

**INFORMATION CIRCULAR**  
**for the**  
**ANNUAL GENERAL AND SPECIAL MEETING**  
**of**  
**BRS RESOURCES LTD.**  
**to be held on**  
**FRIDAY, MAY 13, 2016**

*This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this Information Circular, you should immediately contact your advisor.*

**BRS RESOURCES LTD.**  
Suite 575, 510 Burrard Street  
Vancouver, BC V6C 3A8

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE** is hereby given that the Annual General and Special Meeting (the “**Meeting**”) of the shareholders of **BRS RESOURCES LTD.** (the “**Company**”) will be held at the offices of Clark Wilson LLP, 900 885 West Georgia Street, Vancouver, BC, on Friday, May 13, 2016 at 8:30 am (Vancouver time) for the following purposes:

1. to place before the meeting, the audited financial statements of the Company for the financial year ended October 31, 2015, together with the auditor’s report thereon;
2. to appoint auditors for the Company for the financial year ending October 31, 2016;
3. to authorize the directors to fix the remuneration to be paid to the auditors for the financial year ending October 31, 2016;
4. to set the number of directors of the Company for the ensuing year at four (4);
5. to elect Byron Coulthard, Steven Moore, Michael Noonan and Christopher Haga as directors to hold office until the next annual meeting or as otherwise provided in the accompanying Information Circular; and
6. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The Company’s board of directors has fixed March 17, 2016 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, CST Trust Company, PO Box 721, Agincourt, ON M1S 0A1, Attn: Proxy Department, by mail, by facsimile at 1-866-781-3111 (toll free in North America) or 416-368-2502 or e-mailed to [proxy@canstockta.com](mailto:proxy@canstockta.com) at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of Ontario) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

**DATED** at Vancouver, BC, this 12th day of April, 2016.

**ON BEHALF OF THE BOARD OF DIRECTORS OF  
BRS RESOURCES LTD.**

*“Byron Coulthard”*

**BYRON COULTHARD**

President, Chief Executive Officer and Director

**BRS RESOURCES LTD.**  
Suite 575, 510 Burrard Street  
Vancouver, BC V6C 3A8

**INFORMATION CIRCULAR**  
**April 12, 2016**

**INTRODUCTION**

This information circular ("**Information Circular**") accompanies the notice of annual general and special meeting of shareholders (the "**Notice**") and is furnished to the shareholders (each a, "**Shareholder**") of common shares (each, a "**Share**") in the capital of BRS Resources Ltd. (the "**Company**") in connection with the solicitation of proxies by the management of the Company for use at the annual general and special meeting of the Shareholders (and any adjournment thereof) (the "**Meeting**") to be held on Friday, May 13, 2016 at 8:30 a.m. (Vancouver time) at the offices of Clark Wilson LLP, 900 885 West Georgia Street, Vancouver, BC, for the purposes set out in the accompanying Notice.

The date of this Information Circular is April 12, 2016. Unless otherwise stated, all amounts herein are in Canadian dollars.

**PROXIES**

**Management Solicitation**

The solicitation of proxies by management of the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation to any of the directors, officers and employees of the Company. The Company does not reimburse Shareholders, nominees or agents for costs incurred in obtaining from their principals authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers who are NOBOs (as defined below), and the Company will reimburse such brokers and nominees for their related out of pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

**Appointment of Proxy**

Registered Shareholders are entitled to vote at the Meeting. A Shareholder is entitled to one vote for each Share that such Shareholder holds on the record date of March 17, 2016 on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

The persons named as proxyholders (the "**Designated Persons**") in the enclosed form of proxy are directors and/or officers of the Company.

**A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING.**

**A SHAREHOLDER MAY EXERCISE THIS RIGHT BY STRIKING OUT THE PRINTED NAMES OF THE DESIGNATED PERSONS AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED ON THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE'S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER'S SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.**

In order to be voted, the completed form of proxy must be received by the Company's registrar and transfer agent, CST Trust Company (the "Transfer Agent") at PO Box 721 Agincourt, Ontario, Canada M1S 0A1, Attn: Proxy Department, by mail, facsimile at 1-866-781-3111 (toll free in North America) or 416-368-2502 or e-mailed to proxy@canstockta.com, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of Ontario) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof.

A proxy may not be valid unless it is dated and signed by the Shareholder who is giving it or by that Shareholder's attorney-in-fact duly authorized by that Shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual Shareholder or joint Shareholders or by an officer or attorney-in-fact for a corporate Shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the form of proxy.

#### **Revocation of Proxies**

A Shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that Shareholder or by that Shareholder's attorney-in-fact, authorized in writing, or, where the Shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Transfer Agent of the Company at PO Box 721 Agincourt, Ontario, Canada M1S 0A1, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a Shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

#### **Voting of Shares and Proxies and Exercise of Discretion by Designated Persons**

A Shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. If the Shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the Shares represented will be voted or withheld from the vote on

that matter accordingly. **The Shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.**

**IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY, INCLUDING FOR THE NOMINEES OF THE COMPANY'S BOARD OF DIRECTORS (THE "BOARD") FOR DIRECTORS AND AUDITOR.**

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters, which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the Shares on any matter, the Shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

#### **INFORMATION FOR BENEFICIAL SHAREHOLDERS**

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders are "non-registered" shareholders because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company. More particularly, a person is not a registered shareholder in respect of shares which are held on behalf of that person (the "**Non-Registered Holder**") but which are registered either: (a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators or self-administered RRSP's, RRIF's, RESPs and similar plans); or (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. or Cede & Co.) of which the Intermediary is a participant. In accordance with the requirements set out in National Instrument 54-101 of the Canadian Securities Administrators ("**NI 54-101**"), the Company has distributed copies of the Notice, this Information Circular and the form of proxy (collectively, the "**Meeting Materials**") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

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

- (a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it with the Transfer Agent as provided above; or
- (b) more typically, be given a voting instruction form which is not signed by the Intermediary, and which, when properly completed and signed by the Non-Registered

Holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “proxy authorization form”) which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of a one page pre-printed form, the proxy authorization will consist of a regular printed proxy form accompanied by a page of instructions, which contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit a Non-Registered Holder to direct the voting of the Shares which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the Designated Persons named in the form and insert the Non-Registered Holder’s name in the blank space provided. In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.

There are two kinds of beneficial owners – those who object to their name being made known to the issuers of securities which they own (called OBOs for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called NOBOs for Non-Objecting Beneficial Owners). Pursuant to NI 54-101, issuers can obtain a list of their NOBOs from Intermediaries for distribution of proxy-related materials directly to NOBOs.

**These Meeting Materials are being sent to both registered shareholders and NOBOs under NI 54-101. If you are a Non-Registered Holder who is a NOBO, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of Shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding shares on your behalf. The Company’s management does not intend to pay for Intermediaries to forward to OBOs under NI 54-101 the Information Circular and related proxy materials and Form 54-101F7 - *Request for Voting Instructions Made by Intermediary*, and OBOs will not receive the materials unless the OBOs’ Intermediary assumes the cost of delivery.**

## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share capital of the Company consists of an unlimited number of Shares without par value. As of the record date, determined by the Board to be the close of business on March 17, 2016, there were a total of 121,878,949 Shares issued and outstanding. Each Share outstanding on the record date carries the right to one vote at the Meeting.

Only registered Shareholders as of the record date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting. On a show of hands, every Shareholder and proxy holder will have one vote and, on a poll, every Shareholder present in person or represented by proxy will have one vote for each Share held. In order to approve a motion proposed at the Meeting, a simple majority of more than 50% of the votes cast will be required to pass an ordinary resolution, and a majority of at least two thirds of the votes cast will be required to pass a special resolution.

To the knowledge of the directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, common shares carrying more than 10% of the voting rights attached to the outstanding common shares of the Company, other than as set forth below:

Name of Shareholder <sup>(2)</sup>	Number of Common Shares Owned	Percentage of Outstanding Common Shares <sup>(1)</sup>
Double Black Diamond L.P. Double Black Diamond Offshore Ltd. Black Diamond Offshore Ltd.	89,154,170	73.15%

(1) Based on the aggregate of 121,878,949 Shares outstanding as at March 17, 2016.

(2) Double Black Diamond L.P., Double Black Diamond Offshore Ltd. and Black Diamond Offshore Ltd. are each actively managed by Carlson Capital, L.P., as investment manager. Double Black Diamond L.P. owns 69,154,170 Shares, Double Black Diamond Offshore Ltd. owns 18,900,000 Shares of the Company and Black Diamond Offshore Ltd. owns 1,100,000 Shares.

## NUMBER OF AND ELECTION OF DIRECTORS

Directors of the Company are elected at each annual meeting and hold office until the next annual meeting or until their successors are duly elected or appointed in accordance with the Company's Articles or until such director's earlier death, resignation or removal. At the Meeting, the Shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company for the ensuing year at four (4), subject to any increases permitted by the Company's Articles. The number of directors will be approved if a majority of Shares held by Shareholders present or represented by proxy at the Meeting and entitled to vote are voted in favour of setting the number of directors at four (4).

In the absence of instructions to the contrary, the enclosed form of proxy will be voted for the nominees listed below, all of whom are presently members of the Board. Management does not expect that any of the nominees will be unable to serve as a director. If, before the Meeting, any vacancies occur in the slate of nominees listed below, the Designated Persons named in the proxy will exercise their discretionary authority to vote the Shares represented by the proxy for the election of any other person or persons as directors.

Management proposes to nominate the persons named in the table below for election as directors. The information concerning the proposed nominees has been furnished by each of them:

Name Province and Country of Residence and Position(s) with the Company	Principal Occupation, Business or Employment for the Last Five Years	Periods during which Nominee has served as a Director	Number of Shares Owned <sup>(1)</sup>
Byron Coulthard <sup>(2)(4)</sup> British Columbia, Canada  <i>President, Chief Executive Officer and Director</i>	Mr. Coulthard has been a self-employed businessman and financial consultant for the last five years. He has been the President and Chief Executive Officer of the Company since January 2016 and a director of the Company since January 2003. He was the President and Chief Executive Officer of the Company from March 2003 to February 2011 and the Chief Financial Officer from May 2008 to March 2010. He has been a director of Trueclaim Exploration Inc. since July 26, 2012 and President since January 2013, a junior mining company listed on the TSX Venture Exchange (the "TSXV"). Mr. Coulthard was a director of Tinkerine Studios Ltd. from May 2006 until April 2014 and a director of Intact Gold Corp. (formerly First Americas Gold Corporation) from April 2008 to July 2012.	January 20, 2003 to present	3,100,666 <sup>(3)</sup>



Name Province and Country of Residence and Position(s) with the Company	Principal Occupation, Business or Employment for the Last Five Years	Periods during which Nominee has served as a Director	Number of Shares Owned <sup>(1)</sup>
<p>Michael Noonan<sup>(2)(4)</sup> Texas, USA</p> <p><i>Chief Financial Officer and Director</i></p>	<p>Mr. Noonan has been the Chief Financial Officer of the Company since January 20, 2016 and a director since April 27, 2005. He served as Chief Financial Officer, VP Corporate and Director for Sky Petroleum, Inc., an exploration company quoted on the Over-the-Counter Bulletin Board, from 2005 to 2014. He was a director and Chief Executive Officer of European Ferro Metals, Ltd., a mining and exploration company listed on the Canadian Securities Exchange, from 2014 to 2015. Mr. Noonan was the Chief Financial Officer of the Company from March 3, 2010 to November 1, 2014.</p>	<p>April 22, 2005 to present</p>	<p>6,750<sup>(5)</sup></p>
<p>Steven Moore<sup>(2)</sup> Texas, USA</p> <p><i>Director</i></p>	<p>Mr. Moore was the President and Chief Executive Officer of the Company from June 2010 until January 20, 2016 and has been a director of the Company since June 2010. He was the interim CFO from November 1, 2014 to January 20, 2016. Mr. Moore was the Chief Financial Officer of Saxon Oil Company Ltd., an exploration and development company listed on the TSXV, from January 1, 2007 to November 3, 2009. Between November 2009 and June 2010, Mr. Moore ran a private investment company.</p>	<p>June 28, 2010 to present</p>	<p>403,500<sup>(6)</sup></p>
<p>Christopher Haga<sup>(4)</sup> Texas, USA</p> <p><i>Director</i></p>	<p>Mr. Haga has been a portfolio manager at Carlson Capital, L.P., an asset-management firm based in Dallas, Texas, since 2003.</p>	<p>November 4, 2011 to present</p>	<p>Nil<sup>(7)</sup></p>

(1) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at March 17, 2016, based upon information furnished to the Company by the individual directors.

(2) Member of the Company's Audit Committee.

(3) 500 Shares are registered in the name of Kingsley Capital Corp., a private company wholly-owned by Byron Coulthard. Does not include stock options to purchase 160,000 Shares at an exercise price of \$0.30 per Share until December 7, 2016 and stock options to purchase 500,000 Shares at an exercise price of \$0.10 per Share until May 7, 2018.

(4) Member of the Company's Compensation Committee.

(5) 4,000 shares are registered in the name of Beverly Assman, Mr. Noonan's spouse. Does not include stock options to purchase 110,000 Shares at an exercise price of \$0.30 per Share until December 7, 2016 and stock options to purchase 500,000 Shares at an exercise price of \$0.10 per Share until May 7, 2018.

(6) Does not include stock options to purchase 300,000 Shares at an exercise price of \$0.30 per Share until December 7, 2016 and stock options to purchase 500,000 Shares at an exercise price of \$0.10 per Share until May 7, 2018.

(7) Mr. Haga was initially nominated to the Board by holders of an aggregate of 38% of the issued and outstanding Shares pursuant to nomination rights granted to such persons in connection with their acquisition of securities of the Company in November 2011. Does not include stock options to purchase 300,000 Shares at an exercise price of \$0.30 per Share until December 7, 2016 and stock options to purchase 500,000 Shares at an exercise price of \$0.10 per Share until May 7, 2018.

**Management recommends the approval of each of the nominees listed above for election as directors of the Company for the ensuing year.**

## Cease Trade Orders

Other than as set forth below, no proposed director of the Company is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company that:

- (a) was subject to (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) 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 (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) 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.

In connection with the preparation of its financial statements for the year ended October 31, 2015, the Company determined that its interest in its operating partner, AleAnna Energy LLC (“AleAnna”), should have been reported on an equity investee basis. The Company previously reported its investment in AleAnna by consolidating its pro-rata share of assets, liabilities, income and expenses in its consolidated financial statements of the Company on a proportional consolidation basis. As a result, management of the Company determined that the Company needed to restate its annual consolidated financial statements for the fiscal years ended October 31, 2014 and 2013 and its interim consolidated financial statements for the interim periods ended July 31, 2015 and 2014 to change the presentation of its interest in AleAnna to an equity investee basis. The net effect of the restatement is a difference in presentation to reflect the equity investee method. The re-filed financial statements for the fiscal year ended October 31, 2014 include note disclosure that detail the effect of the restatement for the periods indicated.

As a result of the identification of the restatement, the Company was unable to file its audited annual financial statements for the year ended October 31, 2015, and the related management’s discussion and analysis (“MD&A”) and certifications by the applicable regulatory deadline. As a result, the British Columbia Securities Commission and the Alberta Securities Commission issued cease trade orders ordering that all trading in the securities of the Company cease until the Company files the required records and the cease trade orders are revoked. In addition, as a result of the cease trade orders, trading in the Shares was halted by the TSXV. The Company filed its annual filings for the year ended October 31, 2015 on April 6, 2016, however its financial statements and MD&A for the interim period ended January 31, 2016 remain outstanding. The Company intends to file for revocation of the cease trade order and reinstatement of trading in the Shares on the TSXV upon filing of such interim materials.

## Bankruptcies

No proposed directors of the Company:

- (a) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

- (b) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

### **Penalties or Sanctions**

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 to be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

### **STATEMENT OF EXECUTIVE COMPENSATION**

For the purpose of this Information Circular:

**“compensation securities”** includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Company or one of its subsidiaries (if any) for services provided or to be provided, directly or indirectly to the Company or any of its subsidiaries (if any);

**“CEO”** of the Company means each individual who acted as chief executive officer of the Company or acted in a similar capacity for any part of the most recently completed financial year;

**“CFO”** of the Company means each individual who acted as chief financial officer of the Company or acted in a similar capacity for any part of the most recently completed financial year; and

**“Named Executive Officer”** or **“NEO”** means each of the following individuals:

- (a) each individual who served as chief executive officer (**“CEO”**) of the Company, or who performed functions similar to a CEO, during any part of the most recently completed financial year,
- (b) each individual who served as chief financial officer (**“CFO”**) of the Company, or who performed functions similar to a CFO, during any part of the most recently completed financial year,
- (c) the most highly compensated executive officer of the Company or any of its subsidiaries (if any) other than individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year, and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year.

## Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets out details of all payments, grants, awards, gifts and benefits paid or awarded to each director and NEO in the two most recently completed financial years:

Name and Position	Year	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites <sup>(1)</sup> (\$)	Value of All Other Compensation (\$)	Total Compensation (\$)
Byron Coulthard <sup>(2)</sup> <i>President, CEO and Director</i>	2015	Nil	Nil	Nil	Nil	Nil	Nil
	2014	Nil	Nil	Nil	Nil	Nil	Nil
Michael Noonan <sup>(3)</sup> <i>CFO and Director</i>	2015	6,227 <sup>(4)</sup>	Nil	Nil	Nil	Nil	6,227
	2014	59,983 <sup>(4)</sup>	Nil	Nil	Nil	Nil	59,983
Steven Moore <sup>(5)</sup> <i>Former President, Former CEO, CFO and Director</i>	2015	118,275 <sup>(4)</sup>	Nil	Nil	Nil	Nil	118,275
	2014	261,744 <sup>(4)</sup>	Nil	Nil	Nil	Nil	261,744
Christopher Haga <sup>(6)</sup> <i>Director</i>	2015	Nil	Nil	Nil	Nil	Nil	Nil
	2014	Nil	Nil	Nil	Nil	Nil	Nil
Sioux Sinnott <sup>(7)</sup> <i>Former Director</i>	2015	404,627 <sup>(4)</sup>	Nil	Nil	Nil	Nil	404,627
	2014	261,744 <sup>(4)</sup>	Nil	Nil	Nil	Nil	261,744
Richard Green <sup>(8)</sup> <i>Former Director</i>	2015	Nil	Nil	Nil	Nil	Nil	Nil
	2014	43,624 <sup>(4)</sup>	Nil	Nil	Nil	Nil	43,624

- (1) "Perquisites" include perquisites provided to an NEO or director that are not generally available to all employees and that, in aggregate, are: (a) \$15,000, if the NEO or director's total salary for the financial year is \$150,000 or less, (b) 10% of the NEO or director's salary for the financial year if the NEO or director's total salary for the financial year is greater than \$150,000 but less than \$500,000, or (c) \$50,000 if the NEO or director's total salary for the financial year is \$500,000 or greater.
- (2) Byron Coulthard has been the President and CEO of the Company from January 20, 2016 and a director of the Company since January 20, 2003. He was the President and CEO of the Company from March 3, 2003 to February 24, 2011 and the CFO from May 20, 2008 to March 3, 2010.
- (3) Michael Noonan has been the CFO of the Company since January 20, 2016 and a director of the Company since April 22, 2005. He was the CFO from March 3, 2010 to November 1, 2014. All of the fees payable to Mr. Noonan were payable in respect of his contributions as an officer of the Company rather than for his role as a director of the Company.
- (4) All compensation payable to Mr. Noonan, Mr. Moore, Ms. Sinnott and Mr. Green was paid in U.S. dollars. The translation rate for the currency conversion was the average exchange rate for the fiscal year. In fiscal 2014 the translation rate was 1.0906 CAD per USD and in fiscal 2015 the translation rate was 1.245 CAD per USD.
- (5) Steven Moore was the CEO and President from February 21, 2011 to January 20, 2016 and interim CFO from November 1, 2014 to January 20, 2016. He has been a director of the Company since June 28, 2010. All of the fees payable to Mr. Moore were payable in respect of his contributions as an officer of the Company rather than for his role as a director of the Company.
- (6) Christopher Haga has been a director of the Company since November 4, 2011.
- (7) Sioux Sinnott was a director of the Company from February 3, 2011 to November 14, 2014. All of the fees payable to Ms. Sinnott were payable in respect of her contributions as an employee of the Company rather than for her role as a director of the Company.
- (8) Richard Green was a director of the Company from October 26, 2010 to November 14, 2014.

## Stock Options and Other Compensation Securities

The Company did not grant or issue any compensation securities to any director or NEO in the financial year ended October 31, 2015. As at October 31, 2015:

- (a) Byron Coulthard, the President, CEO and a director of the Company, owned an aggregate of 660,000 compensation securities, comprised solely of stock options, each of which is exercisable into one Share. Of these, 160,000 are exercisable at a price of \$0.30 per Share until December 7, 2016 and 500,000 are exercisable at a price of \$0.10 per Share until May 7, 2018;
- (b) Michael Noonan, the CFO and director of the Company, owned an aggregate of 610,000 compensation securities, comprised solely of stock options, each of which was exercisable into one Share. Of these, 110,000 are exercisable at a price of \$0.30 per Share until December 7, 2016 and 500,000 are exercisable at a price of \$0.10 per Share until May 7, 2018;
- (c) Steven Moore, the former President, CEO and interim CFO and a current director of the Company, owned an aggregate of 800,000 compensation securities, comprised solely of stock options, each of which is exercisable into one Share. Of these, 300,000 are exercisable at a price of \$0.30 per Share until December 7, 2016 and 500,000 are exercisable at a price of \$0.10 per Share until May 7, 2018;
- (d) Christopher Haga, a director of the Company, owned an aggregate of 800,000 compensation securities, comprised solely of stock options, each of which is exercisable into one Share. Of these, 300,000 are exercisable at a price of \$0.30 per Share until December 7, 2016 and 500,000 are exercisable at a price of \$0.10 per Share until May 7, 2018;
- (e) Sioux Sinnott, a former director of the Company, owned an aggregate of 800,000 compensation securities, comprised solely of stock options, each of which is exercisable into one Share. Of these, 300,000 are exercisable at a price of \$0.30 per Share until December 7, 2016 and 500,000 are exercisable at a price of \$0.10 per Share until May 7, 2018; and
- (f) Richard Green, a former director of the Company, owned an aggregate of 700,000 compensation securities, comprised solely of stock options, each of which is exercisable into one Share. Of these, 200,000 are exercisable at a price of \$0.30 per Share until December 7, 2016 and 500,000 are exercisable at a price of \$0.10 per Share until May 7, 2018.

All of the options set out above vested immediately on the date of grant.

## Exercise of Compensation Securities by Directors and NEOs

No director or NEO exercised any compensation securities during the year ended October 31, 2015.

## Stock Option Plans and Other Incentive Plans

The Company's current stock option plan (the "Plan"), which it adopted in 2015, is a "fixed" stock option plan, under which the Company may reserve up to 24,375,789 Shares for grant upon exercise of outstanding options. The Plan provides that the Board may, from time to time, in its discretion, grant to directors, officers, employees, consultants and other personnel of the Company and its subsidiaries or affiliates, options to purchase Shares. As at the date hereof, there are 4,625,000 options outstanding under the Plan. The Company's shareholders last approved the Plan at the Company's annual general meeting held on July 23, 2015.

The following information is intended as a brief description of the Plan and is qualified in its entirety by the full text of the Plan, a copy of which is attached as Schedule "B" to the Information Circular dated June 19, 2015 as filed on SEDAR at [www.sedar.com](http://www.sedar.com) on June 30, 2015.

1. The Board shall establish the exercise price at the time each option is granted, subject to the following conditions:
  - (a) if the Shares are listed on the TSX Venture Exchange (the "TSXV"), the exercise price will not be less than the minimum prevailing price permitted by TSXV policies;
  - (b) if the Shares are not listed, posted and trading on any stock exchange or bulletin board, then the exercise price will be determined by the Board at the time of granting;
  - (c) if an option is granted within 90 days of a distribution by a prospectus by the Company, the exercise price will not be less than the price that is the greater of the minimum prevailing price permitted by TSXV policies and the per share price paid by public investors for Shares acquired under the distribution by the prospectus, with the 90 day period beginning on the date a final receipt is issued for the prospectus; and
  - (d) in all other cases, the exercise price shall be determined in accordance with the rules and regulations of any applicable regulatory bodies.
2. Upon expiry of an option, or in the event an option is otherwise terminated for any reason, without having been exercised in full, the number of Shares in respect of the expired or terminated option shall again be available for a grant under the Plan.
3. No option granted under the Plan may have an expiry date exceeding ten years from the date on which the option is granted (unless automatically extended as a result of a blackout period as described below).
4. The expiry date of each option will be automatically extended if the expiry date falls within a period during which the Company prohibits optionees from exercising their options, provided that:
  - (a) the blackout period has been formally imposed by the Company pursuant to its internal trading policies as a result of the bona fide existence of undisclosed Material Information (as defined in the policies of the TSXV). For greater certainty, in the absence of the Company formally imposing a blackout period, the expiry date of any options will not be automatically extended in any circumstances;
  - (b) the blackout period expires upon the general disclosure of the undisclosed Material Information and the expiry date of the affected options is extended to no later than ten (10) business days after the expiry of the blackout period; and
  - (c) the automatic extension will not be permitted where the optionee or the Company is subject to a cease trade order (or similar order under applicable securities laws) in respect of the Company's securities.
5. Options granted to any one individual in any 12 month period cannot exceed more than 5% of the issued Shares, unless the Company has obtained disinterested shareholder approval.

6. Options granted to any one consultant in any 12 month period cannot exceed more than 2% of the issued Shares, without the prior consent of the TSXV.
7. Options granted to all persons, in aggregate, conducting investor relations activities in any 12 month period cannot exceed more than 2% of the issued Shares, without the prior consent of the TSXV.
8. Options issued to optionees performing investor relations activities will vest in stages over 12 months with no more than one quarter of the options vesting in any three month period.
9. If a director, employee or consultant of the Company is terminated for cause, then any option granted to the option holder will terminate immediately upon the option holder ceasing to be a director, employee, or consultant of the Company by reason of termination for cause.
10. If an option holder ceases to be a director, employee or consultant of the Company (other than by reason of death, disability or termination of services for cause), or if an optionee resigns, as the case may be, then any option granted to the holder that had vested and was exercisable on the date of termination will expire on the earlier of the expiry date and the date that is 90 days following the date that the holder ceases to be a director, employee or service provider of the Company.
11. If the engagement of an option holder engaged in investor relations activities as a consultant is terminated for any reason other than cause, disability or death, any option granted to such holder that was exercisable and had vested on the date of termination will be exercisable until the earlier of the expiry date and the date that is 30 days after the effective date of the holder ceasing to be a consultant.
12. If an option holder dies, the holder's lawful personal representatives, heirs or executors may exercise any option granted to the holder that had vested and was exercisable on the date of death until the earlier of the expiry date and one year after the date of death of the holder.
13. If an option holder ceases to be a director, employee or consultant of the Company as a result of a disability, the holder may exercise any option granted to the holder that had vested and was exercisable on the date of disability until the earlier of the expiry date and one year after the date of disability.
14. Options granted to directors, employees or consultants will vest when granted unless determined by the Board on a case by case basis, other than options granted to consultants performing investor relations activities, which will vest in stages over 12 months with no more than one quarter of the options vesting in any three month period.
15. The Plan will be administered by the Board who will have the full authority and sole discretion to grant options under the Plan to any eligible party, including themselves.
16. Options granted under the Plan shall not be assignable or transferable by an option holder.
17. The Board may from time to time, subject to regulatory or shareholder approval, amend or revise the terms of the Plan.

The Plan provides that other terms and conditions may be attached to a particular option at the discretion of the Board.

## **Employment, Consulting and Management Agreements**

On January 1, 2012, the Company entered into an employment agreement with Steven Moore pursuant to which the Company agreed to pay Mr. Moore a monthly fee of \$20,000 as compensation for his services as a consultant to the Company. This agreement was terminated effective December 31, 2015.

Effective March 11, 2011, the Company entered into a consulting contract with Michael Noonan pursuant to which Mr. Noonan agreed to serve as CFO of the Company, on a month-to-month basis, for a fee of \$5,000 per month. This agreement was terminated effective December 31, 2015.

On January 1, 2012, the Company entered into an employment agreement with Sioux Sinnott pursuant to which the Company paid Ms. Sinnott a monthly fee of \$20,000 as compensation for her services as a consultant to the Company. The employment agreement terminated upon Ms. Sinnott's resignation as a director of the Company on November 14, 2014.

The Company retained Richard Green as a consultant to provide the Company with geological and technical services, for which he was paid \$nil for the year ended October 31, 2015 compared to \$43,624 for the same period in 2014. The consulting contract terminated upon Mr. Green's resignation as a director of the Company on November 14, 2014.

## **Oversight and Description of Director and NEO Compensation**

The Company is dependent on individuals with specialized skills and knowledge related to the exploration for, and development of, oil and gas prospects, corporate finance and management. Therefore, the Company seeks to attract, retain and motivate highly skilled and experienced executive officers by providing competitive compensation. The overall objective of the Company's compensation strategy is to offer short, medium and long-term compensation components to ensure that the Company has in place programs to attract, retain and develop management of the highest calibre and has in place a process to provide for the orderly succession of management, including receipt on an annual basis of any recommendations of the Compensation Committee, if any, in this regard. The Company currently has a short term compensation component in place, which includes the payment of management fees to NEOs, a medium-term compensation component in place which consists of the grant of bonuses to certain NEOs, and a long-term compensation component in place, which includes the grant of stock options under the Plan. The Company intends to further develop these compensation components.

The compensation of executive officers and directors is overseen by the Company's Compensation Committee. The Compensation Committee currently consists of Byron Coulthard, Michael Noonan and Christopher Haga. The responsibilities, powers and operation of the Compensation Committee are detailed in its charter, which is attached as Schedule "A" to the Information Circular.

### *Executive Compensation Program*

The Company's executive compensation program is currently comprised of three primary elements: a base fee or salary for certain persons, which constitute short-term compensation, the payment of discretionary bonuses, which constitutes medium-term compensation, and long-term incentive compensation comprised of the grant of stock options. The Compensation Committee reviews all components in assessing the compensation of individual executive officers.

Base fees or salaries are intended to provide current compensation and a short-term incentive for executive officers to meet the Company's goals, as well as to remain competitive within the industry. Base fees or salaries are compensation for job responsibilities and reflect the level of skills, expertise and capabilities demonstrated by the executive officers. Bonuses are granted on a discretionary basis.



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 Shares over a stated period of time, and are intended to reinforce commitment to long-term growth and shareholder value. Stock option grants reward overall corporate performance, as measured through the price of the Shares and enable executives to acquire and maintain a significant ownership position in the Company.

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

### Pension Plan Benefits

The Company does not have any pension plans that provide for payments or benefits to the NEOs at, following, or in connection with retirement, including any defined benefits plan or any defined contribution plan. The Company does not have a deferred compensation plan with respect to any NEO.

### SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Company's sole equity compensation plan consists of the Plan, which was adopted by Shareholders on July 23, 2015. See "Statement of Executive Compensation - Stock Option Plans and Other Incentive Plans" for further particulars of the Plan.

The following table sets forth details of the Plan as of October 31, 2015:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights <sup>(1)</sup> (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	8,665,000	\$0.25	3,522,895
Equity compensation plans not approved by security holders	N/A	N/A	N/A
<b>Total</b>	8,665,000		3,522,895

<sup>(1)</sup> The Company does not have any warrants or rights outstanding under any equity compensation plans.

A copy of the Plan is available for review at the office of the Company at Suite 575, 510 Burrard Street, Vancouver, BC, V6C 3A8 or at the registered offices of the Company at Suite 800 - 885 West Georgia Street, Vancouver, BC V6C 3H1, during normal business hours up to and including the date of the Meeting.

## APPOINTMENT OF AUDITOR

It is proposed Cinnamon Jang Willoughby, Chartered Professional Accountants (“CJW”), of Metro Tower II, Suite 900 – 4720 Kingsway, Burnaby, BC V5H 4N2, replace Whitley Penn LLP (“Whitley Penn”) as auditor of the Company for the ensuing year.

Management terminated the engagement of Whitley Penn, the previous auditor of the Company, effective February 3, 2016. Pursuant to Section 204(4) of the *Business Corporations Act* (British Columbia), the directors are entitled to fill any causal vacancy in the office of auditor. Effective February 3, 2016, the directors appointed CJW to the position of auditor for the Company until the Meeting. Shareholders will be asked to approve the appointment of CJW, as the auditor of the Company, to hold office until the next annual general meeting of the shareholders at remuneration to be fixed by the Board. Included with this Information Circular as Schedule “B” is a Reporting Package which consists of (a) the Notice of Change of Auditor and (b) letters addressed to certain securities regulators from CJW and Whitley Penn.

At the Meeting, shareholders will be asked to vote for the appointment of Cinnamon Jang Willoughby, Chartered Professional Accountants, to serve as auditor of the Company for the Company’s fiscal year ending October 31, 2016, at a remuneration to be fixed by the Company’s Board.

**Management recommends shareholders vote for the appointment of Cinnamon Jang Willoughby, Chartered Professional Accountants, as the Company’s auditors for the Company’s fiscal year ending October 31, 2016 at a remuneration to be fixed by the Board.**

## AUDIT COMMITTEE DISCLOSURE

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 auditors.

### The Audit Committee Charter

The text of the Audit Committee Charter, as adopted by the Board and Audit Committee, reads as follows:

1. Members. The Board of Directors will appoint an Audit Committee of at least three members, a majority of whom should be “independent” directors of the Board. “Independent” means a director who meets the definition of “independence” under NI 52-110 or any successor policy promulgated by securities regulatory authorities.

All members of the Audit Committee should be “financially literate”. An individual is financially literate if he or she has 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 reasonably be accepted to be raised by the Company’s financial statements. Each appointed member of the Audit Committee shall be subject to annual reconfirmation and may be removed by the Board of Directors at any time.

2. Purposes, Duties, and Responsibilities. The Audit Committee represents the Board of Directors in discharging its responsibility relating to the accounting, reporting and financial practices of the Company and its subsidiaries, and has general responsibility for oversight of internal controls, accounting and audit activities and legal compliance of the Company and its subsidiaries; however, the Audit Committee’s function shall not relieve the Company’s management of its responsibilities for preparing financial statements which accurately and fairly present the

Company's financial results and conditions or the responsibilities of the independent accountants relating to the audit or review of financial statements. Specifically, the Audit Committee will:

- (a) Recommend to the Board the appointment (including terms of appointment such as compensation and scope of duties) and discharge the external auditor of the Company (the "auditor") who perform the annual audit or other audit, review or attest services in accordance with applicable securities laws, which auditor shall be ultimately accountable to the Board of Directors through the Audit Committee. The auditor of the Company must report directly to the Audit Committee;
- (b) Have the authority to communicate directly with the auditor of the Company;
- (c) Review with the auditor the scope of the audit and the results of the annual audit examination by the auditor and any reports of the auditor with respect to reviews of interim financial statements or other audit, review or attest services. The Audit Committee will be responsible for resolving any disagreements between management and the auditor regarding financial reporting;
- (d) Review information, including written statements, if any, from the auditor concerning any relationships between the auditor and the Company or any other relationships that may adversely affect the independence of the auditor and assess the independence of the auditor;
- (e) Review and discuss with management and the auditor the Company's annual audited financial statements prior to their public disclosure, including a discussion with the auditors of their judgments as to the quality of the Company's accounting principles;
- (f) Review the Company's financial statements, Management's Discussion and Analysis ("MD&A") and annual and interim earnings press releases before the Company publicly discloses this information;
- (g) Review the services to be provided by the auditor to assure that the auditor does not undertake any engagement for services for the Company that would constitute prohibited services under applicable securities laws under the rules of any stock exchange or trading market on which the Company's shares are listed for trading, or could be viewed as compromising the auditor's independence. The Audit Committee must pre-approve all non-audit services to be provided to the Company or its subsidiaries by the auditor;
- (h) Review with management and the auditor the results of any significant matters identified as a result of the auditor's interim review procedures prior to the filing of each quarterly financial statements or as soon thereafter as possible;
- (i) Review the annual program for the Company's internal audits, if any, and review audit reports submitted by the internal auditing staff, if any;
- (j) Periodically review the adequacy of the Company's internal controls;
- (k) Review changes in the accounting policies of the Company and accounting and financial reporting proposals that are provided by the auditor that may have a significant impact on the Company's financial reports, and make comments on the foregoing to the Board of Directors;

- (l) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the issuer;
- (m) Periodically review the adequacy of this Audit Committee Charter;
- (n) Make reports and recommendations to the Board of Directors within the scope of its functions;
- (o) Approve material contracts where the Board of Directors determines that it has a conflict;
- (p) Establish procedures for receipt, retention and treatment of complaints received by the Company regarding auditing, internal accounting controls or accounting matters and establish procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- (q) Where considered necessary by the Audit Committee to carry out its duties, have the authority to engage independent counsel and/or other advisors at the Company's expense upon the terms and conditions, including compensation, determined by the Audit Committee;
- (r) Satisfy itself that management has put into place procedures that facilitate compliance with the disclosure and financial reporting controls provisions of applicable securities laws, including adequate procedures for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements. The Audit Committee will assess the adequacy of these procedures annually;
- (s) Review all loans to officers;
- (t) Review and monitor all related party transactions which may be entered into by the Company as required by rules of the stock exchange or trading market upon which the Company's shares are listed for trading;
- (u) Ensure all public disclosure regarding the audit committee is made in compliance with applicable stock exchange rules and securities legislation.

3. Meetings. The Audit Committee will, when expedient, meet to review the Company's quarterly and annual financial statements and MD&A, and will hold special meetings as it deems necessary or appropriate in its judgment. The Audit Committee will endeavor to meet at any time that the auditor believes that communication to the Audit Committee is required. As it deems appropriate, but not less than once each year, the Audit Committee will meet in private session with the independent accountants. The majority of the members of the Audit Committee constitute a quorum and shall be empowered to act on behalf of the Audit Committee. The members of the Audit Committee will designate one member as chair. Meetings may be held in person or by telephone, and shall be at such times and places as the Audit Committee determines.

### **Composition of the Audit Committee**

The Company's audit committee is comprised of three directors consisting of Michael Noonan, Byron Coulthard and Steven Moore. As defined in NI 52-110, Messrs. Coulthard and Noonan are not "independent" as they are officers of the Company and Mr. Moore is not "independent" as he was an officer of the Company until January 2016. All of the audit committee members are "financially literate",

as defined in NI 52-110, as all have the industry experience necessary to understand and analyze financial statements of the Company, as well as the understanding of internal controls and procedures necessary for financial reporting.

### **Relevant Education and Experience**

All of the members of the Audit Committee are able to understand and interpret information related to financial statement analysis. Each of the members of the Audit Committee has a general understanding of the accounting principles used by the Company to prepare its financial statements and will seek clarification from the Company's auditors, where required. Each of the members of the Audit Committee also has direct experience in understanding accounting principles for private and reporting companies. The relevant experience of the current members of the Audit Committee is as follows:

#### *Michael Noonan*

Mr. Noonan has been the CFO of the Company since January 2016 and a director since April 2005. He was the CFO of the Company from March 2010 to November 2014. He served as CFO, VP Corporate and Director for Sky Petroleum, Inc. from 2005 to 2014. He served as a director and CEO of European Ferro Metals, Ltd. from 2014 to 2015. Mr. Noonan holds a B.B.A. in Business Administration and Economics from Simon Fraser University in British Columbia, Canada, an MBA from Athabasca University in Alberta, Canada and an Executive J.D. from Concord University School of Law in California, U.S.A. Mr. Noonan has years of experience with a variety of public entities in Canada and the United States and has had significant exposure to the preparation and review of financial statements.

#### *Byron Coulthard*

Byron Coulthard is an independent financial advisor and a consultant to various public and private companies. He has been the President and CEO of the Company from January 2016 and a director of the Company since January 2003. He was the President and CEO of the Company from March 2003 to February 2011 and the CFO from May 2008 to March 2010. Mr. Coulthard has over 25 years of experience in the financial markets and has experience in understanding accounting principles for reporting companies and analyzing or evaluating financial statements similar to those of the Company.

#### *Steven Moore*

Mr. Moore was the President and CEO of the Company from June 2010 until January 2016, the interim CFO from November 2014 to January 2016 and has been a director since June 2010. He was the CFO of Saxon Oil Company Ltd., an exploration and development company listed on the TSXV, from January 2007 to November 2009. Between November 2009 and June 2010, Mr. Moore ran a private investment company. Through these positions, Mr. Moore has obtained a substantive understanding of financial statements.

### **Audit Committee Oversight**

At no time since the commencement of the Company's most recently 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**

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemptions contained in Section 2.4 or Part 8 of NI 52-110. Section 2.4 (*De Minimis Non-audit*

*Services*) provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Part 8 (*Exemptions*) 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 has adopted specific policies and procedures for the engagement of non-audit services as set out in Section 2(g) of the Audit Committee Charter, which is reproduced above.

### **External Auditor Service Fees (By Category)**

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

The aggregate fees billed by the Company’s current external auditor, CJW, for the fiscal year ended October 31, 2015, by category, are as follows:

<b>Financial Year Ending</b>	<b>Audit Fees</b>	<b>Audit Related Fees</b>	<b>Tax Fees</b>	<b>All Other Fees</b>
October 31, 2015	\$44,000	Nil	\$2,200	Nil

The aggregate fees billed by the Company’s former external auditor, Whitley Penn, for the fiscal year ended October 31, 2014 by category, are as follows:

<b>Financial Year Ending</b>	<b>Audit Fees</b>	<b>Audit Related Fees</b>	<b>Tax Fees</b>	<b>All Other Fees</b>
October 31, 2014	\$63,358	Nil	\$1,750	Nil

### **Exemption**

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

## **CORPORATE GOVERNANCE**

### **General**

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”), as adopted by the Canadian Securities Administrators, prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

## Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board.

Christopher Haga is "independent" in that he is independent and free from any interest and any business or other relationship which could or could reasonably be perceived to materially interfere with their ability to act with the best interests of the Company, other than the interests and relationships arising from shareholders. Byron Coulthard and Michael Noonan are not independent as they are officers of the Company and Steven Moore is not independent as he was an officer of the Company until January 20, 2016.

## Directorships

The following directors are presently directors of other reporting issuers in Canada as set out below:

Name	Name of Reporting Issuer	Exchange
Byron Coulthard	Trueclaim Exploration Inc.	TSXV

## Orientation and Continuous Education

Each new director brings a different skill set and professional background, and with this information, the Board is able to determine what orientation to the nature and operations of the Company's business will be necessary and relevant to each new director. The Company provides continuing education for its directors as such need arises and encourages open discussion at all meetings, which encourages learning by the directors.

## Ethical Business Conduct

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

## Nomination of Directors

The Board does not have a nominating committee. The Company does not currently have any formalised processes for identifying new candidates for board nomination. The Board is responsible for identifying individuals qualified to become new board members and recommending to the board new director nominees for the next annual meeting of shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the required time, show support for the Company's mission and strategic objectives, and a willingness to serve.

## Compensation

The Board has appointed a Compensation Committee, which is responsible for, among other things, developing the Company's approach to executive compensation and periodically reviewing the compensation of the directors. The Compensation Committee reviews and approves annual salaries,

bonuses and other forms and items of compensation for our senior officers and employees. Except for plans that are, in accordance with their terms or as required by law, administered by the Board or another particularly designated group, the Compensation Committee also administers and implements all of our stock option and other stock-based and equity-based benefit plans (including performance-based plans), recommends changes or additions to those plans, and reports to the Board on compensation matters.

The Compensation Committee is comprised of Byron Coulthard, Michael Noonan and Christopher Haga. The responsibilities, powers and operation of the Compensation Committee are detailed in its charter, which is attached as Schedule "A" to the Information Circular.

No compensation consultant or advisor has been retained since the beginning of the Company's most recently completed financial year to assist in determining compensation for any of the directors and officers.

#### **Other Board Committees**

There are no committees of the Board, other than the Audit Committee and the Compensation Committee.

#### **Assessments**

The Company has no formalised assessment procedures to satisfy itself that its directors, board committee members and the board as a whole are performing effectively.

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

Other than as set forth below, no current or former director, executive officer or employee, proposed nominee for election to the Board, or associate of such persons is, or has been, indebted to the Company since the beginning of the most recently completed financial year of the Company. None of the directors' or executive officers' indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year, has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

At October 31, 2015, Sioux Sinnott, the President of the Company's US subsidiary, owed the Company \$6,805 for travel and other advances. There are no amounts outstanding by any other director or officer to the Company.

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

Except as otherwise disclosed herein, no: (a) director, proposed director or executive officer of the Company; (b) person or company who beneficially owns, directly or indirectly, Shares, or who exercises control or direction of Shares, or a combination of both, carrying more than ten percent of the voting rights attached to the Shares outstanding (an "**Insider**"); (c) director or executive officer of an Insider; or (d) associate or affiliate of any of the directors, executive officers or Insiders, has had any material interest, direct or indirect, 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, except with an interest arising from the ownership of Shares where such person or company will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of the same class of Shares who are resident in Canada.



## MANAGEMENT CONTRACTS

There were no management functions of the Company or its subsidiary, which were, to any substantial degree, performed by a person other than the directors or executive officers of the Company or its subsidiary.

## INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON

Except as disclosed elsewhere in this Information Circular, no director or executive officer of the Company who was a director or executive officer since the beginning of the Company's last financial year, each proposed nominee for election as a director of the Company, or any associate or affiliates of any such directors, officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of Shares or other securities in the Company or otherwise, in any matter to be acted upon at the Meeting other than the election of directors and as disclosed under the heading "Other Matters".

## OTHER MATTERS

Management of the Company knows of no matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Information Circular. However, subject to the *Business Corporations Act* (British Columbia), if any other matters properly come before the Meeting, the form of proxy accompanying this Information Circular confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgment.

## ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).

Shareholders may contact the Company at its office by mail at the address set out on Page 1 of this Information Circular to request copies of the Company's financial statements and the related MD&A. Financial information is provided in the Company's comparative financial statements and MD&A for its financial year ended October 31, 2015.

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## APPROVAL OF THE BOARD OF DIRECTORS

The contents of this Information Circular have been approved, and the delivery of it to each Shareholder entitled thereto and to the appropriate regulatory agencies has been authorized by the Board.

DATED at Vancouver, BC, this 12th day of April, 2016.

**ON BEHALF OF THE BOARD OF DIRECTORS OF  
BRS RESOURCES LTD.**

*“Byron Coulthard”*

\_\_\_\_\_  
**BYRON COULTHARD**

President, Chief Executive Officer  
and Director

## SCHEDULE A

### COMPENSATION COMMITTEE CHARTER

#### 1. PURPOSE OF THE COMPENSATION COMMITTEE

The Compensation Committee (the “**Committee**”) is a standing committee of the Board of Directors (the “**Board**”) of the Company. The role of the Committee is to:

- (a) review and recommend to the Board the appropriate compensation level for the Company’s executive officers;
- (b) oversee the Company’s compensation and benefit plans, policies and practices, including its executive compensation plans and incentive-compensation and equity-based plans;
- (c) monitor and evaluate, at the Committee’s sole discretion, matters relating to the compensation and benefits structure of the Company; and
- (d) take such other actions within the scope of this Charter as the Board may assign to the Committee from time to time or as the Committee deems necessary or appropriate.

#### 2. COMPOSITION, OPERATIONS AND AUTHORITY

##### *Composition*

The Committee shall be composed of members of the Board, the number of which shall be fixed from time to time by resolution adopted by the Board. Each member of the Committee shall be independent as determined by the Board in accordance with the applicable requirements of the laws governing the Company, the applicable stock exchanges on which the Company’s securities are listed and applicable securities regulatory authorities (collectively, the “**Applicable Law**”).

Members of the Committee shall be appointed by the Board and continue to be members until their successors are elected and qualified or until their earlier retirement, resignation or removal. Any member of the Committee may be removed by the Board in its discretion. However, a member of the Committee shall automatically cease to be a member of the Committee upon either ceasing to be a director of the Board or, if applicable, ceasing to be independent as required in this Section 2 of this Charter. Vacancies on the Committee will be filled by the Board.

##### *Authority*

The authority of the Committee is subject to the provisions of this Charter, the constating documents of the Company, such limitations as may be imposed by the Board from time to time and Applicable Law.

The Committee shall have the authority to (i) retain (at the Company’s expense) its own legal counsel and other advisors and experts that the Committee believes, in its sole discretion, are needed to carry out its duties and responsibilities, including, without limitation, the retention of a compensation consultant to assist the Committee in evaluating director and executive officer compensation; and (ii) conduct investigations that it believes, in its sole discretion, are necessary to carry out its responsibilities. In addition, the Committee shall have the authority to request any officer, director or employee of the Company, or any other persons whose advice and counsel are sought by the Committee, such as members of the Company’s management or the Company’s outside legal counsel and independent

accountants, to meet with the Committee or any of its advisors and to respond to their inquiries. The Committee shall have full access to the books, records and facilities of the Company in carrying out its responsibilities.

The Committee shall have the authority to delegate to one or more of its members, responsibility for developing recommendations for consideration by the Committee with respect to any of the matters referred to in this Charter.

#### *Operations*

The Board may appoint one member of the Committee to serve as chair of the Committee (the “**Chair**”), but if it fails to do so, the members of the Committee shall designate a Chair by majority vote of the full Committee to serve at the pleasure of the majority of the full Committee. If the Chair of the Committee is not present at any meeting of the Committee, an acting Chair for the meeting shall be chosen by majority vote of the Committee from among the members present. In the case of a deadlock on any matter or vote, the Chair shall refer the matter to the Board. The Committee may appoint a secretary who need not be a director of the Board or Committee.

The Chair shall preside at each meeting of the Committee and set the agendas for the Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings as long as they are not inconsistent with any provisions of the Company’s constating documents or this Charter.

The Committee shall have regular meetings (in person or by telephonic meeting) on at least a semi-annual basis or more frequently as circumstances dictate. The Committee shall maintain written minutes or other records of its meetings and activities, which shall be duly filed in the Company’s records. The Committee shall meet separately, on at least an annual basis, with the Chief Executive Officer, the vice president of human resources (or similar position) and any other corporate officers as the Board and the Committee deem appropriate to discuss and review the performance criteria and compensation levels of key executive officers.

Except as otherwise required by the Company’s constating documents, a majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee. The Committee may also act by unanimous written consent in lieu of a meeting.

The Chair of the Committee shall report to the Board following meetings of the Committee and as otherwise requested by the Board.

### **3. RESPONSIBILITIES AND DUTIES**

The Committee’s primary responsibilities are to:

- (a) review the adequacy and form of compensation of the Company’s executive officers and ensure that the compensation realistically reflects the risks and responsibilities of such positions;
- (b) review and recommend to the Board for approval policies relating to compensation of the Company’s executive officers and directors;

- (c) review the performance of the Company's executive officers and recommend annually to the Board for approval the amount and composition of compensation to be paid to the Company's executive officers;
- (d) review and make recommendations to the Board with respect to pension, stock option and other incentive plans, benefit plans, perquisites and other remuneration matters with respect to the Company's executive officers;
- (e) review the appointment or discharge of any of the Company's executive officers;
- (f) review and approve the corporate goals and objectives relevant to compensation of the Chief Executive Officer (the "CEO") and recommend them to the Board for approval, lead the evaluation of the CEO's performance in light of these goals and objectives and recommend the compensation of the CEO based on this evaluation;
- (g) review the adequacy and form of compensation of directors and ensure that the compensation realistically reflects the responsibilities and risks of such positions and fix the amount and composition of compensation to be paid to members of the Board and the committees thereof;
- (h) review and assess the Company's compensation and benefit policies programs relating to all employees;
- (i) review at least annually the corporate goals and objectives of the Company's executive compensation plans, incentive-compensation and equity based plans and other general compensation plans (collectively the "**Company Plans**"), and if appropriate, recommend that the Board amend these goals and objectives;
- (j) review at least annually the Company Plans in light of the Company's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, recommend to the Board the adoption of new, or the amendment of existing, Company Plans;
- (k) monitor and assess the Company's compliance with the requirements established by the Applicable Law;
- (l) review executive compensation disclosure prior to public disclosure or filing with any securities regulatory authorities;
- (m) issue an annual report on executive compensation for inclusion in the Company's public filings, if required by Applicable Law;
- (n) administer and otherwise exercise the various authorities prescribed for the Committee by any of the Company Plans;
- (o) review, and if appropriate recommend for approval, any agreements between the Company and the CEO or the Company and its executive officers, including those assessing retirement, termination of employment or other special circumstances, as appropriate;

- (p) exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board;
- (q) report to the Board on all other matters and recommendations made by the Committee;
- (r) report to the Board following each meeting of the Committee and at such other times as the Board may consider appropriate;
- (s) maintain minutes and other records of meetings and activities of the Committee;
- (t) follow the process established for all committees of the Board for assessing the Committee's performance; and
- (u) review and assess the adequacy of this Charter on an annual basis and, where necessary or desirable, recommend changes to the Board.

**SCHEDULE B**  
**CHANGE OF AUDITOR REPORTING PACKAGE**

**BRS RESOURCES LTD.**

**TO:** British Columbia Securities Commission  
Alberta Securities Commission

**AND TO:** Whitley Penn LLP

**AND TO:** Cinnamon Jang Willoughby

**RE: Notice of Change of Auditor pursuant to Section 4.11 of National Instrument 51-102 - Continuous Disclosure Obligations ("NI 51-102")**

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Pursuant to Section 4.11(7) of NI 51-102, BRS Resources Ltd. (the "**Issuer**") hereby gives notice of the change of its auditor from Whitley Penn LLP to Cinnamon Jang Willoughby. In accordance with NI 51-102, the Issuer hereby states that:

1. Whitley Penn LLP has resigned as auditors of the Issuer, at the request of the Issuer, effective February 3, 2016;
2. the resignation of Whitley Penn LLP and the appointment of Cinnamon Jang Willoughby as the Issuer's auditor have been considered and approved by the Issuer's Audit Committee and the Issuer's Board of Directors;
3. there were no reservations in Whitley Penn LLP's reports for the two most recently completed fiscal years of the Issuer, nor for any subsequent period; and
4. there have been no "reportable events" within the meaning assigned under subsection 4.11(1) of NI 51-102.

DATED the 3<sup>rd</sup> day of February, 2016.

**BY ORDER OF THE BOARD OF DIRECTORS  
OF BRS RESOURCES LTD.**

*"Byron Coulthard"*

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Byron Coulthard  
President and Chief Executive Officer



**HLB** Cinnamon Jang Willoughby

Chartered Professional Accountants  
A Partnership of Incorporated Professionals

February 3, 2016

BY SEDAR

British Columbia Securities Commission  
701 West Georgia Street  
Vancouver, B.C. V7Y 1L2

Alberta Securities Commission  
Suite 600, 250 – 5th Street SW  
Calgary, AB T2P 0R4

Dear Sirs/Mesdames:

Re: BRS Resources Ltd. (the "Issuer")  
Notice Pursuant to NI 51-102 Continuous Disclosure Obligations ("NI 51-102")

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In accordance with NI 51-102, we have read the Issuer's Change of Auditor Notice dated February 3, 2016 and agree with the information contained therein, based upon our knowledge of the information at this date.

Should you require clarification or further information, please do not hesitate to contact the writer.

Yours truly,

*Cinnamon Jang Willoughby*



Fort Worth Office  
1400 West 7th Street  
Suite 400  
Fort Worth, Texas 76102  
817.259.9100 Main  
whitleypenn.com

February 3, 2016

**BY SEDAR**

British Columbia Securities Commission  
701 West Georgia Street  
Vancouver, B.C. V7Y 1L2

Alberta Securities Commission  
Suite 600, 250 – 5th Street SW  
Calgary, AB T2P 0R4

Dear Sirs/Mesdames:

Re: BRS Resources Ltd. (the “**Issuer**”) –  
Notice Pursuant to NI 51-102 *Continuous Disclosure Obligations* (“**NI 51-102**”)

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In accordance with NI 51-102, we have read the Issuer’s Change of Auditor Notice dated February 3, 2016 and agree with the information contained therein, based upon our knowledge of the information at this date.

Should you require clarification or further information, please do not hesitate to contact the writer.

Yours truly,

*Whitley Penn LLP*