SILVER SPRUCE RESOURCES INC.

2017

ANNUAL

GENERAL MEETING

Notice of Annual General and Special Meeting of Shareholders

Information Circular

Place: Future Inns
30 Fairfax Drive
Halifax NS B3S 1Y1
"The Cedar Room"

Time: 11:00 AM

Date: Aug 15, 2017

SILVER SPRUCE RESOURCES INC.

CORPORATE DATA

Head Office

Suite 312, 197 Dufferin Street
Bridgewater, Nova Scotia B4V 2G9

Board of Directors

Brian Penney
Karl Boltz
Gordon Barnhill
Art Brown
Greg Davison

Officers

Brian Penney, Chairman
Karl Boltz, President and CEO
Gordon Barnhill, CFO, VP Corporate Affairs

Auditor

McGovern, Hurley, Cunningham, LLP
Chartered Accountants
2005 Sheppard Avenue East, Suite 300 Toronto, Ontario, M2J 5B4

Registrar and Transfer Agent

CST Trust Company.
600 The Dome Tower
333 - 7th Avenue SW
Calgary, Alberta, T2P 2Z1

Stock Exchange Listing

TSX Venture Exchange
Symbol "SSE"

SILVER SPRUCE RESOURCES INC.

NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of the shareholders (the "Meeting") of **SILVER SPRUCE RESOURCES INC.** (the "Corporation") will be held at the Future Inns, "The Cedar Room" 30 Fairfax Drive, Halifax Nova Scotia on Tuesday , August 15,, 2017, at 11:00 AM., for the following purposes:

1. Fix the number of directors at five
2. Elect five directors for the ensuing year
3. Re-appoint McGovern Hurley, Cunningham as auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration.
4. To amend the Corporation's existing stock option plan by increasing the amount of stock options available for allotment pursuant to such stock option plan
5. Approve, ratify and confirm all acts, contracts, proceedings, appointments and payments of money by the directors of the Company
6 Transact such further or other business as may come properly before the meeting or any adjournments thereof.

Accompanying this notice of meeting (the "Notice") is information circular, a form of proxy, and a financial statement request form. The accompanying information circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

Shareholders are entitled to vote at the Meeting either in person or by proxy. Those who are unable to attend the Meeting are requested to read, complete, sign and mail the enclosed form of proxy in accordance with the instructions set out in the form of proxy and in the information circular accompanying this Notice. Please advise the Corporation of any change in your mailing address.

Only holders of common shares of record at the close of business on July 11, 2017 will be entitled to vote at the Meeting.

DATED at Bridgewater, Nova Scotia, this July 11, 2017.

BY ORDER OF THE BOARD OF DIRECTORS
Signed: Brian Penney
Chair of the Board

SILVER SPRUCE RESOURCES INC.
Suite 312, 197 Dufferin Street
Bridgewater, Nova Scotia B4V 2G9
Telephone: 902.527.5700
Fax: 902.527.5711

INFORMATION CIRCULAR

(containing information as at July 11, 2017 unless otherwise noted)

PERSONS MAKING THE SOLICITATION

THIS INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION OF PROXIES BEING MADE BY THE MANAGEMENT OF SILVER SPRUCE RESOURCES INC. (THE "CORPORATION") FOR USE AT THE ANNUAL GENERAL AND SPECIAL MEETING OF THE CORPORATION'S SHAREHOLDERS (THE "MEETING") TO BE HELD ON Tuesday August 15, 2017 AT THE TIME AND PLACE AND FOR THE PURPOSES SET FORTH IN THE ACCOMPANYING NOTICE OF MEETING. While it is expected that the solicitation will be made primarily by mail, proxies may be solicited personally or by telephone by directors, officers and employees of the Corporation.

All costs of this solicitation will be borne by the Corporation.

APPOINTMENT AND REVOCATION OF PROXIES

The individuals named in the accompanying form of proxy are directors or officers of the Corporation. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR THE SHAREHOLDER AND ON THE SHAREHOLDER'S BEHALF AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY INSERTING SUCH PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY AND STRIKING OUT THE TWO PRINTED NAMES, OR BY COMPLETING ANOTHER 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 an 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 the registrar and transfer agent of the Corporation at Proxy Dept., CST Trust Company ,PO Box 721, Agincourt, Ontario, M1S OA1or by email to proxy@canstockta.com, or by facsimile to 416.368.2502 (Toll Free: 1.866.781.3111), at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or any adjournment thereof, or with the Chairman of the Meeting prior to the commencement of the Meeting.
A shareholder who has given a proxy may revoke it by an instrument in writing executed by the shareholder or by the shareholder's attorney authorized in writing or, if the shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered either to the head office of the Corporation, at Suite 312, 197 Dufferin Street, Bridgewater, Nova Scotia, B4V 2G9, at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof, or to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

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 herein as "Beneficial Shareholders") are advised that only proxies from shareholders of record can be recognized and voted at the Meeting. Beneficial Shareholders who complete and return an instrument of proxy must indicate thereon the person (usually a brokerage house) who holds their shares as a registered shareholder. Every intermediary (broker) has its own mailing procedure, and provides its own return instructions, which should be carefully followed. The instrument of proxy supplied to Beneficial Shareholders is identical to that provided to registered shareholders. However, its purpose is limited to instructing the registered shareholder how to vote on behalf of the Beneficial Shareholder.

If common shares are listed in an account statement provided to a shareholder by a broker, then in almost all such cases those shares will not be registered in such shareholder's name on the records of the Corporation. Such shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, it is common for the vast majority of such shares to be registered in the name of CDS & Co. (CDS Clearing and Depository Services Inc., which company acts as nominee and custodian for many Canadian brokerage firms). Common shares 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 shares for their clients. The directors and officers of the Corporation do not know for whose benefit the common shares registered in the name of CDS & Co. are held.

In accordance with National Instrument 54-101 of the Canadian Securities Administrators, the Corporation has distributed copies of the Notice of Meeting, this information circular and the proxy to the clearing agencies and intermediaries for onward distribution to non-registered shareholders. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings unless the Beneficial Shareholders have waived the right to receive the Meeting materials. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their common shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided by the Corporation 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 such a form 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. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communication Solutions ("Broadridge"). Broadridge typically provides a machine readable voting instruction form and mails that form to the Beneficial Shareholders and asks Beneficial Shareholders to return the proxy form to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of common shares to be represented at the Meeting. A Beneficial Shareholder receiving a proxy from Broadridge cannot use that proxy to vote common shares directly at the Meeting, rather, the proxy must be returned to Broadridge well in

advance of the Meeting in order to have the common shares voted. All references to shareholders in this information circular and the accompanying form of proxy and Notice of Meeting are to shareholders of record unless specifically stated otherwise.

EXERCISE OF DISCRETION

If the instructions in a proxy are certain, the shares represented thereby will be voted on any poll by the persons named in the proxy and, where a choice with respect to any matter to be acted upon has been specified in the proxy, the shares represented thereby will, on a poll, be voted or withheld from voting in accordance with the specifications so made.

The enclosed form of proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the persons appointed proxyholders thereunder to vote with respect to any amendments or variations of matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the time of the printing of this information circular, the management of the Corporation knows of no such amendment, variation or other matter which may be presented to the Meeting.

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

Other than as disclosed elsewhere in this information circular, none of the directors or senior officers of the Corporation, no proposed nominee for election as a director of the Corporation, none of the persons who have been directors or senior officers of the Corporation since the commencement of the Corporation's last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Corporation is authorized to issue an unlimited number of common shares without par value. As at the date hereof, the Corporation has issued and outstanding 46,189,571 fully paid and non-assessable common shares without par value, each share carrying the right to one vote. Any shareholder of record at the close of business on July 11, 2017, who either personally attends the Meeting or who has completed and delivered a proxy in the appropriate manner, shall be entitled to vote or to have such shareholder's shares voted at the Meeting.

The by-laws of the Corporation provide that a quorum for the transaction of business at a meeting of shareholders is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 10% of the issued shares entitled to be voted at the Meeting.

Common Shares of the Corporation:

Subject to the provisions of the *Business Corporations Act* (Alberta), the holders of the Corporation's common shares are entitled to: (i) one vote for each share held of record on all matters submitted to a vote of the shareholders of the Corporation; (ii) subject to any preference in favor of the holders of preferred shares ranking in priority to the common shares for payment of dividends, participate equally and to receive any and all such dividends as may be declared by the directors of the Corporation out of funds legally available; and (iii) subject to any preference in favor of the holders of preferred shares ranking in priority to the common shares for distribution of amounts, participate pro rata in any distribution of assets available for distribution upon liquidation of the Corporation. Shareholders of the Corporation have no pre-emptive rights to acquire additional common shares or any other securities. The common shares of the Corporation are not subject to redemption and carry no subscription or conversion rights. All outstanding common shares of the Corporation are fully paid and non-assessable.

Non-voting Preference Shares of the Corporation:

Preference shares of the Corporation may be issued from time to time in one or more series as may be determined by the Board. The relative rights of each such series and the qualifications, limitations and restrictions shall be established by the directors. There are currently no non-voting preference shares issued and outstanding.

Warrants:
The Corporation completed one private placement a non flow thru placement for the most recently completed financial year pursuant to which it granted warrants to purchase common shares of the Corporation as detailed below:

Grantee	Number of warrants acquired	Expiry date of warrants
NFT Placees- April 20, 2016	2,738,633	NFT Placees- April 20, 2018
NFT Placees- August 12, 2016	8,457,770	NFT Placees- August 12, 2018

For the recently completed financial year, there remain 14,001,401 warrants issued, but unexercised.

Stock Options:

The Board of Directors may from time to time allocate non-transferable options to purchase common shares of the Corporation to directors, officers, employees and consultants of the Corporation and its subsidiaries.

To the best of knowledge of the directors and senior officers of the Corporation there are no directors, officers, promoters and shareholders beneficially owning, directly or indirectly, common shares carrying more than 10% of the voting rights of the outstanding common shares of the Corporation, or who may own 10% of the issued and outstanding shares on a diluted basis, other than as disclosed herein.

For the 2016 completed financial year end, there were a total of 2,900,000 issued and outstanding options, of which 2,900,000 were granted for 2016 financial year end to officers, directors, employees and consultants of the Corporation.

Principal Holders of Voting Securities:
At the time of the 2016 year end, as a group, the officers and directors of the Corporation owned common shares (12.26%) and own and have rights to acquire an additional 3,600,000 common shares (9%) on a partially diluted basis.

ELECTION OF DIRECTORS

The Board of Directors (the "Board") of the Corporation presented of five (5) directors in 2016. The persons named below held office was appointed, in accordance with the by-laws of the Corporation or within the provisions of the *Business Corporations Act* (Alberta) unless this office is vacated and a successor appointed or elected in accordance with the by-laws of the Corporation or within the provisions of the *Business Corporations Act* (Alberta).

The following table sets out the names of the directors, the country in which each is ordinarily resident, all offices of the Corporation now held by each of them, if any, their principal occupations, or employments during the past five years if such nominee is not presently an elected director, the period of time each has been a director of the Corporation, and the number of common shares of the Corporation beneficially owned by each, directly or indirectly, or over which control or direction is exercised, as of 2016.

Name, Province, Country of Residence, Positions(s) with the Corporation	Principal Occupation for the Last Five Years	Date(s) Served as a Director of the Corporation	Common Shares Held(1)
Dr. Brian Penney Canada, Chairman	Dr. Penney has extensive experience in guiding early stage companies, both as CEO and Chairman. Recent positions include Chairman and CEO of CarteNav Solutions Inc, which was acquired in 2016; founding CEO of TARA a Halifax based Telecoms R&D firm, Chairman and CEO of Abridean Inc in Halifax; Chairman of Intertainment Media Inc, a TSX-V public company in Toronto; CEO and Chairman of e-djuster Inc in Ottawa. He has been a board member of several government and academic-industry boards as well, including the Communications Research Centre and CANARIE. Earlier in his career he held various research and academic positions in physics and in computing science and worked as a software engineer, system architect and development manager at Bell Northern Research and other companies in the telecommunications industry. Brian holds a Ph.D. in high energy nuclear physics from Imperial College of Science & Technology, University of London and is a professional engineer.	June 26, 2015	2,610,000
Karl Boltz President & CEO USA	Natural resources consultant with 15+ years working with public and private companies in Mexico-project acquisition, funding, market development and project management. Fluent in Spanish. Co-founding President, CEO and Director of EXMIN Resources Inc (now Sierra Metals)	November 1, 2016	125,000
Gordon Barnhill Canada, CFO	Gordon Barnhill joined Silver Spruce in 2003, leaving his position as President of a management consultancy focusing on capital research, business evaluations, and deal structuring and investment strategy. Prior to his role as a consultant, Gordon worked for 25-years with Canada's largest banking institution ending this portion of his careers in the position of senior commercial lending officer.	July 2003	973,750
Art Brown Canada, Director	Mr. Art Brown has over 30 years of business experience. Initially involved as a sales agent and later as owner operator of business technology and computer systems enterprises, this experience prepared him well his first public company directorship some 25 years ago. Mr. Brown has served as on the board of directors of eight companies in total, ranging from technology to mineral exploration and oil and gas. He is currently Chairman of Maxim Resources Inc, a TSX--Venture traded junior oil and gas explorer and producer. His experience and knowledge of the resources necessary to make a public company successful has resulted in many successful financings for the various companies he has been involved with.	June 26, 2015	1,151,133

Greg Davison MSc, PGeo **Canada, Director**	Mr. Davison is a professional consulting exploration geologist, project manager and ore mineralogist with thirty-nine years of practical field, commercial laboratory and management experience from diverse geological settings in more than forty countries. Mr. Davison has VMS expertise from exploration targeting through ore mineralogy and process development. Greg graduated with an MSc in Geological Sciences from Brock University and an Honours BSc in Geology from Dalhousie University, and is a professional geologist (P.Geo.) licensed with the Association of Professional Geoscientists of Ontario and the Association of Professional Engineers & Geoscientists of British Columbia.	May 11, 2017	nil

The information as to country of residence, principal occupation and number of shares beneficially owned by the nominees (directly or indirectly or over which control or direction is exercised) is not within the knowledge of the management of the Corporation and has been furnished by the respective nominees

Notes:

(1) These figures do not include shares that may be acquired on the exercise of any warrants or stock options held.

(2) Brian Penney, Karl Boltz and Art Brown are members of the Audit Committee. Mr. Penney is the chairman of this committee.

(3) With the recent change of directors the HR, Compensation and Corporate Governance Committee have yet to be set.

The Board does not contemplate that any of its nominees will be unable to serve as a director. If any vacancies occur in the slate of nominees listed above before the Meeting, then the proxyholders named in the accompanying form of proxy intend to exercise discretionary authority to vote the shares represented by proxy for the election of any other persons as directors.

CORPORATE CEASE TRADE ORDERS AND BANKRUPTCIES

No proposed director of the Corporation is, or within the ten years prior to the date of this information circular has been, a director or executive officer of any company that, while that person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, 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 has been 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 that company.

No proposed director of the Corporation is, or has been, within ten years prior to the date of this information circular, a director or executive officer of any company that, while that person was acting in that capacity was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade order or similar order or an order that denied the relevant company access to an exemption under securities legislation, for a period of more than 30 consecutive days.

Personal Bankruptcies

No proposed director of the Corporation has, within the ten years prior to the financial year ending 2014 become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his assets.

EXECUTIVE COMPENSATION

Set out below are particulars of compensation paid to the following persons (the "Named Executive Officers"):

(a) the Corporation's chief executive officer ("CEO");

(b) the Corporation's chairman (Chairman)

(c) the Corporation's chief financial officer ("CFO");

(d) each of the Corporation's 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 salary and bonus exceeds $150,000 per year; and

(e) any additional individuals for whom disclosure would have been provided under (c) but for the fact that the individual was not serving as an officer of the Corporation at the end of the most recently completed financial year.

During the financial year end 2016, the Corporation had three Named Executive Officers. Brian Penney –Chairman, Karl Boltz - President & CEO of the Corporation and Gordon Barnhill is the VP Corporate Affairs, CFO & Secretary of the Corporation.

COMPENSATION DISCUSSION AND ANALYSIS

In assessing the compensation of its executive officers, the Corporation does not have in place any formal objectives, criteria or analysis; instead, it relies mainly on its Board of Directors. The Corporation's executive compensation program has three principal components: base salary, incentive bonus plan and stock options.

Base salaries for all employees of the Corporation are established for each position through comparative salary surveys of similar type and size companies. Both individual and corporate performances are also taken into account.

Incentive bonuses, in the form of cash payments, are designed to add a variable component of compensation based on corporate and individual performances for executive officers and employees. No bonuses were paid to executive officers and employees during the most recently completed financial year.

The Corporation has no other forms of compensation, although payments may be made from time to time to individuals or companies they control for the provision of consulting services. Such consulting services are paid for by the Corporation at competitive industry rates for work of a similar nature by reputable arm's length services providers.

Option-Based Awards

Stock options are granted to provide an incentive to the directors, officers, employees and consultants of the Corporation to achieve the longer-term objectives of the Corporation; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Corporation; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Corporation. The Corporation awards stock options to its executive officers based upon the recommendation of the Board of Directors, which recommendation is based upon the Board's review of a proposal from the Chief Executive Officer. Previous grants of incentive stock options are taken into account when considering new grants. Implementation of a new incentive stock option plan and amendments to the existing stock option plan are the responsibility of the Corporation's Board of Directors.

SUMMARY OF COMPENSATION

The following table is a summary of compensation paid to the Named Executive Officers for the Corporation's most recently completed financial year.

Name and Principal Position	Year	Salary(1)	Share-based awards	Option-based awards(2)	Non-equity incentive plan compensation		Pension value	All Other Compensation	Total Compensation
					Annual incentive plan	Long term incentive plan			
Karl Boltz *President & CEO*	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil	$80,430
Gordon Barnhill *CFO*	2014	Nil	Nil	Nil	Nil	Nil	Nil	$87,708	$87,708
	2015	Nil	Nil	Nil	Nil	Nil	Nil	$12,000	$12,000
	2016	Nil	Nil	Nil	Nil	Nil	Nil	$18,004	$18,004
Brian Penney *Chairman*	2016	Nil	Nil	Nil	Nil	Nil	Nil	$32,000	$32,000

Brian Penney, Gordon Barnhill and Karl Boltz are each paid consultant's fees, either directly or through a corporation controlled by the respective party, and were not employees of the Corporation.

INCENTIVE PLAN AWARDS

Outstanding share-based awards and option-based awards

During the most recently completed financial year, the following incentive stock options were granted to the Named Executive Officers. No share-based awards were granted during this period.

Name	Number of securities underlying unexercised options (#)	Option exercise price	Option expiration date	Value of Un-exercised in-the-money options
Karl Boltz	300,000	$0.15	October 3, 2019	Nil

Brian Penney Gordon Barnhill	600,000 300,000	$0.15 $0.15	October 3, 2019 October 3, 2019	Nil Nil

Incentive Plan Awards – Value Vested or Earned During the Recently Completed Financial Year

The following table sets forth the value vested or earned during the year of option-based awards, share-based awards and non-equity incentive plan compensation paid to Named Executive Officers during the most recently completed financial year. The aggregate value of the option based awards vested during the year is based on the Black-Scholes Option Pricing Model.

Name	Option-based awards – Value vested during the recently completed financial year	Non-equity incentive plan compensation – Value earned during the year
Karl Boltz	Nil	Nil
Gordon Barnhill Brian Penney	Nil Nil	Nil Nil

DIRECTOR COMPENSATION

Director Compensation Table

The following table sets forth the value of all compensation provided to directors, not including those directors who are also Named Executive Officers, for the Corporation's most recently completed financial year.

Name	Fees earned	Option-based awards – Value vested during the year (1)	All other compensation	Total compensation
Brad Donovan	Nil	Nil	Nil	Nil
Art Brown	Nil	Nil	Nil	Nil

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth the options granted to the directors of the Corporation, not including those directors who are also Named Executive Officers, to purchase or acquire securities of the Corporation outstanding at the end of the most recently completed financial year.

Name	Number of securities underlying unexercised options (#)	Option exercise price	Option Expiration Date	Value of unexercised in-the money options
Brad Donovan	100,000	$0.15	October 3, 2019	Nil
Art Brown	300,000	$0.15	October 3, 2019	Nil

Incentive Plan Awards – Value Vested or Earned During the Recently Completed Financial Year

The following table sets forth the value vested or earned during the year of option-based awards and non-equity incentive plan compensation paid to the directors of the Corporation, not including those directors who are also Named Executive Officers, during the most recently completed financial year. The aggregate value of the option based awards vested during the year is based on the difference between the Corporation share price on the vesting day of any options that vested during 2015 and the exercise price of the options.

Name	Option-based awards – Value vested during the year	Non-equity incentive plan compensation – value earned during the year
Brad Donovan	Nil	Nil
Art Brown	Nil	Nil

EQUITY COMPENSATION INFORMATION

The following table sets out particulars of the compensation plans and individual compensation arrangements under which equity securities of the Corporation are authorized for issuance as of October 31, 2016:

	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**
Plan Category	*(a)*	*(b)*	*(c)*
Equity compensation plans approved by security holders (Options)	Nil	N/A	N/A
Equity compensation plans not approved by security holders	Nil	N/A	N/A
Total	Nil		3,702,156

INDEBTEDNESS OF DIRECTORS, EXECUTIVE AND SENIOR OFFICERS

As of the2016 completed financial year, no current or former director, executive officer or employee of the Corporation, or of any of its subsidiaries, had been indebted to the Corporation or to any of its subsidiaries, nor has any such individuals been indebted to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth elsewhere in this information circular, no informed person of the Corporation, no proposed nominee for election as a director of the Corporation and no associate or affiliate of any such informed person or proposed nominee has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction that, in either case, has materially affected or would materially affect the Corporation or any of its subsidiaries.

APPOINTMENT AND REMUNERATION OF AUDITOR

The persons named in the accompanying proxy intend to vote for the appointment of McGovern, Hurley, Cunningham, LLP, Chartered Accountants, as auditor of the Corporation and to authorize the directors to fix their remuneration.

AUDIT COMMITTEE

The Corporation must, pursuant to the provisions of Multilateral Instrument 52-110 *Audit Committees* ("MI 52-110"), which came into force on March 30, 2004, as amended June 30, 2005, have a written charter which sets out the duties and responsibilities of its Audit Committee.

The Corporation's Audit Committee as of October 31, 2016 comprised of three directors Karl Boltz, Art Brown, and Brian Penney as defined in MI 52-110, Brian Penney and Art Brown are "independent" members of the Audit Committee. Also as defined in MI 52-110, all of the Audit Committee members are "financially literate".

Relevant Education and Experience

Brian Penney and Art Brown are each experienced in complementary ways in financial presentation and public company financial considerations. .

Audit Committee Oversight

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

Reliance on Certain Exemptions

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

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

Pre-Approval Policies and Procedures

The Audit Committee will pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by the Corporation's external auditor, however the Audit Committee has not adopted specific policies and procedures for such approval.

External Auditor Service Fees (By Category)

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

Financial year ending	Audit fees(1)	Audit related fees	Tax fees	All other fees
October 31, 2015	$20,000	Nil	Nil	Nil
October 31, 2016	$20,000	Nil	Nil	Nil

CORPORATE GOVERNANCE

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101 "), the Corporation must disclose its approach to corporate governance which is as follows:

Board of Directors

The Board of Directors currently (2017) consists of five directors: Gordon Barnhill, Karl Boltz, Brian Penney, Art Brown and .Greg Davison. Art Brown and Greg Davison are independent directors as defined in NI 58-101 and NI 52-110. Executive officers are deemed to be not independent of the Corporation. Karl Boltz, as President & CEO, Brian Penney, as Chairman, and Gordon Barnhill as VP Corporate Affairs, CFO & Secretary of the Corporation are all executive officers and are therefore not independent.

For the 2016 completed financial year, the Board formally convened for 8 meetings. Gordon Barnhill and Brian Penney, - attended all meetings, Art Brown and Brad Donovan attended 4 meetings- Karl Boltz joined the board in November 2016. It was the Board's general policy to convene formal board meetings periodically on an *ad hoc* basis during the year on an as needed basis to review and discuss the Corporation's business activities, and to consider and if thought fit, to approve matters presented to the Board for approval, and to provide guidance to management. In addition, management informally provides updates to the Board at least once per quarter between formal Board meetings. In general, management consults with the Board when deemed appropriate to keep the Board informed regarding the Corporation's affairs.

The Board facilitates the exercise of independent supervision over management through these various meetings. In 2016, the board had an audit committee in place in addition to the Audit Committee, the Board will appoint a HR, Compensation and Corporate Governance Committee and a Health & Safety Committee., When necessary, the Board will strike a special committee of independent directors to deal with matters requiring independence. The composition of the Board is such that the independent directors have significant experience in business affairs. As a result, these Board members are able to provide significant and valuable independent supervision over management.

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

Directorships

The directors of the Corporation that are also directors of other reporting issuers for the financial year end 2015 were as follows:

Director of the reporting issuer	Reporting Issuer	Positions held other than as a director with the reporting issuer	Market traded on
Art Brown	Astorius Resources Ltd Alba Minerals Ltd Noram Ventures Inc	Director Director Director	TSX –V TSX-V TSX-V

Orientation and Continuing Education

At present, the Corporation does not provide a formal orientation and education program for new directors. Prior to joining the Board, potential Board members are encouraged to meet with management and inform themselves regarding management and the Corporation's affairs. The Corporation currently has no specific policy regarding continuing education for directors, and requests for education are encouraged, and dealt with on an ad hoc basis.

Ethical Business Conduct

The primary step taken by the Corporation to encourage and promote a culture of ethical business conduct is to conduct appropriate due diligence on proposed directors, and ensure that proposed directors are of the highest ethical standards. The Board also has adopted written code of business conduct and corporate governance.

Nomination of Directors

Once a decision has been made to add or replace a director, the task of identifying new candidates falls to the Board and management. Proposals are put forth by the Board and management and considered and discussed. If a candidate looks promising, the Board and management will conduct due diligence on the candidate, including interviewing the candidate, and if the results are satisfactory, the candidate is invited to join the Board.

Compensation

Compensation for Board members will be determined by the HR, Compensation and Corporate Governance Committee and in accordance with industry norms and with reference to each individual director's level of involvement with the Corporation.

Board Committees

Presently the board has an audit committee in place and will be appointing a HR, Compensation and Corporate Governance Committee and a Health and Safety Committee.

Assessments

At present, the Board does not have a formal process for assessing the effectiveness of the Board, its committees and whether individual directors are performing effectively. These matters are dealt with on a case by case basis at the Board level.

APPROVAL AND RATIFICATION OF ACTS OF DIRECTORS

Management of the Corporation proposes that the shareholders ratify, approve and confirm the actions, deeds and conduct of the directors and officers taken on behalf of the Corporation since the last annual general meeting. Accordingly, shareholders will be asked to consider and approve the following resolutions, with or without modification:

"RESOLVED, as an Ordinary Resolution, that:
(a) notwithstanding (i) any failure to properly convene, proceed with, or record any meeting of the Board of Directors of the Corporation for any reason whatsoever, including, without limitation, the failure to properly waive or give notice of a meeting, hold a meeting in accordance with a notice of a meeting, have a quorum present at a meeting, sign the minutes of a meeting or sign a ballot electing a slate of directors; or (ii) any failure to pass any resolution of the directors or shareholders of the Corporation or any by-laws of the Corporation for any reason whatsoever, all approvals, appointments, elections, resolutions, contracts, acts and proceedings enacted, passed, made done or taken since the last annual general meeting as set forth in the minutes of the meetings, or resolutions of the Board of Directors or shareholders of the Corporation or other documents contained in the minutes book and record book of the Corporation, or in the financial statements of the Corporation, and all action heretofore taken in reliance upon the validity of such minutes, documents and financial statements, are hereby sanctioned, ratified, confirmed and approved; and
(b) without limiting the generality of the foregoing, all resolutions, contracts, acts and proceedings of the Board of Directors of the Corporation enacted, made, done or taken since the last annual general meeting as set forth or referred to in the minutes and record books of the Corporation or in the financial statements of the Corporation, are hereby approved, ratified and confirmed;"
(c) Appointment of aforementioned Directors of the Corporation.

EXISTING STOCK OPTION PLAN

Management of the Corporation originally received shareholder approval for its current stock option plan on April 20, 2009 (the "**Original Plan**"). The number of common shares reserved for issuance pursuant to the Original Plan was twenty percent of the issued and outstanding common shares of the Issuer. The Issuer, as of the record date hereof, has 39,620,816 issued and outstanding common shares and wishes to increase the amount issuable under the Original Plan to twenty percent of the current issued and outstanding stock, being 7,924,163 options reserved for issuance pursuant to the Original Plan. Accordingly, shareholders will be asked to consider and approve the following resolutions, with or without modification:

"RESOLVED, as an Ordinary Resolution, that:

(a) the existing stock options reserved for issuance under the Issuer's Original Plan be twenty percent of the issued and outstanding common shares of the Issuer as of the record date, being 7,924,163 options reserved for issuance; and

(b) any director or any officer of the Issuer be and is hereby authorized for and on behalf of and in the name of the Issuer to execute and deliver under the corporate seal of the Issuer or otherwise all such instruments, documents, directions, undertakings, certificates and writings and to perform and do all such other acts and things as may be considered necessary, desirable or useful in the discretion of the director or officer for the purpose of giving effect to the foregoing."

MANAGEMENT CONTRACTS

Management functions of the Corporation are substantially performed by directors or senior officers through third party contracts with companies under the control of senior officers Karl Boltz , Gordon Barnhill and Brian Penney of the Corporation and not, to any substantial degree, by any other person with whom the Corporation 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 Corporation can be found on the SEDAR website at www.sedar.com. Financial information concerning the Corporation, including the audited comparative financial statements and management's discussion and analysis for the most recently completed financial year can also be found on SEDAR. Shareholders may obtain a copy of the Corporation's audited comparative financial statements and management's discussion and analysis upon request to the Corporation by completing the attached Request for Financial Statements and returning it where indicated.

DATED this July 11, 2017

BY ORDER OF THE BOARD OF DIRECTORS

President and CEO