

ONE WORLD INVESTMENTS INC.

Suite 615 – 800 West Pender Street
Vancouver, British Columbia V6C 2V6

INFORMATION CIRCULAR

February 12, 2016

INTRODUCTION

This Information Circular accompanies the Notice of Annual General and Special Meeting of Shareholders (the “**Notice**”) and is furnished to the shareholders (the “**Shareholders**”) holding common shares (the “**Common Shares**”) in the capital of One World Investments Inc. (the “**Company**”) in connection with the solicitation by the management of the Company of proxies to be voted at the Annual General and Special Meeting (the “**Meeting**”) of the Shareholders to be held at 10:00 a.m. (Vancouver time) on Tuesday, March 15, 2016 at the offices of the Company’s located at 615 - 800 West Pender Street, Vancouver, British Columbia, or at any adjournment or postponement thereof.

The Company’s Audit Committee Charter is filed on SEDAR at www.sedar.com and is specially incorporated by reference into, and forms an integral part of, this Information Circular. Copies of documents incorporated herein by reference may be obtained by a Shareholder upon request without charge from the Corporate Secretary of the Company at Suite 615-800 West Pender Street, Vancouver, BC V6C 2V6. These documents are also available on SEDAR which can be accessed at www.sedar.com.

Date and Currency

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

PROXIES AND VOTING RIGHTS

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 and such solicitation will be made without special compensation granted to the directors, regular officers and employees of the Company. The Company does not reimburse shareholders, nominees or agents for costs incurred in obtaining, from the principals of such persons, 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 Information Circular and related proxy materials to their customers, 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 Common Share that such Shareholder holds on February 01, 2016 (the “**Record Date**”) 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) TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING, OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY.

TO EXERCISE THE RIGHT, THE SHAREHOLDER MAY DO SO BY STRIKING OUT THE PRINTED NAMES AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED IN 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, Computershare Investor Services Inc. (the “**Transfer Agent**”), at its offices located on the 3rd Floor, 510 Burrard Street, Vancouver, British Columbia V6B 3B9, by mail or fax, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof. Alternatively, the completed form of proxy may be delivered to the Chairman of the Meeting on the day 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, should 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 Company at the address set forth above, 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 by a Registered Shareholder and participation in a poll (ballot) by a Shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures within the requisite time period. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

Voting of Common 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 on the proxy. If the instructions as to voting indicated in the proxy are certain, the Common 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 Common Shares represented will be voted or withheld from the vote on that matter accordingly. The Common 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 Common 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 Common Shares represented by the proxy in favour of each matter identified in the proxy, including the vote for the election of the nominees to the Company's board of directors (the "Board"), for the appointment of the auditors, for the adoption of the stock option plan and for the amendment to the Company's articles.

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, and with respect to other matters which may properly come before the Meeting. 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 Common Shares on any matter, the Common Shares that are the subject of the abstention or withholding will be counted for the determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

NON-REGISTERED HOLDERS

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most Shareholders are "non-registered" Shareholders because the Common Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Common Shares. More particularly, a person is not a registered Shareholder in respect of Common 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 Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators or self-administered RRSP's, RRIF's, RESP's and similar plans); or (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. ("**CDS**")) of which the Intermediary is a participant. In accordance with the requirements as set out in National Instrument 54-101 of the Canadian Securities Administrators ("**NI 54-101**"), the Company has distributed copies of the Notice of Meeting, 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 Common 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 Common 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 management proxyholders 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 security holder materials are being sent to both registered and non-registered owners of the Common Shares. 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.

All references to shareholders in this Information Circular are to registered shareholders, unless specifically stated otherwise.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of Common Shares without par value. As at the Record Date, determined by the Board to be the close of business on February 01, 2016, a total of 5,055,506 Common Shares were issued and outstanding. Each Common Share carries the right to one vote at the Meeting.

Only registered Shareholders as of the Record Date (February 01, 2016) are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

To the knowledge of the Company's directors and executive officers, no person or company beneficially owns, or controls or directs, directly or indirectly, 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	Number of Common Shares	Percentage of Outstanding Common Shares ⁽¹⁾
Boffo Investment Corp.	1,166,667	23.08%
Big 5 Investment Group	1,166,667	23.08%

⁽¹⁾ Based on 5,055,506 Common Shares issued and outstanding as of the Record Date. The Company believes that all persons hold legal title, and the Company has no knowledge of actual Common Share ownership.

RECEIPT OF FINANCIAL STATEMENTS

The directors will place before the Meeting the audited consolidated financial statements for the financial years ended December 31, 2012, 2013 and 2014 together with the auditors' report thereon.

NUMBER OF DIRECTORS

The Articles of the Company provide for a board of directors of no fewer than three directors and no greater than a number as fixed or changed from time to time by majority approval of the Shareholders.

At the Meeting, Shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company for the ensuing year at three. The number of directors will be approved if the affirmative vote of at least a majority of Common Shares present or represented by proxy at the Meeting and entitled to vote thereat are voted in favour of setting the number of directors at three.

Management recommends the approval of an ordinary resolution to set the number of directors of the Company at three.

ELECTION OF DIRECTORS

At present, the directors of the Company are elected at each annual general meeting and hold office until the next annual general 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. The Company's current Board consists of Douglas Fulcher, Alan Williams and Terri Anne Welyki. In the absence of instructions to the contrary, the enclosed Form of Proxy will be voted for the nominees listed in the Form of Proxy, all of whom are presently members of the Board.

Management of the Company proposes to nominate all of the current directors, as further described in the table below, for election by the Shareholders as directors of the Company to hold office until the next

annual general meeting. Information concerning such persons, as furnished by the individual directors, is as follows:

Name, Province/State, Country of Residence and Position(s) with the Company ⁽¹⁾	Principal Occupation Business or Employment for Last Five Years	Periods during which Nominee has Served as a Director	Number of Voting Securities of the Company Beneficially Owned or Controlled or Directed, Directly or Indirectly ⁽²⁾
Douglas Fulcher ⁽³⁾⁽⁴⁾ BC, Canada <i>President, CEO and Director</i>	President & CEO, Abacus Mining & Exploration from 2003 to 2010; President of Burnstone Ventures Inc. since March 2011; President of Maritime Resources Corp. since June 2014; and President of True Grit Resources Ltd. since July 2014.	Since September 23, 2015	Nil
Alan Williams ⁽³⁾⁽⁴⁾ BC, Canada <i>Director</i>	Independent consultant for the past 26 years. Director of Maritime Resources Corp. since March 2008; President and CEO of Maritimes Resources Corp. from March 2008 to October 2010; Director of Invenio Resources Corp. since July 2003; Director of Goldrush Resources Ltd. from October 2003 to December 2015.	Since September 23, 2015	Nil
Terri Anne Welyki ⁽³⁾⁽⁴⁾ BC, Canada <i>Director</i>	Independent consultant with 15 years of capital market experience raising capital for private and public companies.	Since November 10, 2015	Nil

(1) The information as to country and province or state of residence, and principal occupation, not being within the knowledge of the Company, has been furnished by the respective nominees.

(2) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at the Record Date is based upon information furnished to the Company by the respective nominees. Unless otherwise indicated, such Shares are held directly.

(3) Member of the Audit Committee.

(4) Member of Compensation Committee.

The term of office of those nominees set out above, who are presently directors, will expire as of the date of the Meeting. All of the directors who are elected at the Meeting will have their term of office expire at the next annual general meeting or at such time when their successors are duly elected or appointed in accordance with the Company's Articles, or with the provisions of applicable corporate legislation or until such director's earlier death, resignation or removal.

Management does not contemplate that any of its nominees will be unable to serve as directors. If any vacancies occur in the slate of nominees listed above before the Meeting, then the Designated Persons intend to exercise discretionary authority to vote the Common Shares represented by proxy for the election of any other persons as directors.

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

Orders

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

- (a) was subject to an order 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 an order 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.

Bankruptcies

To the best of management's knowledge, other than as disclosed below, no proposed director of the Company has, within 10 years before the date of this Information Circular, been a director or an 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.

To the best of management's knowledge, other than as disclosed below, no proposed director of the Company 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 became 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

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

STATEMENT OF EXECUTIVE COMPENSATION

General

For the purpose of this Information Circular:

“**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;

“**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 of the company, including any of its subsidiaries, 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 Form 51-102F6 *Statement of Executive Compensation*, 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 that financial year.

Compensation Discussion and Analysis

Compensation Discussion and Analysis and Compensation Governance

The Company's compensation program is intended to attract, motivate, reward and retain the management talent needed to achieve the Company's business objectives of improving overall corporate performance and creating long-term value for the Shareholders. The compensation program is intended to reward executive officers on the basis of individual performance and achievement of corporate objectives. The Company's current compensation program is comprised of base salary, short term incentives such as discretionary bonuses and long term incentives such as stock options.

The compensation committee of the Board (the "**Compensation Committee**"), through discussions without any formal objectives, criteria or analysis, is responsible for recommending to the Board all forms of compensation to be granted to the executive officers of the Company, as well as to its directors, and for reviewing the CEO's recommendations regarding compensation of the other senior executives of the Company, to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation of the Company's executive officers, the Committee considers: (i) recruiting and retaining executives critical to the success of the Company and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balance the interests of management and Shareholders; and (iv) rewarding performance, both on an individual basis and with respect to operations in general. In order to achieve these objectives, the compensation paid to the NEOs, if any, consists of base salary and/or long-term incentive in the form of stock options. NEOs that are also directors of the Company and are involved in discussions relating to compensation disclose their interest in and abstain from voting on compensation decisions relating to them, as applicable, in accordance with applicable corporate legislation.

In making compensation decisions the Compensation Committee strives to find a balance between short-term and long-term compensation and cash versus equity incentive compensation. Base salaries or fees and discretionary cash bonuses primarily reward recent performance and incentive stock options encourage NEOs and directors to continue to deliver results over a longer period of time and serve as a retention tool. The annual salary or fee for each NEO, as applicable, is recommended by the Compensation Committee and determined by the Board based on the level of responsibility and experience of the individual, the relative importance of the position to the Company, the professional qualifications of the individual and the performance of the individual over time. The NEOs' performances and salaries or fees are to be reviewed periodically. Increases in salary or fees are to be evaluated on an individual basis and are performance and market-based. The amount and award of cash bonuses to key executives and senior management is discretionary, depending on, among other factors, the financial performance of the Company and the position of a participant.

Given the Company's current stage of development, the implications of the risks associated with the Company's compensation policies and practices have not been considered by the Board or its Compensation Committee. Under the Company's compensation policies and practices, NEOs and

directors are not prevented from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

The members of the Compensation Committee of the Board are as follows:

Member	Independent ⁽¹⁾
Douglas Fulcher	Not Independent ⁽²⁾
Alan Williams	Independent
Terri Anne Welyki	Independent

⁽¹⁾ A member of the Compensation Committee is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

⁽²⁾ Mr. Fulcher is not independent as he is the President and CEO of the Company.

Mr. Fulcher and Mr. Williams have previously served as director and/or officers of other reporting issuers and Ms. Welyki has served as an independent consultant for private and public companies and in such capacities they have been involved with making decisions with respect to executive compensation. The skills and experience that the Compensation Committee members obtained from serving in such capacities enables them to make decisions as a committee on the suitability of the Company's compensation policies and practices.

See "Corporate Governance" for a discussion of the responsibilities, powers and operations of the Compensation Committee.

Share-based and Option-based Awards

The Company regards the strategic use of incentive stock options as a cornerstone of the Company's compensation plan. The Company is committed to long-term incentive programs that promote the continuity of an excellent management team and, therefore, the long-term success of the Company. The Company established a formal plan under which stock options may be granted to directors, officers, employees and consultants as an incentive to serve the Company in attaining its goal of improved shareholder value. It applies to personnel at all levels and continues to be one of the Company's primary tools for attracting, motivating and retaining qualified personnel which is critical to the Company's success. The Board is responsible for administering the Company's stock option plan and determining the type and amount of compensation to be paid to directors, officers, employees and consultants of the Company including the awards of any stock options under a stock option plan. Stock options are typically part of the overall compensation package for executive officers and employees. The Company's current stock option plan is a 10% rolling plan (the "**Plan**") whereby, the aggregate number of Common Shares reserved for issuance under the Plan, including any other plan or agreement of the Company shall not exceed 10% of the total number of issued and outstanding Common Shares at the time an option is granted, subject to Shareholder and TSXV approval. See "Particulars of Matters to be Acted Upon – Re-Approval of the Stock Option Plan" for further details regarding the Company's Plan.

All grants of stock options to the NEOs are reviewed and approved by the Board upon recommendations from the Compensation Committee. In evaluating option grants to an NEO, the Board evaluates a number of factors including, but not limited to: (i) the number of options already held by such NEO; (ii) a fair balance between the number of options held by the NEO concerned and the other executives of the

- (1) “Non-equity Incentive Plan Compensation” includes all compensation under an incentive plan or portion of an incentive plan that is not an equity incentive plan.
- (2) “Share-based Awards” 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.
- (3) “Option based Awards” 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.
- (4) Kevin Beaulieu resigned as President, CEO and director of the Company on August 31, 2015.
- (5) Bryce Clark resigned as the CFO, Secretary and a director on May 6, 2015.
- (6) Stanley Lanzet resigned as President, CEO and director of the Company on February 9, 2012.

Narrative Discussion

Other than as set forth in the foregoing, no NEO of the Company during the financial year ended December 31, 2014 received compensation pursuant to:

- (a) any standard arrangement for the compensation of NEOs for their services in their capacity as NEOs, including any additional amounts payable for committee participation or special assignments;
- (b) any other arrangement, in addition to, or in lieu of, any standard arrangement, for the compensation of NEOs in their capacity as NEOs; or
- (c) any arrangement for the compensation of NEOs for services as consultants or expert.

On May 5, 2015, Bryce Clark resigned as CFO, Secretary and director of the Company and was replaced by Halsey Johnston who was appointed CFO and Secretary of the Company. On August 31, 2015, Kevin Beaulieu resigned as President, CEO and a director of the Company and was replaced, by Halsey Johnston who was appointed as CEO and President of the Company. On September 23, 2015 Halsey Johnston resigned as President, CEO, CFO, Secretary and a director of the Company and was replaced, respectively, by Douglas Fulcher who was appointed as CEO, President and a director of the Company and John N. Hamilton who was appointed CFO and Secretary of the Company. On November 02, 2015, John N. Hamilton resigned as CFO and Secretary of the Company and was replaced, by Jeannine Webb who was appointed CFO and Secretary of the Company. Compensation paid to the Company’s current NEOs is disclosed in the Company’s financial statements available on SEDAR at www.sedar.com and will be included in the Company’s statement of executive compensation for the financial year ended December 31, 2015 when it is prepared and filed on SEDAR.

Subsequent to the financial year ended December 31, 2014, the Company has not entered into any management agreements with its NEOs, although management fees and professional fees were paid, in the ordinary course of business, to companies which have certain directors in common with the Company. See the unaudited consolidated interim financial statements of the Company for the nine months ended September 30, 2015 available on SEDAR at www.sedar.com.

Incentive Plan Awards

Outstanding Share-based Awards and Option-based Awards

The following table sets forth the outstanding share-based awards and option-based awards for each of the NEOs of the Company outstanding as at December 31, 2014:

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 (\$)	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 (\$)
Kevin Beaulieu <i>Former CEO and Director</i> ⁽¹⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Bryce Clark <i>Former CFO</i> ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil

⁽¹⁾ Kevin Beaulieu resigned as President, CEO and a director of the Company on August 31, 2015.

⁽²⁾ Bryce Clark resigned as the CFO, Secretary and a director of the Company on May 6, 2015.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned for all incentive plan awards during the most recently completed financial year by each NEOs:

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Kevin Beaulieu <i>Former CEO and Director</i> ⁽¹⁾	Nil	N/A	N/A
Bryce Clark <i>Former CFO and Director</i> ⁽²⁾	Nil	N/A	N/A

⁽¹⁾ Kevin Beaulieu resigned as President, CEO and a director of the Company on August 31, 2015.

⁽²⁾ Bryce Clark resigned as the CFO, Secretary and a director of the Company on May 6, 2015.

Narrative Discussion

On May 5, 2015, Bryce Clark resigned as CFO, Secretary and a director of the Company and was replaced by Halsey Johnston who was appointed CFO and Secretary of the Company. On August 31, 2015, Kevin Beaulieu resigned as President, CEO and a director of the Company and was replaced, by Halsey Johnston who was appointed as CEO and President of the Company. On September 23, 2015 Halsey Johnston resigned as President, CEO, CFO, Secretary and a director of the Company and was replaced, respectively, by Douglas Fulcher who was appointed as CEO, President and a director of the Company and John N. Hamilton who was appointed CFO and Secretary of the Company. On November 02, 2015, John N. Hamilton resigned as CFO and Secretary of the Company and was replaced, by Jeannine Webb who was appointed CFO and Secretary of the Company.

Subsequent to the financial year ended December 31, 2014, no stock options have been granted to NEOs. See “Statement of Executive Compensation – Compensation Discussion and Analysis”, “Statement of Executive Compensation – Summary Compensation Table – Narrative Discussion” and “Particulars of Matters to be Acted Upon – Re-Approval of the Stock Option Plan” for a description of all plan based awards and their significant terms.

Pension Plan Benefits

The Company does not have a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.

Termination and Change of Control Benefits

The Company does not have any other plan or arrangement whereby any NEO may be compensated in the event of that NEOs resignation, retirement or other termination of employment, or in the event of a change of control of the Company or a change in the NEOs responsibilities following such a change of control.

Director Compensation

Director Compensation Table

The following table sets forth the details of compensation provided to the Company’s directors, other than the NEOs, during the Company’s financial year ended December 31, 2014:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Halsey Johnston ⁽¹⁾	30,000	Nil	Nil	Nil	Nil	Nil	30,000
Morris Elden Schorn ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil
David Hackman ⁽³⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil

⁽¹⁾ Halsey Johnston became a director of the Company on September 28, 2011 and resigned on September 23, 2015.

⁽²⁾ Morris Elden Schorn became a director of the Company on June 9, 2004 and resigned on September 23, 2015.

⁽³⁾ David Hackman became a director of the Company on August 15, 2012 and resigned on September 25, 2015.

Narrative Discussion

Other than as set forth in the foregoing, no director of the Company, during the financial year ended December 31, 2014, who was not an NEO has received compensation pursuant to:

- (a) any standard arrangement for the compensation of directors for their services in their capacity as directors, including any additional amounts payable for committee participation or special assignments;
- (b) any other arrangement, in addition to, or in lieu of, any standard arrangement, for the compensation of directors in their capacity as directors; or
- (c) any arrangement for the compensation of directors for services as consultants or experts.

Subsequent to the financial year ended December 31, 2014, on September 23, 2015, Halsey Johnston and Morris Elden Schorn both resigned as directors of the Company and were replaced by Douglas Fulcher and Alan Williams on the same date. On September 25, 2015 David Hackman resigned as a director of the Company and on November 10, 2015, Terri Anne Welyki was appointed as a director of the Company.

Subsequent to the financial year ended December 31, 2014, the Company has not entered into any management agreements with any of its directors although management fees and professional fees were paid or accrued, in the ordinary course of business, to companies which have certain directors in common with the Company. See the unaudited consolidated interim financial statements of the Company for the nine months ended September 30, 2015 available on SEDAR at www.sedar.com.

Incentive Plan Awards for Directors

Outstanding Share-based Awards and Option-based Awards

The following table sets forth the outstanding share-based awards and option-based awards for each of the directors of the Company that were outstanding as at December 31, 2014:

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 (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Halsey Johnston ⁽¹⁾	Nil	Nil	Nil	N/A	N/A	N/A
Morris Elden Schorn ⁽²⁾	Nil	Nil	Nil	N/A	N/A	N/A
David Hackman ⁽³⁾	Nil	Nil	Nil	N/A	N/A	N/A

⁽¹⁾ Halsey Johnston became a director of the Company on September 28, 2011 and resigned on September 23, 2015.

⁽²⁾ Morris Elden Schorn became a director of the Company on June 9, 2004 and resigned on September 23, 2015.

⁽³⁾ David Hackman became a director of the Company on August 15, 2012 and resigned on September 25, 2015.

Incentive Plan Awards – Value Vested or Earned During the Year Ended December 31, 2014.

The following table sets forth details of the value vested or earned for all incentive plan awards during the most recently completed fiscal year by each director:

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Halsey Johnston ⁽¹⁾	Nil	Nil	N/A
Morris Elden Schorn ⁽²⁾	Nil	Nil	N/A
David Hackman ⁽³⁾	Nil	Nil	N/A

⁽¹⁾ Halsey Johnston became a director of the Company on September 28, 2011 and resigned on September 23, 2015.

(2) Morris Elden Schorn became a director of the Company on June 9, 2004 and resigned on September 23, 2015.

(3) David Hackman became a director of the Company on August 15, 2012 and resigned on September 25, 2015.

Narrative Discussion of Incentive Plan Awards for Directors

Subsequent to the financial year ended December 31, 2014, no stock options have been granted to directors. See “Statement of Executive Compensation – Compensation Discussion and Analysis”, “Statement of Executive Compensation – Summary Compensation Table – Narrative Discussion” and “Particulars of Matters to be Acted Upon – RE-Approval of the Stock Option Plan” for a description of all plan based awards and their significant terms.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Equity Compensation Plan Information

The following table sets forth details of the Company’s compensation plans under which equity securities of the Company are authorized for issuance at the end of the Company’s financial year ended December 31, 2014.

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights⁽¹⁾	(b) Weighted-average exercise price of outstanding options, warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans previously approved by securityholders ⁽¹⁾	Nil	N/A	505,550
Equity compensation plans not previously approved by securityholders	N/A	N/A	N/A
Total	Nil	N/A	505,550

⁽¹⁾ The Company’s Existing Plan is a 10% rolling plan whereby, the aggregate number of Common Shares reserved for issuance under the Plan, including any other plan or agreement of the Company (including the Existing Plan) shall not exceed 10% of the total number of issued and outstanding Common Shares at the time an option is granted. As at December 31, 2014, there were no stock options outstanding. As at the date of this Information Circular, there were no stock options outstanding.

See “Particulars of Matters to be Acted Upon – Re-Approval of 2013 Stock Option Plan” for a description of the material features of the Plan.

A copy of the Plan is available for review at the office of the Company at Suite 615 – 800 West Pender Street, Vancouver, British Columbia V6C 2V6 or at the registered offices of the Company, at 900 – 885 West Georgia Street, Vancouver, British Columbia V6C 3H1 during normal business hours up to and including the date of the Meeting.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former director, executive officer or employee, proposed nominee for election to the board of directors, 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 and no indebtedness remains outstanding as at the date of this Information Circular, other than routine indebtedness, if any.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed in this Information Circular, no informed person of the Company, proposed director of the Company or any associate or affiliate of any informed person or proposed director of the Company has had any material interest, direct or indirect, in any transaction during the year ended December 31, 2014 or in any proposed transaction which has materially affected or would materially affect the Company.

“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 subsidiary of the Company; (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company other than voting securities held by the person or company as underwriter in the course of a distribution of it; and (d) the Company has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

During the year ended December 31, 2014, the Company incurred the following expenses with directors, officers and companies controlled by directors and officers of the Company: Bryce A. Clark & Associates, a private management company controlled by Bryce Clark, the former CFO, Secretary and a director of the Company, was paid or accrued \$27,226 in management fees and \$12,400 for office rent; and Halsey Johnston, the former President, CEO, CFO, Secretary and a director of the Company, was paid or accrued directors fees of \$30,000.

Disclosure regarding the interests of informed persons in material transactions subsequent to the year ended December 31, 2014 is included in the Company’s financial statements and management’s discussion and analysis available on SEDAR at www.sedar.com and will be included in the Company’s annual information circular for the financial year ended December 31, 2015.

APPOINTMENT OF AUDITOR

At the Meeting, Shareholders will be asked to vote for the appointment of BDO Canada LLP., Chartered Accountants, to serve as auditor of the Company for the fiscal year ended December 31, 2016, at a remuneration to be fixed by the Board. On February 11, 2016 the Company requested that the firm of Dale Matheson Carr-Hilton LaBonte LLP resign as auditors and appointed BDO Canada LLP., Chartered Accountants, to serve as auditors of the Company for the fiscal year ended December 31, 2015. The predecessor firm of Dale Matheson Carr-Hilton LaBonte LLP was first appointed as auditors of the Company on June 18, 2008.

Management of the Company recommends that Shareholders vote in favour of the appointment of BDO Canada LLP as the Company’s auditor for the Company’s financial year ended December 31, 2016 at remuneration to be fixed by the Board.

MANAGEMENT CONTRACTS

During the Company’s financial year ended December 31, 2014, no management functions of the Company were, to any substantial degree, performed by a person other than the directors or executive officers of the Company. Since the start of the Company’s most recently completed financial year ended December 31, 2015, no management functions of the Company have been, to any substantial degree, performed by a person other than the directors or executive officers of the Company and management companies controlled by directors or executive officers. During the Company’s financial year ended December 31, 2014 management services were provided by Halsey Johnston and Bryce Clark, both

directors of the Company, by a private management company controlled by Bryce Clark and an accounting firm of which Bryce Clark is a partner. There is no written contract with any of the directors or officers or their management companies relating to the provision of such services and the Company is invoiced for such services from time to time when services are provided. During the year ended December 31, 2014, \$12,400 of professional fees were paid or accrued to Minni, Clark & Company a company of which Bryce Clark is a partner.

AUDIT COMMITTEE DISCLOSURE

Overview

The role of the audit committee of the Board (the “**Audit Committee**”) is to:

- (a) assist the Board in its oversight responsibilities by reviewing: (i) the Company’s consolidated financial statements, the financial and internal controls and the accounting, audit and reporting activities, (ii) the Company’s compliance with legal and regulatory requirements, (iii) the external auditors’ qualifications and independence, and (iv) the scope, results and findings of the Company’s external auditors’ audit and non-audit services;
- (b) prepare any report of the Committee required to be included in the Company’s annual report or proxy material; and
- (c) 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.

The Company’s auditor reports directly to the Audit Committee.

The Audit Committee’s Charter

The Company’s Audit Committee Charter is attached as Appendix 1 to the Company’s Management Information Circular dated February 21, 2013 which is filed on SEDAR at www.sedar.com and is specifically incorporated by reference into, and forms an integral part of, this Information Circular.

Composition of Audit Committee

National Instrument 52-110 – Audit Committees (“**NI 52-110**”) provides that a member of an audit committee is “independent” if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of the member’s independent judgment.

The Audit Committee is comprised of Douglas Fulcher, Alan Williams and Terri Anne Welyki.

The majority of the members of the Audit Committee of the Company are independent, as that term is defined in NI 52-110. Alan Williams and Terri Anne Welyki are considered to be independent under NI 52-110; however, Douglas Fulcher is not considered to be independent as he is the President and CEO of the Company.

NI 52-110 provides that 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 expected to be raised by the Company's financial statements.

Each of the members of the Audit Committee is financially literate and has adequate education and experience that is relevant to their performance as a member of the Audit Committee and, in particular, the requisite education and experience that have provided the member with:

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accrual and reserves;
- (b) experience preparing, auditing, analyzing or evaluation financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements or experience actively supervising individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting.

Relevant Education and Experience

The relevant education and experience of each of the members of the Audit Committee is as follows:

Douglas Fulcher

Mr. Fulcher is a seasoned industry veteran with over 35 years of mineral exploration experience. He has worked with numerous senior and junior mining companies domestically and at an international level, both publicly and privately. Mr. Fulcher is currently the President, CEO of Maritime Resources Corp., President, CEO of Burnstone Venture Inc. and most recently Mr. Fulcher was the President, CEO of Abacus Mining and Exploration from 2003 until 2010 where he was instrumental in the development of the Afton Ajax project. Mr. Fulcher also serves on the Boards of Burnstone Ventures Inc., Redstar Gold Corp. and True Grit Resources Ltd and previously was the President of Skygold Ventures Ltd and a director Niblack Mining Corp which was formed as a spin out company of Abacus Mining.

Alan Williams

Mr. Williams is a self employed business consultant with over 26 years of experience. He has been involved in the capital markets for over 25 years, Having structured several junior companies focused on mineral and oil gas exploration Mr. Williams has been extensively been involved in the management of, and the raising of funds for junior TSX.V listed public companies. He is also a director and or a member of the audit committee for Calico Resources Corp., Goldrush Resources Ltd., Invenio Resources Corp., True Grit Resources Ltd., and Maritime Resources Corp.

Terri Anne Welyki

Ms. Welyki is a self-employed business consultant with over 15 years of experience in the capital markets both domestically and internationally. She has helped raise a significant amount of capital for both private and public companies across various industries with a particular focus on the resource and technology sectors.

Audit Committee Oversight

Since the commencement of the Company's financial year ended December 31, 2014, the Audit Committee has not made any recommendations to nominate or compensate an external auditor which were not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's financial year ended December 31, 2014 has the Company relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services, except as set out in the Audit Committee Charter.

External Auditor Service Fees

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 external auditor in the financial years ended December 31, 2014, 2013 and 2012 by category, are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees	Total
2014	\$8,500	-	-	-	\$8,500
2013	\$9,500	-	-	-	\$9,500
2012	\$13,600	-	-	-	\$13,600

Exemption

The Company is relying on the exemption provided by 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

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices*, the Company is required to disclose its corporate governance practices with respect to the corporate governance guidelines (the "**Guidelines**") adopted in National Policy 58-201. These Guidelines are not prescriptive, but have been used by the Company in adopting its corporate governance practices. The Company's approach to corporate governance is set out below.

Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings or unanimous consent resolutions of the Board. The Board is comprised of three directors consisting of Douglas Fulcher, Alan Williams and Teri Anne Welyki. The Board has no formal procedures designed to facilitate the exercise of independent supervision over management, relying instead on the integrity of the individual members of its management team to act in the best interests of the Company.

Of the current directors, one director, Douglas Fulcher is not considered to be "independent" within the meaning of NI 52-110. Two directors, Alan Williams and Terri Anne Welyki, are considered by the Board to be "independent" within the meaning of NI 52-110.

Douglas Fulcher is not independent as he is the CEO and President of the Company. Alan Williams and Terri Anne Welyki are "independent" in that they are 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 Shareholders.

Directorships

Name of Director	Names of Other Reporting Issuers
Douglas Fulcher	Maritime Resources Corp., Burnstone Ventures Inc. and True Grit Resources. ⁽¹⁾
Alan Williams	Calico Resources Corp., Invenio Resources Corp., True Grit Resources Ltd., and Maritime Resources Corp. ⁽¹⁾
Terri Anne Welyki	

⁽¹⁾ TSXV

Board Mandate

The Board is responsible for the conduct of the Company's affairs generally. The Board is responsible for reviewing and approving the Company's operating plans and budgets as presented by management. The Board is responsible for identifying the principal risks of the Company's business and for ensuring these risks are effectively monitored and mitigated to the extent practicable. Succession planning, including the recruitment, supervision, compensation and performance assessment of the Company's senior management personnel also falls within the ambit of the Board's responsibilities. The Board is responsible for ensuring effective communication by the Company with its Shareholders and the public and for ensuring that the Company adheres to all regulatory requirements with respect to the timeliness and content of its disclosure. In keeping with its overall responsibility for the stewardship of the financial affairs of the Company, the Board created an audit committee which is responsible for the integrity of the Company's internal control and management information systems.

The Board is responsible for approving annual operating plans recommended by management. Board consideration and approval is also required for all material contracts and business transactions and all debt and equity financing proposals.

The Board delegates to management responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company's business in the ordinary

course, managing the Company's cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements.

The Board believes the Company is well served and the independence of the Board from management is not compromised. The Board does not have, and does not consider it necessary under the circumstances to have, any formal structures or procedures in place to ensure that the Board can function independently of management. The Board believes that its current composition is sufficient to ensure that the Board can function independently of management.

Position Descriptions

The CEO and the Board have not, to date, developed a formal, documented position description for the CEO and to define the limit of management's responsibilities. The Board is currently of the view that the respective corporate governance roles of the Board and management are clear and that the limits to management's responsibility and authority are reasonably well-defined.

Orientation and Continuing Education

The Board does not have any formal policies with respect to the orientation of new directors nor does it take any measures to provide continuing education for its directors. At this stage of the Company's development, the Board does not feel it necessary to have such policies or programs in place.

Ethical Business Conduct

The Board has adopted a Code of Business Conduct and Ethics ("**Code of Ethics**") on September 27, 2005, a copy of which was filed on SEDAR at www.sedar.com on May 4, 2006. The Code of Ethics sets forth legal and ethical standards of conduct for employees, officers, directors and consultants of the Company that render material activities on behalf of the Company and its subsidiaries, including the Company's principal executive officer and its senior financial officers. As adopted, the Code of Ethics sets forth written standards that are designed to deter wrongdoing and to promote the conduct of all Company business in accordance with high standards of integrity and in compliance with all applicable laws and regulations. The Code of Ethics requires, among other things, that all of the Company's personnel shall be accorded full access to his or her supervisor or to the Company's president with respect to any matter which may arise relating to the Code of Ethics. Further, all of the Company's personnel are to be accorded full access to the Company's president and the Board if any such matter involves an alleged breach of the Code of Ethics by an executive officer, senior financial officer or a director. Any employee, officer, director or consultant who becomes aware of any incidents regarding compliance with the Code of Ethics, whether by witnessing the incident or being told of it, must report it to his or her immediate supervisor or to the Company's president. If the incident involves an alleged breach of the Code of Ethics by an executive officer, senior financial officer or a director, the incident must be reported to the Company's president and any member of the Board. Any failure to report such inappropriate or irregular conduct of others is to be treated as a severe disciplinary matter. It is against the Company's policy to retaliate against any individual who reports in good faith the violation or potential violation of the Code of Ethics by another.

Nomination of Directors

The members of the Board identify new candidates for Board nominations as needed from time to time. The Board as a whole determines whether prospective candidates are suitable as nominees for the Board.

Compensation

The Board has created a Compensation Committee which is responsible for recommending compensation for the Company's NEOs and directors to be the Board. A copy of the compensation Committee Charter is available on SEDAR at www.sedar.com.

The role of the Compensation 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.

See "Statement of Executive Compensation – Compensation Discussion and Analysis" for a discussion of the process for determining compensation of NEOs and directors.

Other Board Committees

At the present time, the only standing committees of the Board are the Audit Committee and the Compensation Committee.

Assessments

The independent members of the Board meet from time to time, and generally at least once per year, to discuss the performance of the Board, its' committees and individual directors. Any concerns are brought to the attention of the Board and dealt with as deemed appropriate by the Board.

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

Except as otherwise disclosed herein, no director or executive officer of the Company who was a director or executive officer at any time since the beginning of the Company's last financial year, no proposed nominee for election as a director of the Company, or no associate or affiliate of any such directors, executive officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of securities of the Company or otherwise, in any matter to be acted upon at the Meeting other than the election of directors, the appointment of auditors or the re-approval of the Stock Option Plan (as hereinafter defined). Directors and executive officers of the Company and the nominees, if elected, are eligible to be granted incentive stock options pursuant to the Plan.

PARTICULARS OF MATTERS TO BE ACTED UPON

Re-Approval of the Stock Option Plan

The Company has in place a stock option plan (the "Plan") which was approved by Shareholders at the Company's Annual and General Meeting held on March 19, 2013. It is a requirement of the TSX Venture Exchange (the "Exchange") that each company listed on the Exchange have a stock option plan, and a company with a "rolling plan" must seek shareholder approval to such

plan each year to ensure compliance with their policies. Accordingly, shareholders will be asked to re-approve the Plan consisting of shares of the Company's authorized but unissued common shares and will be limited to 10% of the issued shares of the Company at the time of any granting of options (on a non-diluted basis). As of the date of this Information Circular, no stock options have been granted under the Plan.

The purpose of the Plan is to advance the interests of the Company and the Shareholders by attracting, retaining and motivating selected directors, officers, employees, consultants and management company employees of the Company of high caliber and potential and to encourage and enable such persons to acquire an ownership interest in the Company.

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 which will be available to Shareholders for review at the head office of the Company during normal business hours up to the date of the Meeting and at the Meeting:

1. The Board shall establish the exercise price at the time each option is granted, subject to the following conditions:
 - (d) if the Common Shares are listed on the TSXV, the exercise price will not be less than the minimum prevailing price permitted by the TSXV Policies;
 - (e) if the Common 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; and
 - (f) 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 Common Shares in respect of the expired or terminated option shall again be available for an option grant under the Plan.
3. All options granted under the Plan may not have an expiry date exceeding the maximum exercise period as determined by TSXV Policies, currently being 10 years from the date on which the option is granted.
4. Options granted to any one individual in any 12 month period cannot exceed more than 5% of the issued and outstanding Common Shares, unless the Company has obtained disinterested approval from the Shareholders.
5. Options granted to any one consultant in any 12 month period cannot exceed more than 2% of the issued and outstanding Common Shares, without the prior consent of the TSXV.
6. Options granted to all persons, in aggregate, conducting investor relations activities in any 12 month period cannot exceed more than 2% of the issued and outstanding Common Shares, without the prior consent of the TSXV.
7. Options granted to directors, employees or consultants will vest when 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.

8. If a director, employee or consultant of the Company is terminated for cause, then any option granted to such option holder will terminate and cease to be exercisable immediately upon such option holder ceasing to be a director, employee, or consultant by reason of termination for cause.
9. If a director, employee or consultant of the Company resigns, then any option granted to the option holder will terminate and cease to be exercisable on the date that is the earlier of: (i) the expiry date of such option, and (ii) the date that is one year after the effective date of such resignation.
10. If an option holder ceases to be a director, employee or consultant of the Company (other than by reason of death, disability, resignation or termination of services for cause), as the case may be, then any option granted to the option holder that had vested and was exercisable on the date of termination will expire on the date that is the earlier of: (i) the expiry date of such option, and (ii) the date that is two years after the effective date of such option holder ceasing to be a director, employee or consultant.
11. If an option holder is a consultant engages in investor relations activities and the engagement of such option holder is terminated for any reason other than cause, resignation, disability or death, then any option granted to such option holder that had vested and was exercisable on the date of termination will expire on the date that is the earlier of: (i) the expire date of such option, and (ii) the date that is 30 days after the effective date of such option holder ceasing to be a consultant.
12. If an option holder dies, the option holder's lawful personal representatives, heirs or executors may exercise any option granted to the option holder that had vested and was exercisable on the date of death until the earlier of: (i) the expiry date of such option, and (ii) the date that is one year after the date of death of the option holder.
13. If an option holder ceases to be a director, employee or consultant as a result of a disability, or, in the case of an option holder that is a company, the disability of the person who provides management or consulting services to the Company or to an affiliate of the Company, the option holder may exercise any option granted to the option holder that had vested and was exercisable on the date of disability until the earlier of: (i) the expiry date of such option, and (ii) the date that is one year after the date of disability.
14. 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.
15. Options granted under the Plan shall not be assignable or transferable by an option holder, except in the event of death of the option holder in which case the options held by such option holder will be assignable or transferable in accordance with the terms of the Plan.
16. The Board may from time to time, subject to regulatory or shareholder approval, if required under the policies of the TSXV, amend or revise the terms of the Plan.

Shareholders may review the full text of the Plan at the head office of the Company during normal business hours up to the date of the Meeting. A complete copy of the Plan will also be available for review at the Meeting. Shareholders wishing to inspect such documents must first provide suitable evidence identifying them as Shareholders.

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

The Plan is subject to receipt of annual TSXV acceptance to its filing. Shareholders will be asked at the Meeting to consider, and if thought fit, to approve an ordinary resolution ratifying, confirming and approving the adoption of the Plan.

As of the date hereof, there are no stock options outstanding under the Plan.

At the Meeting, shareholders will be asked to re-approve the following ordinary resolution (the “**Plan Resolution**”), which must be approved by at least a majority of the votes cast by Shareholders represented in person or by proxy at the Meeting who vote in respect of the Plan Resolution:

“BE IT RESOLVED, as an ordinary resolution of the shareholders of the Company, that:

1. the Company’s stock option plan (the “**Plan**”) hereby ratified, re-approved and confirmed including the reserving for issuance under the Plan at any time of a maximum of 10% of the issued and outstanding shares of the Company, subject to any amendments that may be required by the TSX Venture Exchange;
2. the Company be authorized to abandon or terminate all or any part of the Plan if the Board of the Company deems it appropriate and in the best interests of the Company to do so;
3. the Company be and is hereby authorized to grant options pursuant and subject to the terms and conditions of the Plan;
4. the Company be and is hereby, at the discretion of the Board, to amend the exercise price of previously granted option agreements, without further approval by the shareholders, all in accordance with the policies of the TSX Venture Exchange; and
5. any one or more of the directors and officers of the Company be authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Company or otherwise, all such documents and other writings, including treasury orders, stock exchange and securities commissions forms, as may be required to give effect to the true intent of this resolution.”

It is the intention of the persons named in the enclosed instrument of proxy, if not expressly directed otherwise in such instrument of proxy, to vote such proxies FOR the Plan Resolution. This resolution must be passed by a simple majority of the votes cast in person or by proxy by Shareholders at the Meeting.

Management of the Company recommends that Shareholders vote in favour of Plan Resolution.

ADDITIONAL INFORMATION

Additional information about the Company can be obtained free of charge through the SEDAR website at www.sedar.com.

Shareholders may also contact Douglas Fulcher, CEO and President at Suite 615 – 800 West Pender Street, Vancouver, British Columbia V6C 2V6, Telephone: 604-803-5901, Facsimile: 604-684-0296, to request copies of the Company's financial statements and the related Management's Discussion and Analysis (the "MD&A"). Financial information is provided in the Company's comparative financial statements and MD&A for its financial year ended December 31, 2014, 2013, 2012 and comparisons thereto.

APPROVAL OF THE BOARD OF DIRECTORS

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

Dated at Vancouver, British Columbia, the 12th day of February, 2016.

ON BEHALF OF THE BOARD

ONE WORLD INVESTMENTS INC.

"Douglas Fulcher"

Douglas Fulcher
Chief Executive Officer, President and Director