

WAYZATA FILM FINANCE INC.

INFORMATION CIRCULAR

as at September 27, 2017 *(except as otherwise indicated)*

This Information Circular is furnished in connection with the solicitation of proxies by the management of Wayzata Film Finance Inc., (the “Company”) for use at the annual general and special meeting (the “Meeting”) of its shareholders to be held on October 27, 2017 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

In this Information Circular, references to the “Company”, “we” and “our” refer to Wayzata Film Finance Inc. “Common Shares” means common shares without par value in the capital of the Company. “Beneficial Shareholders” means shareholders who do not hold Common Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “**Proxy**”) are officers and/or directors of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified on the Proxy and, if applicable, for the nominees of management for directors and auditors as identified in the Proxy.

Registered Shareholders

Registered shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. A registered shareholder may submit a proxy using one of the following methods:

- (a) complete, date and sign the Proxy and return it to the Company's transfer agent, National Issuer Services Ltd. ("**National**"), by fax within North America at (604) 559-8908, outside North America at (604) 559-8908, or by mail or hand delivery to Suite 760, 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4; or
- (b) use a touch-tone phone to transmit voting choices to the toll free number given in the proxy. Registered shareholders who choose this option must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll free number, the holder's account number and the proxy access number; or
- (c) log on to National's website at, www.eproxy.ca. Registered shareholders must follow the instructions provided on the website and refer to the enclosed proxy form for the holder's account number and the proxy access number.

In either case you must ensure the proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment thereof. Failure to complete or deposit a proxy properly may result in its invalidation. The time limit for the deposit of proxies may be waived by the Company's board of directors ("**Board**") at its discretion without notice.

Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares) or as set out in the following disclosure.

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of intermediaries. In Canada the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of meetings of shareholders. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

There are two kinds of Beneficial Shareholders: Objecting Beneficial Owners ("OBOs") object to their name being made known to the issuers of securities which they own; and Non-Objecting Beneficial Owners ("NOBOs") who do not object to the issuers of the securities they own knowing who they are.

The Company is not using the "notice-and-access" provisions of National Instrument 54-101 - Communication with Beneficial Owners of Securities of Reporting Issuers ("NI 54-101") in connection with the delivery of the meeting materials in respect to the Meeting.

The Company is taking advantage of the provisions of National Instrument 54-101 - Communication with Beneficial Owners of Securities of a Reporting Issuer (“NI 54-101”) that permit the Company to deliver proxy-related materials directly to its NOBOs. As a result, NOBOs can expect to receive a scannable Voting Instruction Form (“VIF”) from our transfer agent, National. The VIF is to be completed and returned to National as set out in the instructions provided on the VIF. National will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

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

By choosing to send these materials to you directly, the Company (and not the intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your VIF as specified in the request for voting instructions that was sent to you.

The Company does not intend to pay for intermediaries to forward the proxy related materials to OBOs. Accordingly, OBOs will not receive such documents unless their respective Intermediaries assume the cost of forwarding such documents to them.

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting.

The proxy form supplied to you by your broker will be similar to the proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in Canada and in the United States. Broadridge mails a VIF in lieu of the proxy provided by the Company. The VIF will name the same persons as the Company’s Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), who is different from any of the persons designated in the VIF, to represent your Common Shares at the Meeting and that person may be you. To exercise this right, insert the name of the desired representative, which may be you, in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge in accordance with Broadridge’s instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting and the appointment of any shareholder’s representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your Common Shares voted or to have an alternate representative duly appointed to attend the Meeting and vote your Common Shares at the Meeting.**

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it using one of the following methods:

- (a) execute a proxy bearing a later date or execute a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder’s authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney

duly authorized, and by delivering the proxy bearing a later date to National or at the address of the registered office of the Company at Suite 1895-1066 West Hastings Street, Vancouver, BC V6E 3X1, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or

- (b) attend the Meeting in person and vote the registered shareholder's Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

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

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year of the Company, nor any 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 as may be set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Board has fixed September 7, 2017 as the record date (the "**Record Date**") for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

As of September 7, 2017, there were 26,333,330 Common Shares issued and outstanding, each carrying the right to one vote. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares.

To the knowledge of the directors and executive officers of the Company, there are no persons or corporations that beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company as at the Record Date.

The following documents filed with the securities commissions or similar regulatory authority in British Columbia and Alberta are specifically incorporated by reference into, and form an integral part of, this information circular:

- Annual Financial Statements for the years ended March 31, 2017 and 2016;
- The Company's Notice of Articles, dated January 12, 2014, a copy of which is available on SEDAR (posted on June 18, 2014) under the Issuer Profile of Wayzata Finance Inc..

Copies of documents incorporated herein by reference may be obtained by a Shareholder upon request without charge from the Company at Suite 1895-1066 West Hastings Street, Vancouver, BC V6E 3X1 or by phone at (604) 719-8129. These documents are also available through the Internet on SEDAR, which can be accessed at www.sedar.com.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors or appointment of the Company’s auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

ELECTION OF DIRECTORS

The size of the Board of the Company is currently determined at four. Pursuant to the Articles of the Company, the Board in its sole discretion has set the number of directors to be elected at the Meeting at **three (3)**. Shareholders will therefore be asked to elect **three** directors at the Meeting.

All of the nominees for election at the Meeting are currently directors of the Company. The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director’s office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia) (“**BCBCA**”), each director elected will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

Director Nominees

The following disclosure sets out the names of management’s nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee’s principal occupation, business or employment (for the ten preceding years for new director nominees), the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the Record Date.

Name of Nominee; Current Position with the Company and Province and Country of Residence	Principal Occupation, Business or Employment and, if not an Elected Director, Occupation During the Past Five Years	Period as a Director of the Company	Number of Common Shares beneficially owned or controlled or directed, directly or indirectly ⁽¹⁾
Glen C. Macdonald ⁽²⁾ President, CEO & Director Vancouver, BC, Canada	Professional Geologist	Since January 12, 2014	Nil
Ken Ralfs ⁽²⁾ Director Victoria, BC, Canada	Independent geologist	Since July 22, 2014	Nil
Glen Indra ⁽²⁾ Director North Vancouver, BC, Canada	Independent Businessman	Since April 17, 2015.	Nil

Notes:

1. The information as to the number of Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees.
2. Member of the Audit and Finance Committee.

The Company does not have an executive committee of the Board.

None of the proposed nominees for election as a director of the Company are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and senior officers of the Company acting solely in such capacity.

A shareholder can vote for all of the above nominees, vote for some of the above nominees and withhold for other of the above nominees, or withhold for all of the above nominees. **Unless otherwise instructed, the named proxyholders will vote FOR the election of each of the proposed nominees set forth above as directors of the Company.**

Cease Trade Orders

Other than as noted below, to the best of management's knowledge, no proposed director of the Company is, or within the ten (10) years before the date of this Information Circular has been, a director, chief executive officer or chief financial officer of any company that:

- (a) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Glen Macdonald has been a director of Dunes Exploration Ltd. ("**Dunes**") since September 1993. On May 1, 2009, a management cease trade order was issued against the securities of Dunes held by Glen Macdonald for failure to file financial statements. The financial statements were subsequently filed, and the management cease trade order expired as of July 10, 2009. Mr. Macdonald has been a director of Maxim Resources Inc. ("Maxim") since May 2002. On May 4, 2009, a cease trade order was issued against Maxim for failure to file financial statements. The financial statements were subsequently filed, and the cease trade order expired as of August 4, 2009. Mr. Macdonald was a director of Wind River Resources Ltd. ("**Wind**") and on May 1, 2009, Mr. Macdonald was subject to a management cease trade order issued by the Alberta Securities Commission as a result of the failure of the Wind to make required filings. The order expired on July 10, 2009.

Ken Ralfs has been a director of Dunes since June 2004. On May 1, 2009, a management cease trade order was issued against the securities of Dunes held by Mr. Ralfs for failure to file financial statements. The financial statements were subsequently filed, and the management cease trade order expired as of July 10, 2009.

Glen Indra was a director of Zoloto Resources Ltd. ("**Zoloto**") when on May 14, 2008, a cease trade order was issued against the insiders of Zoloto for failure to file financial statements for the year ended December 31, 2007, which cease trade was revoked by the B.C. Securities Commission on July 8, 2008.

Bankruptcies

To the best of management's knowledge, no proposed director of the Company is, or within ten (10) years before the date of this Information Circular, has been, a director or an executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the 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 made a proposal under any legislation relating to bankruptcies or insolvency.

To the best of management's knowledge, no proposed director of the Company has, within the ten (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.

Penalties and Sanctions

To the best of management's knowledge, no proposed director of the Company has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

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 their interest and abstain from voting on that matter. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Except as disclosed in this Circular, to the best of 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 for the fact that several directors of the Company also serve as directors of one or more other resource companies involved in mineral exploration and/or development. It may occur from time to time that as a consequence of their activity in the mineral industry and serving on such other boards that a director may become aware of potential resource property opportunities which are of interest to more than one of the companies on whose boards that person serves. Furthermore, it is possible that the directors of the Company and the directors of one or more such other companies (many of which are described in this Circular) may also agree to allow joint participation on the Company's properties or the properties of that other company. Accordingly, situations may arise in the ordinary course which involve a director in an actual or potential conflict of interest as well as issues in connection with the general obligation of a director to make corporate opportunities available to the Company on which the director serves. In all such events, any director is required to disclose a financial interest in a contract or transaction by virtue of office, employment or security holdings or other such interest in another company or in a property interest under consideration by the Board, and is obliged to abstain from voting as a director of the Company in respect of any transaction involving that other company or in respect of any property in which an interest is held by him. The directors will use their best business

judgment to help avoid situations where conflicts or corporate opportunity issues might arise and they must at all times fulfil their duties to act honestly and in the best interests of the Company.

Occupation, Business or Employment of Directors

Glen Macdonald

Mr. Macdonald has served as a director of the Company since January 12, 2014. Mr. Macdonald is a professional geologist, with over 30 years of exploration & mine development experience in the mineral industry. He is Member of the Alberta Professional Engineers, Geologists and Geophysicists Association since 1982 and of the British Columbia Association of Professional Engineers and Geoscientists since 1993. Mr. Macdonald currently holds positions as Director and/or Senior Manager (finance and project analysis) with numerous junior mining companies.

Ken Ralfs

Mr. Ralfs was appointed as a director of the Company on July 22, 2014. He has experience with public companies as a director and through several types of officer positions held with various reporting issuers. Mr. Ralfs often participated on each Company's audit committee. Mr. Ralfs has a B.Sc. (Geology) (1975) from the University of British Columbia.

Glen Indra

Mr. Indra has been a director since April 17, 2015. Mr. Indra has wide experience in the junior mineral exploration business in British Columbia and internationally. Mr. Indra holds a B.Comm (1970) degree from the University of British Columbia. He successfully completed the Canadian Securities Course certified by the Canadian Investment Dealers (now the Canadian Securities Institute) in 1982. Mr. Indra has acted as a director, officer and audit committee member of junior public companies for a number of years.

APPOINTMENT OF AUDITOR

A Chan & Company LLP, Chartered Accountants (“**AChan**”) of 114B – 8988 Fraserton Court,, Burnaby, British Columbia will be nominated at the Meeting for appointment as auditor of the Company at a remuneration to be fixed by the directors. The Board resolved on June 4, 2014 that AChan be appointed as auditor of the Company.

The Company’s management recommends that Shareholders vote in favour of the appointment of AChan LLP as the Company’s auditor for the ensuing year with remuneration to be determined by the Board.

Unless you give instructions otherwise, the Management Proxyholders intend to vote FOR AChan LLP as the auditor of the Company until the close of the next annual meeting with remuneration to be determined by the Board.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 “Audit Committees” (“**NI 52-110**”) requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor. Such disclosure is set forth below.

The Audit Committee’s Charter

Mandate

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

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

Composition

The Audit Committee shall be comprised of three directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would reasonably interfere with the exercise of his or her independent judgment as a member of the Audit Committee. At least one member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Audit Committee's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements. The members of the Audit Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting.

Meetings

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

Responsibilities and Duties

To fulfill its responsibilities and duties, the Audit Committee shall:

Documents/Reports Review

- (a) Review and update this Charter annually.
- (b) Review the Company's financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.
- (c) Confirm that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements.

External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Audit Committee as representatives of the shareholders of the Company.

- (b) Obtain annually, a formal written statement of the external auditors setting forth all relationships between the external auditors and the Company, consistent with the Independence Standards Board Standard 1.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full Board of Directors, take appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board of Directors the selection and compensation and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of fees paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
 - (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - (iii) such services are promptly brought to the attention of the Audit Committee by the Company and approved prior to the completion of the audit by the Audit Committee or by one or more members of the Audit Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Audit Committee. Provided the pre-approval of the non-audit services is presented to the Audit Committee's first scheduled meeting following such approval, such authority may be delegated by the Audit Committee to one or more independent members of the Audit Committee

Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.

- (e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (i) Review certification process.
- (j) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

Review any related-party transactions

Composition of the Audit Committee

At present the members of the Audit Committee are: Glen Macdonald, Ken Ralfs and Glen Indra. Mr. Ralfs and Mr. Indra are independent as defined in applicable securities regulations. Mr. Macdonald is not independent as he is the President and Chief Executive Officer. Each member of the Audit Committee is financially literate. A member of the Audit Committee is independent if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

All 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.

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 the 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.

Audit Committee Oversight

At no time during the Company's fiscal years ended March 31, 2017 or 2016 and at no time since the commencement of the Company's most recently completed financial year were any Audit Committee's recommendations to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

During the years ended March 31, 2017 and 2016 the Company did not rely 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.

Pre-Approval Policies and Procedures

The audit committee is authorized by the Board to review the performance of the Company’s external auditors and approve in advance, provision of services other than auditing and to consider the independence of the external auditors.

External Auditor Service Fees

Fees incurred with AChan LLP for audit and non-audit services in the last two fiscal years for audit fees are outlined in the following table:

Nature of Services	Fees Paid to Auditor in Year Ended March 31, 2017	Fees Paid to Auditor in Year Ended March 31, 2016
Audit Fees ⁽¹⁾	\$3,675 ⁽⁴⁾	\$3,675 ⁽⁴⁾
Audit-Related Fees ⁽²⁾	Nil	Nil
Tax Fees ⁽³⁾	Nil ⁽⁴⁾	Nil ⁽⁴⁾
All Other Fees ⁽⁶⁾	Nil	Nil
Total	\$3,675	\$3,675

Notes:

- (1) “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of the Company’s consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) “Audit-Related Fees” include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) “All Other Fees” include all other non-audit services.

Venture Issuer Exemption

The Company is a “venture issuer” as defined in NI 52-110 and is relying upon the exemption contained in s. 6.1 of NI 52-110 from the requirements of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*).

CORPORATE GOVERNANCE

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 Instrument 58-101, *Disclosure of Corporate Governance Practices*, requires all companies to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the “**Guidelines**”) adopted in National Policy 58-201. These Guidelines are not prescriptive, but have been used by the Company in adopting its corporate governance practices. The Company’s approach to corporate governance is set out below.

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. This disclosure is provided below.

BOARD OF DIRECTORS

Structure and Composition

The Board is currently composed of three directors: Glen C. Macdonald, Glen Indra and Ken Ralfs. Three of the current directors (Glen Macdonald, Ken Ralfs and Glen Indra) wish to stand for re-election as directors of the Company.

The Guidelines suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as “independent” directors under s. 1.4 of NI 52-110, which says 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 be reasonably expected to interfere with the exercise of a director’s independent judgment.

Of the current Board, Glen Indra and Ken Ralfs are independent. Glen C. Macdonald is the only non-independent director as he is the President, Chief Executive Officer and Chief Financial Officer.

Directorships

The following table sets forth the current and nominee directors of the Company who currently serve as directors and/or officers of other reporting issuers:

Name of Director: Glen C. Macdonald

Name of Reporting Issuers: Blind Creek Resources Ltd. Firebird Resources Ltd., Jonpol Resources Inc., Leenlife Pharma International Inc., Nishal Capital Inc., Real Difference Capital Inc., Pistol Bay Mining Inc., Prime Minerals Corp., Glenmac Capital Inc., Ravensden Capital Inc., Starr Peak Exploration Ltd., Westminster Resources Ltd., Vinergy Resources Ltd., Savoy Ventures Inc., Golden Cariboo Resources Ltd.

Name of Director: Ken Ralfs

Name of Reporting Issuers: Firebird Resources Inc., Jonpol Resources Inc., Nishal Capital Inc., Prime Minerals Corp., Glenmac Capital Inc., Ravensden Capital Inc., Real Difference Capital Inc, Savoy Ventures Inc.

Name of Director: Glen Indra

Name of Reporting Issuers: Columbus Energy Ltd., Savoy Ventures Inc., Vinergy Resources Ltd., Westminster Resources Ltd.

Orientation and Continuing Education

The Company has not yet developed an official orientation or training program for directors. If and when new directors are added, however, they have the opportunity to become familiar with the Company by meeting with other directors and with officers and employees of the Company. As each director has a different skill set and professional background, orientation and training activities are and will continue to be tailored to the particular needs and experience of each director. Directors are also encouraged and given the opportunity for continuing education.

Ethical Business Conduct

The Board has adopted a written code of ethics for its directors, officers, employees and consultants. In recruiting new board members, the Board considers only persons with a demonstrated record of ethical business conduct.

Nomination of Directors

The Nominating and Corporate Governance Committee is charged with the responsibility of identifying new candidates for board nominations, including setting up a procedure for identifying new candidates.

Compensation

The Company does not have a compensation committee. The Board is responsible for determining compensation. In considering the compensation of its officers, the Board considers how it can best balance the interests of the Company's shareholders and provide competitive compensation to attract and retain officers who will contribute to the success of the Company. All employment, consulting or other compensation arrangements between the Company or any of its subsidiaries and the Company's directors or senior officers are considered and approved by independent directors.

Other Board Committees

The Company does not have any standing committees other than the Audit Committee and the Nominating and Corporate Governance Committee. For details on the Audit Committee please refer to the "Audit Committee" section.

Assessments

The Nominating and Corporate Governance Committee is charged with the responsibility of satisfying itself that the Board, its committees and individual directors are performing effectively.

STATEMENT OF EXECUTIVE COMPENSATION

Named Executive Officer

In this section "Named Executive Officer" (an "NEO") means the Chief Executive Officer (the "CEO"), the Chief Financial Officer (the "CFO") and each of the three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed financial year and whose total compensation was more than \$150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an executive officer of the Company at the end of the most recently completed financial year.

For the year ended March 31, 2017, the Company's Named Executive Officers were: Glen C. Macdonald, President, CEO and CFO.

For the year ended March 31, 2016, the Company's Named Executive Officers were: Glen C. Macdonald, President, CEO and CFO.

Long Term Incentives and Stock Option Plan

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 set 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 an ownership position in the Company. The Board ultimately decides the number of options to be granted to each NEO. In making this decision, the Board take into account the Company's contractual obligations, the Company's budget and financial strength, and the award history for all participants in the stock option plan. The allocation of stock options is regarded as an important element to attract and retain NEOs for the long term and to align their interests with the interests of shareholders.

The Company does not have a share-based award incentive plan.

Option-based Awards

The Company has a share option plan in place, which was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. Management proposes option grants to the Board based on criteria such as performance, previous grants, and hiring incentives. All grants require approval of the Board. The share option plan is administered by the CEO and CFO of the Company and provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company.

Actions, Decisions or Policies Made After March 31, 2017

None.

Given the evolving nature of the Company's business, the Board continues to review and redesign the overall compensation plan for senior management so as to continue to address the objectives identified above.

Summary Compensation Table

The compensation paid to the NEOs during the Company's three most recently completed financial years ended March 31, 2015, 2016 and 2017 is as set out below and expressed in Canadian dollars unless otherwise noted:

Name and Principal Position	Year Ended	Salary (\$)	Share-based awards (\$)	Option-based awards (\$) ¹	Non-equity incentive plan compensation (\$)		Pension value (\$)	All Other Compensation (\$)	Total (\$)
					Annual incentive plans	Long term incentive plans			
Glen C. Macdonald President and CEO	2016	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Nil
	2015	N/A	N/A	N/A	N/A	N/A	N/A	N/A	Nil
Glen C. Macdonald CFO	2016	N/A	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	N/A	Nil	Nil	Nil	Nil	Nil	Nil	Nil

1. The option-based awards dollar value was calculated using a Black-Scholes model, which included assumptions for risk-free interest rates, dividend yields, volatility of the expected market price of the Company's common shares and the expected life of the options.

Incentive Plan Awards

Outstanding Option-based Awards

The following table sets out all option-based awards and share-based awards outstanding as at the financial years ended March 31, 2017 and 2016, for each NEO:

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ¹
Glen C. Macdonald President and CEO	Nil	N/A	N/A	N/A
Glen C. Macdonald Chief Financial Officer	Nil	N/A	N/A	N/A

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out the value vested or earned under incentive plans during the years ended March 31, 2017 and 2016, for each NEO:

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Glen C. Macdonald President and CEO	Nil	Nil	Nil
Glen C. Macdonald CFO	Nil	Nil	Nil

See *Securities Authorized under Equity Compensation Plans* for further information on the Company's Stock Option Plan.

Pension Plan Benefits

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

Termination and Change of Control Benefits

The Company does not have any compensatory plan(s), contract(s) or arrangement(s) with respect to the resignation, retirement or any other termination of the Named Executive Officer's employment, a change of control of the Company or any of its subsidiaries or a change in the Named Executive Officer's responsibilities following a change in control.

Director Compensation

The following table sets out, for each director that is not an NEO, compensation earned for the fiscal years ended March 31, 2017 and 2016.

Name	Fees earned (\$)⁽¹⁾	Share-based awards (\$)	Option-based Awards⁽²⁾ (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Ken Ralfs⁽³⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Glen Indra⁽⁴⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil

1. The fees earned are directors' fees.
2. The option-based awards dollar value was calculated using a Black-Scholes model, which included assumptions for risk-free interest rates, dividend yields, volatility of the expected market price of the Company's common shares and the expected life of the options.
3. Mr. Ralfs was appointed to the Board on July 22, 2014.
4. Mr. Indra was appointed to the Board on April 17, 2015.

Directors of the Company are reimbursed for any out-of-pocket expenses incurred, in the course of their duties as directors.

From time to time, directors may be retained as consultants or experts to provide specific services to the Company and will be compensated on a normal commercial basis for such services.

The Company's management functions are substantially performed by the Company's directors or senior officers (or private companies controlled by them, either directly or indirectly) and not by any other person with whom the Company has contracted.

The Company's management functions are substantially performed by the Company's directors or senior officers (or private companies controlled by them, either directly or indirectly) and not by any other person with whom the Company has contracted.

The following table sets out all option-based awards and share-based awards outstanding as at March 31, 2017 and for 2016, for a director who was not an NEO for the Company's most recently completed financial years of March 31, 2017 and 2016 is:

Name	Option-based Awards			Value of unexercised in-the-money options (\$) ¹
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	
Ken Ralfs ⁽²⁾	Nil	N/A	N/A	Nil
Glen Indra ⁽³⁾	Nil	N/A	N/A	Nil

1. Mr. Ralfs was appointed to the Board on July 22, 2014.
2. Mr. Indra was appointed to the Board on April 17, 2015

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 March 31, 2017:

Equity Compensation Plan Information

	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) ¹
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders - (the Plan) ⁽¹⁾	Nil	N/A	2,633,333
Equity compensation plans not approved by securityholders	Nil	N/A	Nil
Total	Nil	N/A	2,633,333

- (1) As at September 27, 2017, there were no options outstanding. 2,633,333 options remained available for issuance under the Company's rolling 10% stock option plan.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company as of the end of the most recently completed financial year or as at the date hereof.

FINANCIAL STATEMENTS

The audited consolidated financial statements of the Company for the fiscal years ended March 31, 2016 and March 31, 2017, with related management's discussion and analyses and the report of the auditor over the periods, will be tabled at the Meeting and will be available at the Meeting. These documents are also available on the Company's SEDAR website at www.sedar.com.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

This Information Circular, including the disclosure below, briefly describes (and, where practicable, states the approximate amount) any material interest, direct or indirect, of any informed person of the Company, any proposed director of the Company, or any associate or affiliate of any informed person or proposed director, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

Other than as disclosed herein or in the Financial Statements, no informed person of the Company, or any proposed director of the Company, or any associate or affiliate of any informed person or proposed director has any material interest, direct or indirect, in any transaction since the commencement of our most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries. An "informed person" means a director or executive officer of a reporting issuer; a director or executive officer of a person or company that is itself an informed person or subsidiary of a reporting issuer; any person or company who beneficially owns, directly or indirectly, voting shares of a reporting issuer or who exercises control or direction over shares of the reporting issuer or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the reporting issuer; and a reporting issuer that has purchased, redeemed or otherwise acquired any of its securities, for so long as it hold any of its securities.

MANAGEMENT CONTRACTS

The Company's management functions are substantially performed by the Company's directors or senior officers (or private companies controlled by them, either directly or indirectly) and not by any other person with whom the Company has contracted.

ADDITIONAL INFORMATION

Additional information relating to the Company is included in the Company's audited financial statements for the years ended March 31, 2017 and 2016, the auditor's report on the financial statements and related management discussion and analysis which are filed on SEDAR (www.sedar.com). Copies of the Company's most current interim financial statements and related management discussion and analysis, and additional information may be obtained from www.sedar.com and upon request from the Company by telephone at (604) 719-8129.

OTHER MATTERS

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this Circular.

The contents of this Circular and its distribution to shareholders have been approved by the Board.

DATED at Vancouver, British Columbia, this 27th day of September, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

"Glen C. Macdonald"
Glen C. Macdonald
President & Chief Executive
Officer