* (British Columbia). The full text of the Advance Notice Provisions is attached as Schedule “A” hereto.

***Proposed Resolutions and Board’s Recommendation***

At the Meeting, shareholders will be asked to consider and, if deemed advisable, to pass the following ordinary resolution approving an alteration of the Company’s Articles to include the Advance Notice Provisions:

“BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. The existing Articles of the Company be amended with the addition of Advance Notice Provisions as a new Article 10.11 to the existing Articles, as made available to shareholders for review before and at the Annual General and Special Meeting of the Company held on August 17, 2015;
2. Any one director of the Company, signing alone, be authorized to execute and deliver all such documents and instruments, and to do such further acts, as may be necessary to give full effect to these resolutions or as may be required to carry out the full intent and meaning thereof;
3. Despite that this ordinary resolution has been duly passed by the shareholders of the Company, the Board is authorized and empowered to revoke this resolution at any time before giving effect to the amendments to the Articles and to determine not to proceed without further approval of the shareholders; and
4. It is a condition of this resolution that the alteration to the Articles of the Company referred to in paragraph 1 does not take effect until this resolution is deposited with the records of the Company as prescribed by the *Business Corporations Act* (British Columbia).”

The approval of the above resolution must be passed by a majority of the votes cast by those shareholders, who being entitled to do so, vote in person or by proxy in respect of the resolution at the Meeting. **The Board of Directors recommends that shareholders vote in favour of the above resolution. In the absence of contrary instructions, the persons named in the enclosed form of proxy intend to vote FOR the foregoing ordinary resolution at the Meeting.**

**EXECUTIVE COMPENSATION**

Under this heading, the Company is including the disclosure required by Form 51-102F6 *Statement of Executive Compensation*.

For the purposes of this Information Circular, named executive officers of the Company mean the following individuals (the “**Named Executive Officers**”):

- (a) the Company's CEO or an individual who acted in a similar capacity for any part of the most recently completed financial year;
- (b) the Company's CFO or an individual who acted in a similar capacity for any part of the most recently completed financial year;
- (c) each of the Company's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation (see "Summary of Compensation") was, individually, more than \$150,000 as determined in accordance with subsection 1.3(6) of Form 51-102F6 – Statement of Executive Compensation for that financial year; and
- (d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of the most recently completed financial year.

As at April 30, 2014, the end of the most recently completed and audited financial year of the Company, the Company had two Named Executive Officers, John A. Reeves, Jr., the CEO, and Geoff Balderson, the President and CFO. On June 15, 2015, Jatinder (Jack) Bal was appointed as CEO upon the resignation of Dr. Reeves.

Shareholders are advised that while the financial year ended April 30, 2015, has passed, as at the date of this Information Circular, the audited financial statements for the 2015 financial year have not yet been prepared and are not due to be filed with regulatory authorities until August 28, 2015. All financial information in this section Executive Compensation is for the financial year ended 2014 or earlier.

### **Compensation Discussion and Analysis**

Remuneration plays an important role in helping the Company attract, motivate, reward and retain knowledgeable and skilled individuals to its management team. The main objectives the Company hopes to achieve through its compensation are:

- to attract and retain executives critical to the Company's success, who will be key in helping the Company achieve its corporate objectives and increase shareholder value;
- to motivate the Company's management team to meet or exceed targets;
- to recognize the contribution of the Company's directors and executive officers in the overall success and strategic growth of the Company; and
- to align the interests of management with that of the Company's shareholders.

Given the current size of the Company, the Company does not have a formal compensation policy and relies solely on Board of Directors discussion with respect to compensation of its executive officers, directors and consultants. The amount of compensation paid to management and consultants is based upon the financial situation of the Company and the economic climate.

In compensating its executive officers, the Company has employed a combination of salary and equity participation through its stock option plan. The Board determines the allocation and terms of any stock option grants. When granting stock options, the Board considers the amount of past options that have been granted.

The Board has not proceeded to a formal evaluation of the implications of the risks associated with the Company's compensation policies and practices. The Board does not believe that the Company's compensation program results in unnecessary or inappropriate risk taking including risks that are likely to have a material adverse effect on the Company.

There are no restrictions on Named Executive Officers or directors regarding the purchase of financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officers or directors. For the year ended April 30, 2014, no Named Executive Officer or director, directly or indirectly, employed a strategy to hedge or offset a decrease in market value of equity securities granted as compensation or held.

***Option-Based Awards***

The Board believes that eligible persons working with the Company as Named Executive Officers, directors, consultants or employees should have a stake in the Company’s future and that their interests should be aligned with the interests of the shareholders. To this end, the Board determines the overall amount of stock option grants and the allocation of such grants to directors, officers, consultants and employees, primarily based on whose decisions and actions can have the greatest impact on the Company’s performance.

These option-based awards are granted under the Company’s Stock Option Plan. The Company considers previous grants of stock options when considering new grants.

***Option Repricings***

No options held by the Named Executive Officers were repriced during the Company’s most recently completed financial year ended April 30, 2014.

***Defined Benefit or Actuarial Plan Disclosure***

The Company does not have a defined benefit or actuarial plan under which benefits are determined by final compensation of years of service of the Company’s officers and directors.

***Pension Plans***

The Company does not provide a pension plan for directors or executive officers, and therefore, no pension plan disclosure is applicable.

**Summary Compensation Table**

The following table is a summary of compensation paid to the Named Executive Officers for the financial years ended March 31, 2012 and April 30, 2013 and 2014 (the Company changed its financial year end to April 30 in the 2013 financial year in conjunction with the completion of its Qualifying Transaction):

Name and Principal Position	Year ended	Salary (\$) <sup>(1)</sup>	Share based awards (\$)	Option based awards (\$) <sup>(2)</sup>	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans <sup>(3)</sup>			
John A. Reeves, Jr., Former CEO <sup>(4)</sup>	2014	64,685	N/A	Nil	N/A	N/A	N/A	Nil	64,685
	2013	Nil	N/A	Nil	N/A	N/A	N/A	Nil	Nil
Geoff Balderson, President and CFO	2014	30,000	N/A	N/A	N/A	N/A	N/A	Nil	30,000
	2013	Nil	N/A	16,302	N/A	N/A	N/A	15,000 <sup>(5)</sup>	31,302
	2012	Nil	N/A	Nil	N/A	N/A	N/A	Nil	Nil

- (1) Includes salary paid or accrued during the fiscal year.
- (2) Option-based awards are valued at the date of grant using the Black-Scholes option pricing model which the Company has chosen because it is one of the most common valuation methodologies used by junior exploration issuers. Option pricing models require the input of highly subjective assumptions, particularly as to the expected volatility of the stock. Changes in these assumptions can materially affect the fair value estimate, and therefore it is management’s view that the existing models may not provide a single reliable measure of the fair value of the Company’s stock option grants. The Company uses an option-pricing model because there is no market for which options may be freely traded. Readers are cautioned not to assume that the value derived from the model is the value that an optionee might receive if the options were freely traded, nor assume that these amounts are the same as those reported for income tax purposes.
- (3) LTIP or long term incentive plan means any plan that provides compensation intended to motivate performance to occur over a period greater than one fiscal year, but does not include option or stock appreciate right plans or plans to compensate through restricted shares or restrict share units.
- (4) Dr. Reeves resigned as CEO of the Company on June 15, 2015 and Jatinder (Jack) Bal was appointed in his place.
- (5) Paid as consulting fees.

***Narrative Description***

*John A. Reeves, Jr.* – Dr. Reeves did not have a formal written agreement with the Company regarding compensation received or accrued by him. He accrued a monthly salary of US\$5,000. Dr. Reeves did not received any stock options in the Company.

*Geoff Balderson* – Mr. Balderson does not have a formal agreement with the Company regarding compensation paid to or accrued by him with respect to his position as CFO of the Company. He currently receives or accrues a monthly salary of \$2,500. Mr. Balderson receives stock options which are approved by the Board at the time of grant.

**Incentive Plan Awards**

***Outstanding Option-Based Awards***

The following table sets out all option-based awards outstanding (no share-based awards were outstanding) as of April 30, 2014 held by the Named Executive Officers:

Name	Option-based awards			
	Number of securities underlying unexercised Options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(1)</sup>
Geoff Balderson	12,813	\$1.00	March 15, 2016	Nil
	12,500	\$1.50	October 29, 2017	Nil

(1) In-the-money options are those where the market value of the underlying securities as at the most recent financial year end exceeds the option price. This figure was calculated using the closing market price of the Company’s shares on the Exchange on April 30, 2014, being \$0.50 (please note this figure and all figures in this table reflect the share consolidation as disclosed in section above entitled “Voting Securities and Principal Holders of Voting Securities – Consolidation of Common Shares”).

***Value Vested or Earned During the Year***

“Value vested or earned during the year” means the aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date. This amount is calculated by determining the difference between the market price of the underlying securities at exercise and the exercise or base price of the options under the option-based award on the vesting date. No value has been given to such incentive plan awards vested or earned by the Company's Named Executive Officers during the financial year ended April 30, 2014, as such options were out-of-the-money on the vesting dates.

**Termination and Change of Control Benefits**

Except as disclosed above, the Company has not entered into any plans or arrangements in respect of remuneration received or that may be received by the Named Executive Officers in the Company’s most recently completed financial year or current financial year in respect of compensating such officers or directors in the event of termination of employment (as a result of resignation, retirement, change of control, etc.) or a change in responsibilities following a change of control.

**Director Compensation**

The Company has no standard arrangement pursuant to which directors are compensated by the Company for their services in their capacity as directors except for the granting from time to time of incentive stock options in accordance with the policies of the Exchange.

During the most recently completed financial year ended April 30, 2014, the directors who were not Named Executive Officers received the following compensation for services provided to the Company:

Name	Fees earned (\$) <sup>(1)</sup>	Share based awards (\$)	Option based awards (\$) <sup>(2)</sup>	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Robert Findlay <sup>(3)</sup>	Nil	N/A	Nil	N/A	N/A	Nil	Nil
Stephen Ross Gatsbury	Nil	N/A	Nil	N/A	N/A	Nil	Nil
Gregory Smith	Nil	N/A	Nil	N/A	N/A	Nil	Nil
Blair Way <sup>(4)</sup>	Nil	N/A	Nil	N/A	N/A	Nil	Nil

- (1) Includes fees paid or accrued during the fiscal year.  
(2) Refer to footnote (2) in the “Summary Compensation Table” above for Named Executive Officers for the method of determining the value of options based awards.  
(3) Mr. Findlay resigned as a director on November 5, 2013.  
(4) Mr. Way resigned as a director on October 20, 2014.

**Incentive Plan Awards**

***Outstanding Option-Based Awards***

The following table sets out all option-based awards outstanding as of April 30, 2014 (no share-based awards were outstanding) held by directors who were not Named Executive Officers:

Name	Option-based awards			
	Number of securities underlying unexercised Options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(1)</sup>
Blair Way	25,000	\$1.50	November 20, 2014	Nil
Gregory Smith	11,531	\$1.00	March 15, 2016	Nil
Stephen Ross Gatsbury	11,531	\$1.00	March 15, 2016	Nil

- (1) In-the-money options are those where the market value of the underlying securities as at the most recent financial year end exceeds the option price. This figure was calculated using the closing market price of the Company’s shares on the Exchange on April 30, 2014, being \$0.50 (please note this figure and all figures in this table reflect the share consolidation as disclosed in section above entitled “Voting Securities and Principal Holders of Voting Securities – Consolidation of Common Shares”).

***Value Vested or Earned During the Year***

“Value vested or earned during the year” means the aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date. This amount is calculated by determining the difference between the market price of the underlying securities at exercise and the exercise or base price of the options under the option-based award on the vesting date. No value has been given to such incentive plan awards vested or earned by the Company’s directors during the financial year ended April 30, 2014, as any such options were out-of-the-money on the vesting dates.

**SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following table sets out equity compensation plan information as at the end of the financial year ended April 30, 2014.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) <sup>(1)</sup> (c)
Equity compensation plans approved by securityholders (2013 Stock Option Plan)	83,375	\$1.30	160,108

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) <sup>(1)</sup>
Plan Category	(a)	(b)	(c)
Equity compensation plans not approved by securityholders	None	N/A	N/A
<b>Total</b>	<b>83,375</b>		<b>160,108</b>

- (1) This figure is based on the total number of shares authorized for issuance under the Stock Option Plan, less the number of stock options outstanding as at the Company's year ended April 30, 2014 (all figures are on a post-consolidated basis).

## AUDIT COMMITTEE

The Company is including the disclosure required by Form 52-110F2 of National Instrument 52-110 *Audit Committees* ("NI 52-110") under this heading. The Company is relying on the exemption provided by section 6.1 of NI 52-110 by virtue of the fact that it is a venture issuer. Section 6.1 exempts the Company from the requirements of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations) of NI 52-110.

### Audit Committee Charter

The Charter of the Company's audit committee is included as Schedule "B" to this Information Circular.

### Composition of the Audit Committee

The Audit Committee is currently composed of the following three directors: Geoff Balderson, Gregory Smith and Stephen Ross Gatensbury. Mr. Balderson is an executive officer of the Company and not considered to be independent. Messrs. Smith and Gatensbury are both independent. All three members are financially literate.

### Relevant Education and Experience

The educational background or experience of the following audit committee members has enabled each to perform his responsibilities as an audit committee member and has provided the member with an understanding of the accounting principles used by the Company to prepare its financial statements, the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves as well as experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities and an understanding of internal controls and procedures for financial reporting:

Geoff Balderson is the Vice President of Snowwater Financial Ltd., a private business consulting company located in Vancouver, British Columbia. He was previously an investment advisor at Union Securities Ltd. in Vancouver, British Columbia, from 2001 to 2005. Mr. Balderson began as an investment advisor with Georgia Pacific Securities Corp. where he worked from 2000 to 2001. He successfully completed the Canadian Securities Course, and the Conduct and Practices Handbook Course in 2000. He also successfully completed the Professional Financial Planners Course in 2003. Mr. Balderson received a Marketing and Sales Management Diploma from the University of British Columbia in April, 2006.

Gregory Smith, P.Geo. has been CEO, President, and a director of Calibre Mining Corp. since June 2012; Vice President, Exploration of Rusoro Mining Ltd. (TSXV: RML) from November 2006 to June, 2012; and Vice President, Exploration of Edgewater Exploration Ltd. (TSXV: EDW) since October 2010. Mr. Smith was formerly Exploration Manager for Mena Resources Inc. (1993 to 2007).

Stephen Ross Gatensbury has worked in corporate development and managed investor relations for the past 17 years for the most part with the Gold Group, group of companies. Previous to this, Mr. Gatensbury was a broker with Continental, Yorkton and Georgia Pacific Securities. Mr. Gatensbury has previously been a director for a number of public companies and is a graduate of the University of British Columbia.

### **External Auditor Service Fees by Category**

See the above section “Particulars of Matters to be Acted Upon – Appointment and Remuneration of Auditor” for the disclosure required by this item of Form 52-110F2.

## **CORPORATE GOVERNANCE**

*National Instrument 58-101 – Disclosure of Corporate Governance Practices* (“**NI 58-101**”) requires issuers to disclose their governance practices in accordance with NI 58-101. The Company is a “venture issuer” within the meaning of NI 58-101. A discussion of the Company’s governance practices in accordance with Form 58-101F2 of NI 58-101 is set out below.

### **Board of Directors**

The Board of Directors facilitates its independent supervision over management through regular meetings of the Board. The independent directors of the board do not hold regularly scheduled meetings at which non-independent directors are not in attendance. However, the size of the Board and the nature of the Company’s operations ensures that open and candid discussion among the independent directors is possible. Furthermore, the Board does not have a Chair, because the size of the Board enables all directors to participate and provide leadership to the Company.

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship that 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.

Jatinder Bal and Geoff Balderson are executive officers of the Company and is therefore not considered to be “independent”. Gregory Smith, Stephen Ross Gatensbury and Paul Chow are the current independent directors.

The mandate of the Board, as prescribed by the Act, is to manage or supervise 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.

### **Directorship**

Certain of the directors of the Company are also directors of other reporting issuers as follows:

Jatinder (Jack) Bal	CMC Metals Ltd. since September, 2006 Cardiff Energy Corp. since October, 2013 Fibre-Crown Manufacturing Inc. since April, 2012 Grenville Gold Corp. since October, 2010
Geoff Balderson	Argentum Silver Corp. since July, 2007 Aim Explorations Ltd. since April, 2011
Paul Chow	None
Stephen Ross Gatensbury	Argentum Silver Corp. since August, 2014
Gregory Smith	Calibre Mining Corp. since June, 2011

### **Orientation and Continuing Education**

The Board of Directors is responsible for providing orientation for all new recruits to the Board. Each new director brings a different skill set and professional background, and with this information, the Board is able to determine what orientation to the nature and operations of the Company’s business will be necessary and relevant to each new director.

### **Ethical Business Conduct**

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

### **Nomination of Directors**

The Board of Directors considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders. The Board takes into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board of Directors does not have a nominating committee. The Board of Directors is responsible for recruiting new members to the Board and planning for the succession of Board members.

### **Compensation**

The Board of Directors is responsible for determining all forms of compensation, including long-term incentive in the form of stock options, to be granted to the Chief Executive Officer of the Company and the directors, and for reviewing the Chief Executive Officer's recommendations respecting compensation of the other officers of the Company, to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation of its officers, the Board considers: i) recruiting and retaining executives critical to the success of the Company and the enhancement of shareholder value; ii) providing fair and competitive compensation; iii) balancing the interests of management and the Company's shareholders; and iv) rewarding performance, both on an individual basis and with respect to operations in general.

### **Other Board Committees**

The Board has appointed an Audit Committee, the members of which are Geoff Balderson, Stephen Ross Gatensbury, and Gregory Smith. A description of the function of the Audit Committee can be found in this Information Circular under Audit Committee. The Board of Directors does not have any other committees.

### **Assessments**

Neither the Company nor the Board has adopted formal procedures to regularly assess the Board, the Audit Committee or the individual directors as to their effectiveness and contribution. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of individual directors are informally monitored by the other Board members, bearing in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

The Board believes its corporate governance practices are appropriate and effective for the Company, given its size and operations. The Company's corporate governance practices allow the Company to operate efficiently, with checks and balances, that control and monitor management and corporate functions without excessive administrative burden.

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

None of the directors or executive officers, proposed nominees for election as directors, or associates of any of them, is or has been indebted to the Company or any subsidiary at any time since the beginning of the most recently completed financial year and no indebtedness remains outstanding as at the date of this Information Circular.

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

Except as disclosed herein, since the commencement of the last completed fiscal year, no "informed person", had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries. "Informed Person" means: (a) a director or executive officer of the Company; (b) a director or officer of a person or company that is itself an informed person or subsidiary of the Company; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10 percent 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; or (d) the Company if it has purchased, redeemed or otherwise acquired any of its securities, so long as it holds any of its securities.

## **MANAGEMENT CONTRACTS**

Management functions of the Company are generally performed by directors and executive officers of the Company and not, to any substantial degree, by any other person to whom the Company has contracted.

### **OTHER BUSINESS**

Management is not aware of any matters to come before the Meeting other than those set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the Proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

### **ADDITIONAL INFORMATION**

Additional information relating to the Company is on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information is provided in the Company's financial statements and Management's Discussion and Analysis for the most recently completed financial year.

The Company will provide to any securityholder upon request, copies of the Company's financial statements and Management's Discussion & Analysis for the most recently completed financial year. Please direct your request to the Company at Suite 311, 409 Granville Street, Vancouver, British Columbia, V6C 1T2, to request the Company's financial statements and Management's Discussion & Analysis.

DATED at Vancouver, British Columbia, on the 13<sup>th</sup> day of July, 2015.

### **ON BEHALF OF THE BOARD**

*"Geoff Balderson"*

President and Chief Financial Officer

**SCHEDULE "A"**  
**GOLDENEYE RESOURCES CORP.**

**ADVANCE NOTICE PROVISIONS TO BE ADDED TO ARTICLES**

**"Article 10.11**

**10.11 Advance Notice for Nomination of Directors.**

- (1) Subject only to the *Business Corporations Act* and these Articles, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Company. Nominations of persons for election to the board of directors at any annual meeting of shareholders, or at any special meeting of shareholders called for the purpose of electing directors as set forth in the Company's notice of such special meeting, may be made (i) by or at the direction of the board of directors, including pursuant to a notice of meeting, (ii) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the *Business Corporations Act*, or a requisition of the shareholders made in accordance with the provisions of the *Business Corporations Act* or, (iii) by any shareholder of the Company (a "**Nominating Shareholder**") who, at the close of business on the date of the giving of the notice provided for below in this Article 10.11 and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting, and who complies with the notice procedures set forth in this Article 10.11.
  - (a) In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, such person must have given timely notice thereof in proper written form to the secretary at the principal executive offices of the Company in accordance with this Article 10.11.
  - (b) To be timely, a Nominating Shareholder's notice must be received by the secretary of the Company (i) in the case of an annual meeting, not less than 40 days or more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made (the "**Meeting Notice Date**"), the Nominating Shareholder's notice must be so received not later than the close of business on the 10th day following the Meeting Notice Date; and (ii) in the case of a special meeting of shareholders (which is not also an annual meeting) called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the 15th day following the day on which public announcement of the date of the special meeting is first made. In no event shall the public announcement of an adjournment of an annual meeting or special meeting commence a new time period for the giving of a Nominating Shareholder's notice as described in this Article 10.11.
  - (c) To be in proper written form, a Nominating Shareholder's notice must set forth: (i) as to each person whom the Nominating Shareholder proposes to nominate for election as a director (A) the name, age, business address and residence address of the person, (B) the principal occupation or employment of the person, (C) the class or series and number of shares of the Company that are owned beneficially or of record by the person and (D) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the *Business Corporations Act* and Applicable Securities Laws; and (ii) as to the Nominating Shareholder giving the notice, any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote any shares of the Company and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the *Business Corporations Act* and Applicable Securities Laws. The Company may require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as an independent director of the Company or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee. The Nominating Shareholder's notice must be accompanied by a written consent of each proposed nominee to being named as a nominee and to serve as a director if elected.

- (d) No person shall be eligible for election as a director of the Company unless nominated in accordance with the procedures set forth in this Article 10.11; provided, however, that nothing in this Article 10.11 shall be deemed to preclude a shareholder from discussing (as distinct from nominating directors) at a meeting of shareholders any matter in respect of which the shareholder would have been entitled to submit a proposal pursuant to the provisions of the *Business Corporations Act*. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.
- (e) For purposes of this Article 10.11, (i) “**public announcement**” shall mean disclosure in a press release disseminated by a nationally recognized news service in Canada, or in a document publicly filed by the Company under its profile on the System of Electronic Document Analysis and Retrieval at [www.sedar.com](http://www.sedar.com); and (ii) “**Applicable Securities Laws**” means the applicable securities legislation in each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada.
- (f) Notice given to the secretary of the Company pursuant to this Article 10.11 may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the secretary of the Company for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the address aforesaid) or sent by facsimile transmission (provided the receipt of confirmation of such transmission has been received) to the secretary at the address of the principal executive offices of the Company; provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Vancouver time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been on the subsequent day that is a business day.
- (g) Notwithstanding the foregoing, the board may, in its sole discretion, waive any requirement in this Article 10.11.”

**SCHEDULE “B”**

**GOLDENEYE RESOURCES CORP.  
(the “Company”)**

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

**Article 1 – Mandate and Responsibilities**

The Audit Committee is appointed by the board of directors of the Company (the “**Board**”) to oversee the accounting and financial reporting process of the Company and audits of the financial statements of the Company. The Audit Committee’s primary duties and responsibilities are to:

- (a) recommend to the Board the external auditor to be nominated for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company;
- (b) recommend to the Board the compensation of the external auditor;
- (c) oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- (d) pre-approve all non-audit services to be provided to the Company or its subsidiaries by the Company’s external auditor;
- (e) review the Company’s financial statements, Management’s Discussion and Analysis and annual and interim earnings press releases before the Company publicly discloses this information;
- (f) be satisfied that adequate procedures are in place for the review of all other public disclosure of financial information extracted or derived from the Company’s financial statements, and to periodically assess the adequacy of those procedures;
- (g) establish procedures for:
  - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
  - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
- (h) review and approve the Company’s hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company.

The Board and management will ensure that the Audit Committee has adequate funding to fulfil its duties and responsibilities.