

EXCHEQUER RESOURCE CORP.
430 – 580 Hornby Street
Vancouver, BC V6C 3B6
INFORMATION CIRCULAR
(containing information as at May 12, 2013)

For the Annual General Meeting
To Be Held on June 28, 2013

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the Management of Exchequer Resource Corp. (the "Company"), for use at the annual general meeting (the "Meeting"), of the shareholders (the "Shareholders") of the Company, to be held on Friday, the 28th day of June, 2013, at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof. The solicitation will be primarily by mail, however, proxies may be solicited personally or by telephone by the regular officers and employees of the Company. The cost of solicitation will be borne by the Company.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying form of Proxy (the "Proxy") are Directors and/or Officers of the Company. **A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR HIM ON HIS BEHALF AT THE MEETING OTHER THAN THE PERSONS NAMED IN THE ENCLOSED INSTRUMENT OF PROXY ("INSTRUMENT OF PROXY"). TO EXERCISE THIS RIGHT, A SHAREHOLDER SHALL STRIKE OUT THE NAMES OF THE PERSONS NAMED IN THE INSTRUMENT OF PROXY AND INSERT THE NAME OF HIS/HER NOMINEE IN THE BLANK SPACE PROVIDED, OR COMPLETE ANOTHER INSTRUMENT OF PROXY. A PROXY WILL NOT BE VALID UNLESS IT IS DEPOSITED WITH THE COMPANY'S REGISTRAR AND TRANSFER AGENT, COMPUTERSHARE TRUST COMPANY OF CANADA, ("COMPUTERSHARE") 100 UNIVERSITY AVENUE, 9TH FLOOR, TORONTO, ONTARIO, M5J 2Y1, NOT LESS THAN 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS) BEFORE THE TIME OF THE MEETING OR ADJOURNMENT THEREOF.**

The Instrument of Proxy must be signed by the Shareholder or by his attorney in writing, or, if the Shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer.

A Shareholder who has given a proxy may revoke it at any time before it is exercised. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or by his attorney authorized in writing, or, if the Shareholder is a corporation, it must either be under its common seal, or signed by a duly authorized officer and deposited at the Company's registrar and transfer agent, Computershare, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the proxy is to be used, or to the Chairperson of the Meeting on the day of the Meeting or any adjournment of it. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

On any poll, the persons named in the enclosed Instrument of Proxy will vote the shares in respect of which they are appointed. Where directions are given by the Shareholder in respect of voting for or against any resolution, the proxyholder will do so in accordance with such direction.

IN THE ABSENCE OF ANY INSTRUCTION IN THE PROXY, IT IS INTENDED THAT SUCH SHARES WILL BE VOTED IN FAVOUR OF THE MOTIONS PROPOSED TO BE MADE AT THE MEETING AS STATED UNDER THE HEADINGS IN THIS INFORMATION CIRCULAR. The Instrument of Proxy enclosed, when properly signed, confers discretionary authority with respect to amendments or variations to the matters which may properly be brought before the Meeting. At the time of printing this Information Circular, the Management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to the Management should properly come before

the Meeting, the Proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominee.

In order to approve a motion proposed at the Meeting, a majority of greater than 50% of the votes cast will be required (an "**Ordinary Resolution**") unless the motion requires a "**Special Resolution**", in which case a majority of not less than 66⅔ % of the votes cast will be required. In the event a motion proposed at the Meeting requires disinterested Shareholder approval (the "**Disinterested Shareholder Approval**"), common shares held by Shareholders of the Company who are also "insiders", as such term is defined under applicable securities laws, will be excluded from the count of votes cast on such motion.

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set forth in this section is of significant importance to many Shareholders as a substantial number of Shareholders do not hold common shares in their own name. Shareholders who do not hold their common shares in their own name (referred to in this information circular as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of common shares can be recognized and acted upon at the Meeting. If common shares are listed in an account statement provided to a Shareholder by a broker, then, in almost all cases, those common shares will not be registered in the Shareholder's name on the records of the Company. Such common shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such common shares are registered under the name CDS & Co. (the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). The common shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, a broker and its agents are prohibited from voting shares for the broker's clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their common shares are communicated to the appropriate person.**

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

This year, the Company has decided to take advantage of those provisions of National Instrument 54-101 that permit it to directly deliver proxy-related materials to its NOBOs. As a result, NOBOs can expect to receive a scannable Voting Instruction Form (VIF) from our registrar and transfer agent, Computershare. These VIFs are to be completed and returned to Computershare in the envelope provided or by facsimile. In addition, Computershare provides both telephone voting and internet voting as described on the VIF itself which contains complete instructions. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

With respect to Beneficial Shareholders who are OBOs, regulatory rules require intermediaries/brokers to seek voting instructions in advance of Shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders who are OBOs in order to ensure that their shares are voted at the Meeting. The purpose of the form of proxy or voting instruction form provided to a Beneficial Shareholder who is an OBO by its broker, agent or nominee is limited to instructing the registered holder of the common shares on how to vote such shares on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications ("**Broadridge**"). Broadridge typically supplies a voting instruction form, mails those forms to Beneficial Shareholders and asks those Beneficial Shareholders to return the forms to Broadridge or follow specific telephone or other voting procedures. Broadridge then tabulates the results of all instructions received by it and provides appropriate instructions respecting the voting of the shares to be represented at the Meeting. **A Beneficial Shareholder receiving a voting instruction form from Broadridge cannot use that form to vote common shares directly at the Meeting. Instead, the voting instruction form must be returned to Broadridge or the alternate voting procedures must be completed well in advance of the Meeting in order to ensure such common shares are voted.**

These security holder materials are being sent to both registered and non-registered owners of the shares of the Company. If you are a non-registered owner and the Company or its agent has sent these materials directly to you,

your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. In this event, by choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you; and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

In accordance with the provisions of National Instrument 54-101, the Company has elected not to pay for mailing to OBO's. As a result, OBO's will only receive paper copies of proxy-related materials if the OBO's intermediary assumes the costs of delivery.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purpose of voting common shares registered in the name of their broker, agent or nominee, a Beneficial Shareholder may attend the Meeting as a proxyholder for a shareholder and vote common shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their common shares as proxyholder for the registered shareholder should contact their broker, agent or nominee well in advance of the Meeting to determine the steps necessary to permit them to indirectly vote their common shares as a proxyholder.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company's authorized capital consists of an unlimited number of common shares ("**Common Shares**") without par value, each share carrying the right to one vote, of which 28,016,632 Common Shares are issued and outstanding as at May 13, 2013 and an unlimited number of Preferred Shares of which none are outstanding as at May 13, 2013. The Company has no other classes of securities.

Any Shareholder of record at the close of business on May 13, 2013 who either personally attends the Meeting or who has completed and delivered a Proxy in the manner and subject to the provisions described above, shall be entitled to vote or to have such shareholder's shares voted at the Meeting.

To the best of the knowledge of the directors and senior officers of the Company, the only person who holds, directly or indirectly, or exercise control or direction, over more than 10% of the issued and outstanding Common Shares of the Company, is as follows:

Name	Number of Voting Securities	Percentage
H. Barry Hemsworth	4,052,296	15.57%

EXECUTIVE COMPENSATION

In accordance with the provisions of applicable securities legislation, the Company had two (2) "**Named Executive Officers**" during the financial years ended December 31, 2011 and December 31, 2012, namely H. Barry Hemsworth – President & Chief Executive Officer and Kenneth Phillippe, Chief Financial Officer.

Definitions: For the purpose of this Information Circular:

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

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

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

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

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

"equity incentive plan" means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of IFRS2 *Share-based Payment*;

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

"grant date" means a date determined for financial statement reporting purposes under IFRS2 *Share-based Payment*;

"incentive plan" means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

"incentive plan award" means compensation awarded, earned, paid, or payable under an incentive plan;

"NEO" or **"named executive officer"** means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of National Instrument 51-102, for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity, at the end of that financial year;

"NI 52-107" means National Instrument 52-107 *Acceptable Accounting Principles, Auditing Standards and Reporting Currency*;

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

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

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

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

"repricing" means, in relation to an option, adjusting or amending the exercise or base price of the option, but excludes any adjustment or amendment that equally affects all holders of the class of securities underlying the option and occurs through the operation of a formula or mechanism in, or applicable to, the option; and

"share-based award" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

COMPENSATION DISCUSSION AND ANALYSIS

Each executive officer receives a base salary, which constitutes the largest share of the officer's compensation package. Base salary is recognition for discharging job responsibilities and reflects the officer's performance over time, as well as that individual's particular experience and qualifications. An officer's base salary is reviewed by the Board of Directors on an annual basis and may be adjusted to take into account performance contributions for the year and to reflect sustained performance contributions over a number of years. Officers are also eligible to receive discretionary bonuses as determined by the Board of Directors based on each officer's responsibilities, his achievement of corporate objectives and the Company's financial performance.

In addition, officers are eligible under the Company's stock option plan (the "**Plan**") to receive grants of stock options. The Plan is 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 Common Shares over a stated period of time. The Plan is intended to reinforce commitment to long-term growth in profitability and shareholder value. The size of stock option grants to officers is dependent on each officer's level of responsibility, authority and importance to the Company and the degree to which such officer's longterm contribution to the Company will be key to its long-term success.

The following table sets out certain information respecting the compensation paid to NEOs:

SUMMARY COMPENSATION TABLE

Name and principal position (a)	Year (b)	Salary (\$) (c)	Share-based awards (d)	Option-based awards (\$) (e)	Non-equity incentive plan compensation (f)		Pension value (g)	All other compensation (h)	Total Compensation (\$) (i)
					Annual Incentive Plans (f1)	Long-term incentive plans (f2)			
H. Barry Hemsworth CEO	2012	30,000	Nil	Nil	Nil	Nil	Nil	Nil	30,000
	2011	30,000	Nil	Nil	Nil	Nil	Nil	Nil	30,000
	2010	30,000	Nil	Nil	Nil	Nil	Nil	Nil	30,000
Kenneth Phillippe CFO	2012	15,750	Nil	Nil	Nil	Nil	Nil	Nil	15,730
	2011	15,500	Nil	Nil	Nil	Nil	Nil	Nil	15,500
	2010	10,000	Nil	Nil	Nil	Nil	Nil	Nil	10,000

OPTION BASED AWARDS

COMMON SHARE PURCHASE PLAN

The Company has in effect the Plan in order to provide effective incentives to directors, officers, senior management personnel and employees of the Company and to enable the Company to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for the Company's Shareholders. The Company has no equity compensation plans other than the Plan.

OUTSTANDING SHARE-BASED AWARDS AND OPTION-BASED AWARDS

The following table sets forth particulars of all outstanding share-based and option-based awards granted to the named executive officers and which were outstanding at December 31, 2011:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money-options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
H. Barry Hemsworth	250,000	0.11	September 24, 2012	Nil	Nil	Nil	Nil
Kenneth Phillippe	37,500	0.11	September 24, 2012	Nil	Nil	Nil	Nil

Note:

- (1) based on the closing price of the Company's shares on December 31, 2011 of \$0.02.

The following table sets forth particulars of all outstanding share-based and option-based awards granted to the named executive officers and which were outstanding at December 31, 2012:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money-options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
H. Barry Hemsworth	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Kenneth Phillippe	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Note:

- (1) based on the closing price of the Company's shares on December 31, 2012 of \$0.005.

TERMINATION AND CHANGE OF CONTROL BENEFITS

There are no termination and control benefits in place.

DIRECTOR COMPENSATION

There are no arrangements under which directors were compensated by the Company and its subsidiaries during the most recently completed financial year end for their services in their capacity as directors or consultants.

Director Compensation Table

The following table sets forth particulars of all compensation paid to directors who were not named executive officers during the year ended December 31, 2011:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(i)
William E. Schmidt	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Gary F. Zak	Nil	Nil	Nil	Nil	Nil	Nil	Nil

The following table sets forth particulars of all compensation paid to directors who were not named executive officers during the year ended December 31, 2012:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(i)
William E. Schmidt	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Gary F. Zak	Nil	Nil	Nil	Nil	Nil	Nil	Nil

OUTSTANDING SHARE-BASED AWARDS AND OPTION-BASED AWARDS

The following table sets forth particulars of all outstanding share-based and option-based awards granted to the directors and which were outstanding at December 31, 2011:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money-options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
William E. Schmidt	37,500	0.11	September 24, 2012	Nil	Nil	Nil	Nil
Gary F. Zak	37,500	0.11	September 24, 2012	Nil	Nil	Nil	Nil

Notes:

(1) based on the closing price of the Company's shares on December 30, 2011 of \$0.002.

The following table sets forth particulars of all outstanding share-based and option-based awards granted to the directors and which were outstanding at December 31, 2012:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money-options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
William E. Schmidt	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Gary F. Zak	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) based on the closing price of the Company's shares on December 31, 2012 of \$0.005.

INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED DURING THE YEAR

The following table sets forth particulars of the value vested or earned during the year ended December 31, 2011 in respect of incentive awards to the directors:

Name	Option-based awards– Value vested during the year (\$)	Share-based awards– Value vested during the year ⁽¹⁾ (\$)	Non-equity incentive plan compensation–Value earned during the year (\$)
William E. Schmidt	Nil	N/A	N/A
Gary F. Zak	Nil	N/A	N/A

Notes:

(1) The fair value of the options granted was calculated using the Black-Scholes valuation method using the assumptions set forth in the notes to the table under the heading "Summary Compensation Table" above.

The following table sets forth particulars of the value vested or earned during the year ended December 31, 2012 in respect of incentive awards to the directors:

Name	Option-based awards– Value vested during the year (\$)	Share-based awards– Value vested during the year ⁽¹⁾ (\$)	Non-equity incentive plan compensation–Value earned during the year (\$)
William E. Schmidt	Nil	N/A	N/A
Gary F. Zak	Nil	N/A	N/A

Notes:

(1) The fair value of the options granted was calculated using the Black-Scholes valuation method using the assumptions set forth in the notes to the table under the heading "Summary Compensation Table" above.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION

The following table sets forth information with respect to all compensation plans under which equity securities are authorized for issuance as of December 31, 2011:

EQUITY COMPENSATION PLAN INFORMATION

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders ⁽¹⁾	1,728,458	\$0.11	N/A
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
TOTAL	1,728,458	\$0.11	N/A

Note:

- (1) The Company has in place the Plan pursuant to which the Board of Directors of the Company may grant options to purchase up to a maximum of 5,603,326 Common Shares of the Company.

The following table sets forth information with respect to all compensation plans under which equity securities are authorized for issuance as of December 31, 2012:

EQUITY COMPENSATION PLAN INFORMATION

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders ⁽¹⁾	1,728,458	\$0.11	N/A
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
TOTAL	1,728,458	\$0.11	N/a

Note:

- (1) The Company has in place the Plan pursuant to which the Board of Directors of the Company may grant options to purchase up to a maximum of 5,603,326 Common Shares of the Company.

For further information on the Company's equity compensation plans, refer to the heading "Confirmation of Rolling Stock Option Plan."

Other than routine indebtedness for travel and other expense advances, no existing or proposed director, executive officer or senior officer of the Company or any associate of any of them, was indebted to the Company as at December 31, 2011 and December 31, 2012, or is currently indebted to the Company.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Between January 1, 2011 and December 31, 2011 and since and January 1, 2012, being the commencement of the Company's most recently completed financial years, no

- (a) person who has been a director, senior officer or insider of the Company;
- (b) proposed nominee for election as a director of the Company; and
- (c) associate or affiliate of any of the foregoing persons,

has any material interest, direct or indirect, in any matter to be acted upon (other than the election of directors or the appointment of auditors) except as set out herein.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For purposes of the following discussion, "**Informed Person**" means (a) a director or Executive Officer of the Company; (b) a director or Executive Officer of a person or company that is itself an Informed Person or a subsidiary of the Company; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company, other than the voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed below, elsewhere herein or in the Notes to the Company's financial statements for the financial years ended December 31, 2011 and December 31, 2012, none of:

- a) the Informed Persons of the Company;
- b) the proposed nominees for election as a Director of the Company; or
- c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, in any transaction since the commencement of the last financial year of the Company or in a proposed transaction which has materially affected or would materially affect the Company or any subsidiary of the Company.

FINANCIAL STATEMENTS

The audited financial statements of the Company for the years ended December 31, 2011 and December 31, 2012 (the "**Financial Statements**"), together with the Auditor's Report thereon, will be presented to Shareholders at the Meeting. The Financial Statements, together with the respective Auditor's Reports thereon and the Management Discussion and Analysis, are not being mailed to Shareholders of record with this Information Circular. The Financial Statements have been mailed to each Shareholder who has requested them. Copies of the Financial Statements, together with the respective Management Discussion and Analysis, Notice of Meeting, Information Circular and Proxy will be available from the Company's registrar and transfer agent, Computershare, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1. The Financial Statements are also available on-line at www.sedar.com.

ELECTION OF DIRECTORS

The persons named in the enclosed Instrument of Proxy intend to vote in favour of fixing the number of directors at three (3). Although Management is nominating three (3) individuals to stand for election, the names of further nominees for directors may come from the floor at the Meeting.

Each director of the Company is elected annually and holds office until the next annual general meeting of Shareholders or until his successor is duly elected, if his office is earlier vacated, in accordance with the Articles of the Company.

In the absence of instructions to the contrary, the shares represented by Proxy will be voted for the nominees herein listed. Management does not contemplate that any of the nominees will be unable to serve as a director.

INFORMATION CONCERNING NOMINEES SUBMITTED BY MANAGEMENT

The following table sets out each of the names of the persons proposed to be nominated by Management for election as a director, the province or state and country in which he is ordinarily resident, the positions and offices which each presently holds with the Company, the period of time for which he has been a director of the Company, the respective principal occupations or employment during the past five years if such nominee is not presently an elected director and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Information Circular. The three nominees are all currently directors of the Company.

Name, Province and Country of Ordinary Residence and Positions held with the Corporation	Director/Officer since	Principal Occupation for the Past Five Years	Common Shares Beneficially Owned Directly or Indirectly⁽¹⁾
H. Barry Hemsworth BC, Canada President, CEO and Director	August 21, 2001	Barrister and Solicitor, director and officer of several public companies	4,052,246
William E. Schmidt BC, Canada Director	February 2002	Barrister and Solicitor	491,461
Gary F. Zak BC, Canada Director	August 15, 2001	Businessman; Director and officer of several public companies	Nil

Note:

(1) Information as to shareholdings has been provided by the directors.

Messrs. Hemsworth, Schmidt and Zak are resident in Canada. The Company does not currently have an Executive Committee of its Board of Directors. The members of the Audit Committee are: Messrs. Hemsworth, Schmidt and Zak.

Other than as listed below, no proposed director (including any personal holding company of a proposed director), is:

1. as at the date of the 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 (including the Company) that:
 - (a) was the subject of a cease trade order (including a management cease trade order which applies to directors or executive officers), an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a

period of more than 30 consecutive days, that was issued while such person was acting in the capacity as director, chief executive officer or chief financial officer; or

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

2. has been subject to:

- (i) 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 since December 31, 2000 or before December 31, 2000 the disclosure of which would likely be important to a reasonable security holder in deciding whether to vote for a proposed director; or
- (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

AUDIT COMMITTEE DISCLOSURE

The charter of the Company's audit committee and the other information required to be disclosed by Form 52-110F2 is attached to this Information Circular as Schedule "A".

APPOINTMENT AND REMUNERATION OF AUDITORS

Shareholders will be asked to pass an ordinary resolution to re-appoint MNP LLP, Chartered Accountants, as auditors for the Company, to hold office until the next annual general meeting of the Shareholders at a remuneration to be fixed by the Board of Directors. MNP LLP were appointed as auditors for the Company on April 14, 2011 when MNP LLP merged with Chang Lee. Management recommends the re-appointment, and the persons named in the enclosed Proxy intend to vote in favour of such re-appointment.

MANAGEMENT CONTRACTS

The Company is not a party to a management contract with anyone including directors or executive officers of the Company.

CORPORATE GOVERNANCE

The information required to be disclosed by National Instrument 58-101 *Disclosure of Corporate Governance Practices* is attached to this information circular as Schedule "B".

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

ACTS AND DEEDS OF DIRECTORS

Shareholders will be requested to pass an ordinary resolution to confirm, ratify and approve all acts, deeds and things done by and the proceedings of the directors and officers of the Company on behalf of the Company during the preceding year.

As of the date of this information circular, management knows of no other matters to be acted upon at this Meeting. However, should any other matters properly come before the Meeting, the shares represented by the Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the shares represented by the Proxy.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Copies of the Company's Financial Statements and Management Discussion and Analysis may be obtained without charge upon request from the Company, at 430 – 580 Hornby Street, Vancouver, BC V6C 3B6, phone (604) 687-4456 and such documents will be sent by mail or electronically by email as may be specified at the time of the request.

DIRECTOR APPROVAL

The contents of this Information Circular and the sending thereof to the Shareholders of the Company have been approved by the Board of Directors.

DATED at Vancouver, BC, this 22nd day of May, 2013.

"H. Barry Hemsworth"

H. BARRY HEMSWORTH
President, CEO and Director

SCHEDULE "A"
EXCHEQUER RESOURCE CORP.
FORM 52-110F2
AUDIT COMMITTEE DISCLOSURE

ITEM 1: THE AUDIT COMMITTEE'S CHARTER

ORGANIZATION

There shall be a committee of the board of directors (the "**Board**") of Exchequer Resource Corp. ("**CFO**") known as the Audit and Finance Committee (the "**Committee**"). This charter shall govern the operations of the Committee.

MEMBERSHIP AND QUALIFICATIONS

The membership of the Committee shall be appointed by the Board and shall consist of at least three directors, the majority of whom will be non-officers (the "**Independent Directors**").

Each independent member of the Committee shall be, while at all times a member of the Committee, free of any relationship that, in the opinion of the Board, would interfere with the member's individual exercise of independent judgment.

Each member of the Committee shall be, while at all times a member of the Committee, generally knowledgeable in financial and auditing matters, specifically possessing the ability to read and understand fundamental financial statements including CFO's balance sheet, statement of operations and statement of cash flows.

The Board shall appoint one member of the Committee as chair. The chair shall be responsible for leadership of the Committee, including preparing the agenda, presiding over the meetings, making committee assignments and reporting to the Board. The chair will also maintain regular liaison with CFO's Chief Executive Officer, Chief Financial Officer and lead independent audit partner.

ROLE

The Committee assists the Board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing, reporting practices, systems of internal accounting and financial controls, the annual independent audit of CFO's financial statements, and the legal compliance and ethics programs of CFO as established by management and the Board shall also perform any other related duties as directed by the Board. In fulfilling this role, the Committee is expected to maintain free and open communications with the independent auditor and management of CFO and shall meet at least once each quarter.

While the Committee has the responsibilities and powers set forth below in this charter under the headings "Authority" and "Responsibilities and Processes", it is not the duty of the Committee to conduct audits or to determine that CFO's financial statements are fairly presented and are in accordance with generally accepted accounting principles. Management is responsible for the preparation of financial statements in accordance with generally accepted accounting principles. It is the role of the independent auditor to audit the financial statements.

AUTHORITY

The Committee is granted the authority to investigate any matter brought to its attention, with full access to all books, records, facilities and personnel of CFO. The Committee has the power to engage and determine funding for outside counsel or other experts or advisors as the Committee deems necessary for these purposes and as otherwise necessary or appropriate to carry out its duties. CFO shall provide appropriate funding, as determined by the Committee, for payment of compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for CFO and for any advisors

employed by the Committee as well as for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

RESPONSIBILITIES AND PROCESSES

The Committee's primary responsibilities include:

- (1) Overseeing CFO's financial reporting process on behalf of the Board and reporting the results or findings of its oversight activities to the Board.
- (2) Having sole authority to appoint, retain and oversee the work of CFO's independent auditor and establishing the compensation to be paid to the independent auditor. CFO's independent auditor shall report directly to the Committee
- (3) Establishing procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls and/or auditing matters for the confidential, anonymous submission by CFO's employees of concerns regarding questionable accounting or auditing matters.
- (4) Pre-approving all audit services and permissible non-audit services as may be amended from time to time.
- (5) Overseeing CFO's system to monitor and manage risk, and legal and ethical compliance programs, including the establishment and administration (including the grant of any waiver from) a written code of ethics applicable to each of CFO's principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions.

The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible in order to react more effectively to changing conditions and circumstances. The Committee shall take the appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practices and ethical behaviour.

The following shall be the principal recurring processes of the Committee relating to its oversight responsibilities. These processes are set forth as a guide, with the understanding that the Committee may supplement them as appropriate and is not intended to be a comprehensive list of all the actions that the Committee will take in discharging its duties. These processes are:

- (1) Discussing with the independent auditor the objectivity and independence of the auditor and any relationships that may impact the auditor's objectivity or independence and receiving from the independent auditor disclosures regarding its independence and written affirmation that the independent auditor is in fact independent, and taking any action, or recommending that the Board take appropriate action to oversee the independence of the independent auditor.
- (2) Overseeing the independent auditor relationship by discussing with the auditor the nature and scope of the audit process, receiving and reviewing audit reports, and providing the auditor full access to the Committee to report on any and all appropriate matters. The Committee has the sole authority to resolve disagreements, if any, between management and the independent auditor.
- (3) Discussing with the independent auditor and CFO's financial and accounting personnel, together and in separate sessions, the adequacy and effectiveness of the accounting and financial controls of CFO and eliciting recommendations for the improvement of such internal control procedures or particular areas where new or more detailed controls or procedures may be desirable.
- (4) Providing sufficient opportunity for the independent auditor to meet with the members of the Committee without members of management present. Among the items to be discussed in these meetings are the independent auditor's evaluation of CFO's financial and accounting personnel and the cooperation that the independent auditor received during the course of the audit.

- (5) Discussing with management their review of the adequacy of CFO's disclosure controls and procedures, the effectiveness of such controls and procedures and any findings following such review.
- (6) Reviewing CFO's system to monitor, assess and manage risk and legal and ethical compliance program.
- (7) Reviewing and discussing with management and the independent auditor prior to the filing of CFO's annual report:
 - (a) CFO's annual financial statements and related footnotes and other financial information, including the information in the "Management's Discussion and Analysis.
 - (b) The selection, application and effects of CFO's critical accounting policies, practices and the reasonableness of significant judgements and estimates made by management.
 - (c) Alternative and preferred treatment of financial information under generally accepted accounting principles.
 - (d) All material arrangements, off-balance sheet transactions and relationship with any unconsolidated entities or any other persons which may have a material, current or future, effect on the financial condition of CFO.
 - (e) Any material written communications between the independent auditor and management.
 - (f) The independent auditor's audit of the financial statements and its report thereon.
 - (g) Any significant finding and recommendations of the independent auditor and management's responses thereto.
 - (h) Any significant changes in the independent auditor's audit plan.
 - (i) Any serious difficulties or disputes with management encountered during the course of the audit.
 - (j) Any related significant findings and recommendations of the independent auditor together with management's responses thereto.
 - (k) Other matters related to the conduct of the audit, which are to be communicated to the Committee under generally accepted auditing standards.
- (8) Preparing a report to be included in CFO's Information Circular that states the Committee has:
 - (a) Analyzed and discussed the audited financial statements with management;
 - (b) Discussed with the independent auditor the auditor's independence;
 - (c) Considered the audit and non-audit services provided by the independent auditor, and the fees paid for such services.
- (9) The Committee shall review in advance all announcements of interim and annual financial results, as well as any periodic guidance to be publicly released by CFO and discuss such announcements with management and the independent auditors.
- (10) Reviewing and discussing with management and the independent auditor prior to the filing of CFO's Quarterly Report:

- (a) CFO's interim financial statements and related footnotes and other financial information, including the information in the "Management's Discussion and Analysis.
 - (b) The selection, application and effects of CFO's critical accounting policies, practices and the reasonableness of significant judgments and estimates made by management.
 - (c) Alternative and preferred treatment of financial information under generally accepted accounting principles.
 - (d) All material arrangements, off-balance sheet transactions and relationship with any unconsolidated entities or any other persons which may have a material current or future effect on the financial condition of CFO.
- (11) Reviewing and either approving or disapproving all related party transactions.
 - (12) Submitting the minutes of all meetings of the Committee to, or discussing the matters discussed at each committee meeting with, the Board
 - (13) Reviewing and assessing the adequacy of this charter annually and recommend any proposed changes to the Board for its approval.
 - (14) The Chairman of the Committee, or another Committee member designated by the Chairman, is authorized to act on behalf of the Committee with respect to required Committee responsibilities which arise between regularly scheduled Committee meetings, with the independent auditors and management, as well as the pre-approval of non-audit services provided by the independent auditors, as necessary, as contemplated by the Committee's policies. Any such pre-filing discussions and pre-approvals shall be reported to the Committee at a subsequent meeting.

ITEM 2: COMPOSITION OF THE AUDIT COMMITTEE

The current members of the Committee are H. Barry Hemsworth, William E. Schmidt and Gary Zak. All of the members are financially literate. "Independent" and "financially literate" have the meaning used in National Instrument 52-110 (the "**Instrument**") of the Canadian Securities Administrators.

ITEM 3: RELEVANT EDUCATION AND EXPERIENCE

The relevant education and/or experience of each member of the Audit Committee is as follows:

Mr. H. Barry Hemsworth

Mr. Hemsworth is the President, CEO and a director of the Company. Mr. Hemsworth has 41 years experience as a director and or officer, former securities lawyer.

Mr. William E. Schmidt

Mr. Schmidt is a Director of the Company. Mr. Schmidt has 41 years experience as director and or officer, former securities lawyer.

Mr. Gary Zak

Mr. Zak is a director of the Company. Mr. Zak Has 30 years experience providing Business Development management to public companies and as a director and or officer.

ITEM 4: AUDIT COMMITTEE OVERSIGHT

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor (currently, MNP LLP, Chartered Accountants) not adopted by the Board.

ITEM 5: RELIANCE ON CERTAIN EXEMPTIONS

Since the effective date of the Instrument, the Company has not relied on the exemptions contained in sections 2.4 or 8 of the Instrument. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of MI 52-110, in whole or in part.

ITEM 6: PRE-APPROVAL POLICIES AND PROCEDURES

Formal policies and procedures for the engagement of non-audit services have yet to formulated and adopted. Subject to the requirements of the Instrument, the engagement of non-audit services is considered by the Company's Board of Directors, and where applicable by the Audit Committee, on a case by case basis.

ITEM 7: EXTERNAL AUDITOR SERVICE FEES (BY CATEGORY)

The aggregate fees charged to the Company by the external auditor in each of the last two fiscal years is as follows:

	FYE 2012	FYE 2011
Audit Costs Including T2 Corporate Tax Returns for the year ended	14,280	15,300
All other fees (non-tax) Assistance with Quarterly Report Preparation:	0	1,200
<hr/> Total Fees:	<hr/> 14,280	<hr/> 16,500

ITEM 8: EXEMPTION

In respect of the most recently completed financial year, the Company is relying on the exemption set out in section 6.1 of the Instrument with respect to compliance with the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of the Instrument.

SCHEDULE "B"

EXCHEQUER RESOURCE CORP.

CORPORATE GOVERNANCE

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* the Company is required to and hereby discloses its corporate governance practices as follows.

ITEM 1. BOARD OF DIRECTORS

The Board of Directors has created a Nominating and Corporate Governance Committee and has approved a charter for that committee. A copy of the charter has been placed on the Sedar website. The said committee is intended to provide the exercise of independent supervision over management.

Mr. William E. Schmidt, a director of the Company, 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 the director's ability to act with the best interests of the Company, other than the interests and relationships arising from shareholdings.

Mr. Gary Zak, a director of the Company, 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 the director's ability to act with the best interests of the Company, other than the interests and relationships arising from shareholdings.

Mr. H. Barry Hemsworth, a director of the Company, is also the President and Chief Executive Officer of the Company and is therefore not independent.

ITEM 2. DIRECTORSHIPS

The directors of the Company are currently directors of the following other reporting issuers:

Name of Director	Name of Reporting Issuer	Term
H. Barry Hemsworth	N/A	N/A
William E. Schmidt	San Antonio Ventures Inc.	June 2010 to present
Gary Zak	Bold Ventures Inc. RCP Capital Corp. Whitewater Capital Corp. Alto Ventures Ltd. Pasport Potash – Advisory Board	February 2008 to present July 2011 to present December 2010 to present December 2010 to present January 2012 to present

ITEM 3. ORIENTATION AND CONTINUING EDUCATION

The Board does not have any formal procedure to orient new board members nor does it have a formal policy of providing continuing education for directors.

The Company relies upon its professional advisors to update the knowledge of the board members in respect to changes in relevant policies and regulations. The Nominating and Corporate Governance Committee will be expected to select any new members from persons who have the requisite knowledge and experience to ensure that the lack of formal policy will not detract from the performance of board members.

ITEM 4. ETHICAL BUSINESS CONDUCT

The Board has adopted a Code of Ethics. A copy of the Code is located under the company's name on the Sedar website (www.sedar.com). The Board does not take any formal measures to encourage and promote a culture of ethical business conduct, but, does rely upon the selection of persons to and as directors, officers and employees who they consider to meet the highest ethical standards.

ITEM 5. NOMINATION OF DIRECTORS

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

ITEM 6. COMPENSATION

The directors of the Company do not receive compensation as such. The compensation payable to officers and for consulting services are determined by the Board of Directors according to their understanding as to the amount of compensation is reasonable in the circumstances of the services performed by officers or consultants.

ITEM 7. OTHER BOARD COMMITTEES

The Board does not have any standing committee other than audit, compensation and nominating and corporate governance committees. However, it does have a corporate disclosure system which is described in notes which have been placed on the Sedar website.

ITEM 8. ASSESSMENTS

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