



**ANNUAL AND SPECIAL MEETING  
OF SHAREHOLDERS  
TO BE HELD  
THURSDAY, AUGUST 8, 2013**

**MANAGEMENT INFORMATION CIRCULAR**

**July 2, 2013**

**MANAGEMENT INFORMATION CIRCULAR**

The Board of Directors of Golden Cariboo Resources Ltd. invites you to attend the Annual and Special General Meeting of shareholders (the “**Meeting**”) to be held on Thursday, August 8, 2013 at 10:00 a.m. (Vancouver Time) at 675 West Hastings Street, 15<sup>th</sup> Floor, Vancouver, BC.

The Meeting is being held for the following purpose:

1. to receive the audited financial statements of the Company for the year ended September 30, 2012 together with the auditor's report on those statements;
2. to set the number of directors for the ensuing year at three;
3. to elect directors of the Company for the ensuing year;
4. to re-appoint BDO Canada LLP, Chartered Accountants as auditors for the Company and to authorize the directors of the Company to fix the auditor’s remuneration;
5. to consider, and if thought advisable, to approve, with or without variation, resolutions approving a stock option plan for the Company, which is more fully described in the management information circular accompanying this Notice of Meeting; and
6. to transact such other business as may properly come before the Meeting and any adjournment thereof.

The Management Information Circular (the “**Circular**”) accompanies this Notice. The Circular contains details of the matters to be considered at the Meeting. The Board of Directors of the Company has fixed July 2, 2013 as the record date for determining which shareholders are entitled to receive this Notice of Meeting and to vote at the Meeting.

**If you are a registered shareholder and you are unable to attend the Meeting in person and wish to ensure that your shares will be voted at the Meeting, please complete, date and sign the enclosed form of proxy, and deliver it to Computershare Investor Services Inc, at 2nd floor 510 Burrard Street, Vancouver, BC V6C 3B9 at least 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the Meeting or any adjournment. As set out in the notes to the Proxy, the Proxy is solicited by management, but you may amend it, if you so desire, by striking out the names listed on it and inserting in the space provided the name of the person you wish to have represent you at the Meeting.**

**If you are a non-registered shareholder and you plan to attend the Meeting, please follow the instructions set out in this Circular, and on the form of proxy or voting instruction form you received, to ensure that your shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.**

DATED at Vancouver, British Columbia, this 2nd day of July, 2013

BY ORDER OF THE BOARD OF DIRECTORS

*“J. Frank Callaghan”*

J. Frank Callaghan  
President and CEO

**MANAGEMENT INFORMATION CIRCULAR**

You have received this Management Information Circular (the “**Circular**”) because our records indicate you owned common shares of Golden Cariboo Resources Ltd. (the “**Golden Cariboo Shares**”) on July 2, 2013, the Record Date for the 2013 Annual and Special Meeting of Shareholders that will be held on Thursday, August 8, 2013 at 10:00 am Vancouver time (the “**Meeting**”). You have the right to attend the Meeting and vote on the items of business set out in the Notice of Meeting. You retain these rights if the Meeting is adjourned or postponed.

The information contained in this Circular is given as of July 2, 2013 except where otherwise indicated. All dollar amounts referred to in this Circular, unless otherwise indicated, are expressed in Canadian dollars.

**In this document, we, us, our, Golden Cariboo and the Company mean Golden Cariboo Resources Ltd. You, your, and Golden Cariboo Shareholder mean registered holders of common shares of Golden Cariboo.**

**PART 1 - VOTING INFORMATION**

**SOLICITATION OF PROXIES**

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The enclosed proxy is being solicited by or on behalf of the Management of the Company. The solicitation of proxies will be primarily by mail, although employees or directors of the Company may also solicit proxies by telephone or in person. The cost of solicitation will be borne by the Company. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Golden Cariboo Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

**HOW A VOTE IS PASSED**

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Voting at the Meeting will be by a show of hands, each shareholder in attendance having one vote, unless a poll is requested or otherwise required, in which case each shareholder is entitled to one vote for each share held. All matters that will come to a vote at the Meeting, as described in the attached Notice of Meeting, are ordinary resolutions and can be passed by a simple majority – that is, if more than half of the votes that are cast are in favour, then the resolution is approved (an “ordinary resolution”) unless the motion requires a special resolution - in which case a majority of 66 2/3% of the votes cast will be required (a “special resolution”).

The quorum for the transaction of business at the Meeting is two Shareholders, or one or more proxyholders representing two Shareholders, or one Shareholder and a proxyholder representing another Shareholder.

**VOTING YOUR GOLDEN CARIBOO SHARES**

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If you are a registered shareholder, or a non-objecting beneficial owner (“NOBO”), and your name appears on the list of shareholders prepared by our registrar and transfer agent for the purposes of this Meeting as at July 2, 2013 (the “**Meeting Record Date**”), you are entitled to receive the Notice of Meeting and to attend the Meeting and cast a vote for each share registered in your name on all resolutions put before the Meeting.

If you wish to vote in person at the Meeting, each registered shareholder or NOBO must register with the Meeting scrutineer upon arrival at the Meeting. If the shares are registered in the name of a corporation, a duly authorized officer of the corporation may attend the Meeting on the corporation’s behalf provided that the authorized officer presents documentation to the scrutineer that indicates his or her authority to vote on behalf of the corporation.

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As a shareholder, you may also cast your vote electronically or by telephone by following the instructions on the enclosed form of proxy or voting instruction form.

If your shares are registered in the name of a “nominee” (usually a bank, trust company, securities dealer or other financial institution) – please refer to the section entitled NON-REGISTERED OR BENEFICIAL SHAREHOLDERS.

It is important that your shares be represented at the Meeting regardless of the number of shares you hold. If you will not be attending the Meeting in person, we invite you to complete, date, sign, and return your form of proxy as soon as possible so that your shares will be represented.

***VOTING BY PROXY AT THE MEETING***

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If you do not come to the Meeting, you can still make your votes count by voting over the internet or via telephone (see proxy for instructions) or by appointing someone who will be at the Meeting to act as your proxyholder. You can either tell that person how you want to vote or you can let him or her decide for you. You can do this by completing a form of proxy.

If you are an unregistered shareholder and received the proxy through an intermediary, you must follow the instructions provided by the intermediary. See NON-REGISTERED OR BENEFICIAL SHAREHOLDERS, below.

***What is a Proxy?***

A form of proxy is a document that authorizes someone to attend the Meeting and cast your votes for you. A form of proxy is enclosed with this Circular. You should use it to appoint a proxyholder, although you can also use any other legal form of proxy.

***Appointing Your Proxyholder***

**You can choose any individual to be your proxyholder. The person you appoint need not be a shareholder. To appoint a proxy, simply fill in the person’s name in the blank space provided in the enclosed form of proxy and sign and date your proxy form. To vote your shares, your proxyholder must attend the Meeting. If you do not fill a name in the blank space in the enclosed form of proxy, the persons named in the form of proxy will be deemed to be appointed to act as your proxyholder. These persons are directors and/or officers of Golden Cariboo (the “Management Proxyholders”).**

***Instructing Your Proxy***

You may indicate on your form of proxy how you wish your proxyholder to vote your shares. To do this, simply mark the appropriate boxes on the form of proxy. If you do this, your proxyholder must vote your shares according to your instructions.

**If you do not give any instructions as to how to vote on a particular issue to be decided at the Meeting, your proxyholder can vote your shares as he or she thinks fit.**

At the time of printing this Information Circular, the management of Golden Cariboo is not aware of any other matter to be presented for action at the Meeting. If, however, other matters do properly come before the Meeting, the persons named on the enclosed form of proxy will vote on them in accordance with their best judgment, in keeping with the discretionary authority conferred by the form of proxy with respect to such matters.

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**If you have appointed the Management Proxyholders as your proxyholder, they will, unless you give contrary instructions, vote your shares at the Meeting as follows:**

- ✓ **FOR** re-appointing BDO Canada LLP as auditors of the Company for the ensuing year and authorizing the directors to fix the auditor's remuneration;
- ✓ **FOR** setting the number of directors for the ensuing year at three;
- ✓ **FOR** electing directors for the ensuing year;
- ✓ **FOR** approving the 10% rolling Stock Option Plan; and
- ✓ **FOR** transacting such further and other business as may properly come before the said meeting or any adjournment or postponement thereof.

**If any amendment or variation to the matters identified in the Notice are properly brought before the Meeting or any further or other business is properly brought before the Meeting, the accompanying instrument of proxy confers discretionary authority to vote on such amendments or variations or such other business according to the best judgment of the appointed proxyholder.** As at the Circular Date, the management of the Company knows of no such amendment, variation or other matter to come before the Meeting other than the matters referred to in the accompanying Notice.

***Revoking Your Proxy if You Change Your Mind***

If you want to revoke your proxy after you have delivered it, you can do so at any time before it is used. You may do this by:

- (a) attending the Meeting and voting in person;
- (b) signing a proxy bearing a later date;
- (c) signing a written statement which indicates, clearly, that you want to revoke your proxy and delivering this signed written statement to the Company's transfer agent, Computershare Investor Services Inc. at 2nd floor 510 Burrard Street, Vancouver, BC V6C 3B9; or
- (d) any other manner permitted by law.

Your proxy will only be revoked if a revocation is received by 4:00 in the afternoon (Vancouver time) on the last business day before the day of the Meeting, or any adjournment thereof, or delivered to the person presiding at the Meeting before it (or any adjournment) commences. If you revoke your proxy and do not replace it with another that is deposited with us before the deadline, you can still vote your shares but to do so you must attend the Meeting in person.

**Only registered shareholders may revoke a proxy. If your shares are not registered in your own name and you wish to change your vote, you must, at least 7 days before the Meeting, arrange for your nominee to revoke your proxy on your behalf (see below under "NON-REGISTERED OR BENEFICIAL SHAREHOLDERS").**

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**REGISTERED SHAREHOLDERS**

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You are a Registered Shareholder if you hold shares in your own name; and, as a Registered Shareholder, you will have received a proxy form in your own name.

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by:

- (a) completing, dating and signing the enclosed form of Proxy and returning it to the Company's transfer agent, Computershare Investor Services Inc, by fax at 1-866-249-7775 or by mail to Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1;
- (b) using a touch-tone phone to transmit voting choices to a toll free number at 1-888-835-8683 and following the instructions on the voice response system by providing the Holder ID and Holder Code located beside your name on the Proxy form on the lower left hand side. If the Holder ID and Holder Code are not on the Proxy, it will be on the back of the flyer enclosed with this material. Instructions are then conveyed by use of the touchtone selections over the telephone; or
- (c) using the internet through the website of the Company's transfer agent at [www.computershare.com/proxy](http://www.computershare.com/proxy). Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the Holder ID and Holder Code and the proxy access number; not less than 48 hours (excluding Saturdays and holidays) before the time fixed for the Meeting or any adjournment(s) or postponement(s) of the Meeting.

**NON-REGISTERED OR BENEFICIAL SHAREHOLDERS**

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Non-registered shareholders are shareholders who do not hold their common shares in their own name, but rather in the name of a nominee - this could be a bank, trust company, securities dealers or brokers and trustees or administrators of self-administered RRSP's, RRIFs, RESPs and similar plans - and is known as holding the common shares in "street form". Sometimes the shares are held in the name of a clearing agency (such as The Canadian Depository for Securities Limited ("CDS")) of which the nominee is a participant or in the United States, under the name of Cede & Co. as nominee for The Depository Trust Company which acts as depository for many U.S. brokerage firms and custodian banks (a "**Nominee**").

National Instrument 54-101 of the Canadian Securities Administrators requires that the Company distribute copies of these meeting materials including the Notice of Meeting, this Information Circular and the Proxy to the Nominees for onward distribution to Non-Registered Holders (collectively, the "**Meeting Materials**"). The Nominees are required to forward the Meeting Materials to non-registered shareholders unless you have waived the right to receive them.

Very often, Nominees use service companies to forward the Meeting Materials; generally, if you are a Non-registered Shareholder and you have not waived the right to receive Meeting Materials you will receive either:

- (a) a form of proxy **which has already been signed by the Nominee** (typically by a facsimile, stamped signature), that shows the number of shares you beneficially own but which is otherwise not completed. Because the Nominee has already signed the form of proxy, if you wish to vote your shares, complete the form of proxy and deliver it to **Computershare Investor Services** as noted above; or

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- (b) more typically, you will receive a voting instruction form **which is not signed by the Nominee**, and which, when properly completed and signed by you, the Non-registered Shareholder, and **returned to the Nominee or its service company**, will become the voting instructions (often called a “proxy authorization form” or “voting instruction form” or “VIF”) that the Nominee must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions, and has a removable label containing a bar code and other information. You must remove the label from the instructions and affix it to the form of proxy to validate the form and must also properly complete and sign the form of proxy and return it to the Nominee or its service company according to the Nominee’s instructions.

In either case, following this procedure will allow you as a Non-registered Shareholders to direct the voting of the shares which you beneficially own. If you receive one of the above forms and you wish to vote in person at the Meeting, please insert your own name in the space provided on the form of proxy or voting instruction form that you received from your nominee and follow the signing and return instructions you received from your nominee. If you do this, you will be instructing your nominee to appoint you as proxyholder. It is not necessary to complete the form in any other respect, since you will be voting at the Meeting in person.

In either case, Non-Registered Holders should carefully follow the instructions of their Nominee, including those regarding when and where the proxy or proxy authorization form is to be delivered.

The Meeting Materials are being sent to both registered and non-registered owners of the securities 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. Nominees are required to forward the Meeting Materials to beneficial owners unless a beneficial owner has waived the right to receive them.

By choosing to send these materials to you directly, the Company (and not the Nominee) 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 your request for voting instructions form.

**PART 2 - VOTING SHARES & PRINCIPAL HOLDERS OF VOTING SECURITIES**

**OUTSTANDING GOLDEN CARIBOO SHARES**

The authorized share capital of the Company consists of an unlimited number of Common Shares. All issued shares are entitled to be voted at the Meeting and each has one vote. On July 2, 2013, the Company had 13,856,930 Common Shares issued and outstanding.

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

None of the directors or officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect,



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by way of beneficial ownership of securities or otherwise, in any matter to be acted on, other than the election of directors, and the approval of the new 10% rolling Option Plan and as set out herein.

***PRINCIPAL HOLDERS OF VOTING SECURITIES***

Only those common shareholders of record as of July 2, 2013 will be entitled to vote at the Meeting or any adjournment thereof. To the knowledge of the directors and executive officers of the Company, no person beneficially owns, directly or indirectly, or exercises control or direction over shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company that have the right to vote in all circumstances.

<b>Name and Municipality of Residence of Shareholder</b>	<b>Number of Common Shares Owned or Controlled</b>	<b>Percentage of Common Shares Owned or Controlled</b>	<b>Type of Ownership</b>
J. Frank Callaghan, CEO and a director	<b>674,473</b>	9.51%	Direct
	<b>347,025</b>	4.89%	Direct and Indirect
	<b>1,021,498</b>	14.4%	

**PART 3 - THE BUSINESS OF THE MEETING**

***FINANCIAL STATEMENTS***

The audited financial statements of the Company for the fiscal period ended September 30, 2012, report of the auditor thereon and the related management discussion and analysis will be placed before the Meeting. These financial statements and MD&A are available for review through the Internet on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders may request copies of these from the Company without charge by contacting us at 15th Floor – 675 West Hastings Street, Vancouver, British Columbia V6B 1N2, or by telephone: (604) 669-6463.

***ELECTION OF DIRECTORS***

Directors of the Company are elected for a term of one year. The term of office of each of the present three directors will expire at the Meeting. Management proposes to nominate the persons named under the heading “**Nominees for Election**” below for election as directors of the Company and each of them, if elected, will serve until the close of the next annual general meeting, unless he resigns or otherwise vacates office before that time.

***Nominees for Election***

The following information relating to the nominees for directors is based partly on the Company’s records and partly on information received by the Company from the nominees, it states the name of each person proposed to be nominated by management for election or re-election as a director, all offices of the Company now held by him, his principal occupation, the period of time for which he has been a director of the Company and the number of common shares of the Company beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at the date hereof.

While management does not contemplate that the Nominees will be unable to serve as directors, if prior to the Meeting a vacancy occurs in this slate of Nominees for any reason, the management representatives designated in the Proxy solicited in respect of the Meeting will have the discretionary authority to vote for the election of any



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other person as director. If a proxy received by the directors does not designate how to vote, the proxy will be voted for the Nominees for election as directors or any substitute that may be nominate as may be determined by management, if necessary.

<p><b>J. Frank Callaghan<sup>1</sup></b>  Age 59  <i>President, CEO and Director</i>  BC, Canada  <b>Director since January 1999</b>  Non-Independent</p>	<p>Mr. Callaghan is an independent mining consultant with more than twenty years' experience in the junior and senior resource business. He is a successful businessman who has served in executive positions with a number of public companies, most notably as a director, CEO and president of TSX Venture Exchange listed Barkerville Gold Mines Ltd, since 1991. He has consulted with or served as a director or officer of numerous public companies listed on the TSX-V including Big North Graphite corp. (formerly Big North Capital Inc.); Eaglecrest Explorations Ltd.; Hemisphere Energy Company; Northern Continental Resources Inc.; and Canada Gold Company. Mr. Callaghan currently serves as President, manager and a director of Standard Drilling &amp; Engineering Ltd., a private exploration services company.</p>				
	<b>Board and Committees</b>		<b>Other Directorships</b>		
	Director of the Board		Barkerville Gold Mines Ltd.		
	Audit Committee Member		Blind Creek Resources Ltd.		
			Lions Gate Energy Inc.		
	<b>Securities Held</b>				
	1,021,498 <sup>2</sup>				
<b>Options Held</b>					
<b>Grant Date</b>	<b>Expiry Date</b>	<b>Exercise Price</b>	<b>Unexercised Options</b>	<b>Value of in-the-money options</b>	
Feb 15, 2011	Feb 15, 2016	\$0.285	428,597	N/A	

<sup>1</sup> On August 14, 2012, the British Columbia Securities Commission issued a cease trade order against Barkerville Gold Mines Ltd., a company of which Mr. Callaghan is an officer and director, for failure to file a NI 43-101 report in its proper form. The cease trade order is still in effect as of the date of this Circular.

<sup>2</sup> Information pertaining to securities held has been provided by the individual directors or extracted from insider reports filed on SEDI at www.SEDI.ca.

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<p><b>Andrew H. Rees<sup>1</sup></b>  Age 34  <i>Director</i>  BC, Canada  <b>Director since March 2000</b>  Independent</p>	<p>Mr. Rees has been a director of the Company since August 2006. He currently serves as the CEO of WellStar Energy Corp., a position he has held since 2005. He has been involved with public resource companies since 1998 and currently serves as a director of Doubleview Capital Corp. (TSXV) (June 2011-present); Blind Creek Resources Ltd. (TSXV) (May 2004 – present); director of Golden Cariboo Resources Ltd. (NEX) (August 2000 – present); director of Lions Gate Energy Inc. (TSXV) (February 2008 – present); and President, CEO and director of Wellstar Energy Corp. (NEX) (March 2005 – present); and director and/or officer of Big North Graphite Corp. (formerly Big North Capital Inc. (TSXV) (director: since November 2007; President and CEO: May 2010 to December 2011). Previously, Mr. Rees was a director of Batero Gold Corp. (TSXV).</p>															
<table border="1" style="width: 100%;"> <tr> <th style="width: 50%;"><b>Board and Committees</b></th> <th style="width: 50%;"><b>Other Directorships</b></th> </tr> <tr> <td> Director of the Board  Audit Committee Member </td> <td> Barkerville Gold Mines Ltd.  WellStar Energy Corp.  Blind Creek Resources Ltd.  Big North Graphite Corp.  Doubleview Capital Corp.  Lions Gate Energy Inc. </td> </tr> </table>		<b>Board and Committees</b>	<b>Other Directorships</b>	Director of the Board Audit Committee Member	Barkerville Gold Mines Ltd. WellStar Energy Corp. Blind Creek Resources Ltd. Big North Graphite Corp. Doubleview Capital Corp. Lions Gate Energy Inc.											
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<sup>1</sup> On August 14, 2012, the British Columbia Securities Commission issued a cease trade order against Barkerville Gold Mines Ltd., a company of which Mr. Rees is a director, for failure to file a NI 43-101 report in its proper form. The cease trade order is still in effect as of the date of this Circular.

<sup>2</sup> Information pertaining to securities held has been provided by the individual directors or extracted from insider reports filed on SEDI at www.SEDI.ca.

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<p><b>Glen Macdonald<sup>1</sup></b>  Age 64  <i>Director</i>  BC, Canada  <b>Director since December, 2000</b>  Independent</p>	<p>Mr. Macdonald is a professional geologist with a BSc. (1973) from the University of British Columbia. He has been a member of the Alberta Professional Engineers, Geologists and Geophysicists Association since 1982 and of the British Columbia Association of Professional Engineers and Geoscientists since 1993. Since 1982, he has been a consulting geologist; he consults and manages exploration and mining development projects for major and junior mining companies. He currently holds positions as director and/or Senior Manager (finance and project analysis) with numerous junior mining companies including: Dynamic Resources Corp. (CNSX) (director since September 1993), Thelon Capital Ltd. (TSX-V) (director since April 2002), Maxim Resources Inc. (TSXV) (director since May 2002); Teslin River Resources Ltd. (TSX-V) (director since May 2004), Westminster Resources Ltd. (TSX-V) (director since June 2008), Westridge Resources Inc. (TSX-V) (director since July 2009).</p>				
	<b>Board and Committees</b>		<b>Other Directorships</b>		
	Director of the Board		Dynamic Resources Corp.	Maxim Resources Inc.	
	Audit Committee		Firebird Resources Inc.	Mystique Energy Corp.	
	Member		Firebird Capital Inc.	Solitaire Minerals Corp.	
		Harvest One Capital Inc.	Westminster Resources Ltd.		
<b>Securities Held</b>					
Nil <sup>2</sup>					
<b>Options Held</b>					
<b>Date Granted</b>	<b>Expiry Date</b>	<b>Exercise Price</b>	<b>Unexercised Options</b>	<b>Value of in-the-money options</b>	
Feb 15, 2011	Feb 15, 2016	\$0.285	100,000	N/A	

<sup>1</sup> Glen Macdonald was a director of Corniche Capital Ltd. ("Corniche") when it was halted on August 4, 1999 and on October 5, 1999 for failure to complete a major transaction within a specified time. Corniche was reorganized as Printflux.com, Inc. and on August 23, 2001 it completed its major transaction. Mr. Macdonald resigned as a director in August 2001 as part of this reorganization; he has been a director of A VC Venture Corp. ("A VC") since November 1999. On November 25, 2002, AVC was halted for failure to complete a major transaction within a specified time. Trading was reinstated on December 15, 2003. A VC was again halted on June 6, 2006 for failure to complete a major transaction. This halt was lifted in October of 2009; he has been a director of Dynamic Resources Corp. ("Dynamic") since September 1993. On May 1, 2009, a management cease trade order was issued against the securities of Dynamic held by Glen Macdonald for failure to file financial statements. The financial statements had been filed, and the cease trade order expired as of July 10, 2009; he has been a director of Maxim Resources Inc. ("Maxim") since May 2002. On May 4, 2009, a cease trade order was issued against Maxim for failure to file financial statements. The financial statements had been filed, and the cease trade order expired as of August 4, 2009; he was a director of SRR Mercantile Inc. ("SRR") when a cease trade order was issued against it by the British Columbia Securities Commission on February 16, 2000 for failure to file required financial information. Trading was reinstated on May 23, 2000; he was a director of Wind River Resources Ltd. ("Wind") and on May 1, 2009, Mr. Macdonald was subject to a management cease trade order issued by the Alberta Securities Commission as a result of the failure of the company to make required filings. The order expired on July 10, 2009; he was a director of Global Net Entertainment Corp. ("Global") when a cease trade order was issued against it by the British Columbia Securities Commission on September 29, 2003 for failure to file required financial information. A similar order was issued by the Alberta Securities Commission on October 10, 2003. Trading was reinstated on November 17, 2006.

<sup>2</sup> Information pertaining to securities held has been provided by the individual directors or extracted from insider reports filed on SEDI at www.SEDI.ca.

**MANAGEMENT INFORMATION CIRCULAR**

Under the provisions of the *British Columbia Business Corporations Act*, the Company is required to have an audit committee whose members are indicated above.

The Company's management recommends that shareholders vote in favour of the nominees for election as directors.

**Unless you give instructions otherwise, the Management Proxyholders intend to vote FOR the election of the three nominees as directors of the Company for the ensuing year.**

***Corporate Cease Trade Orders or Bankruptcy***

Other than as described above, as of the date of this Circular, no proposed nominee for election as a director of the Company is, or has been, within ten years before the date of this Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (b) was subject to an event that resulted, after the director or executive officer ceased to be director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period or more than 30 consecutive days; or
- (c) 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.

***Penalties or Sanctions***

As of the date of this Information Circular, no proposed nominee for election as a director of the Company is, or has been, subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

***Personal Bankruptcy***

As of the date of this Information Circular, no proposed nominee for election as a director of the Company has, within the ten 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.

***Conflicts of Interest***

The directors of the Company are required by law to act honestly and in good faith with a view to the best interest of the Company and to disclose any interests which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on that matter. In determining whether or not the Company will participate in any project

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or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Except as disclosed in this Circular, to the best of the Company's knowledge, there are no known existing or potential conflicts of interest among the Company and its promoters, directors, officers or other members of management as a result of their outside business interests except for the fact that several directors of the Company also serve as directors of one or more other resource companies involved in mineral exploration and/or development. It may occur from time to time that as a consequence of his activity in the mineral industry and serving on such other boards that a director may become aware of potential resource property opportunities which are of interest to more than one of the companies on whose boards that person serves. Furthermore, it is possible that the directors of the Company and the directors of one or more such other companies (many of which are described in this Circular) may also agree to allow joint participation on the Company's properties or the properties of that other company. Accordingly, situations may arise in the ordinary course which involve a director in an actual or potential conflict of interest as well as issues in connection with the general obligation of a director to make corporate opportunities available to the company on which the director serves. In all such events, any director is required to disclose a financial interest in a contract or transaction by virtue of office, employment or security holdings or other such interest in another company or in a property interest under consideration by the Board of Directors, and is obliged to abstain from voting as a director of the Company in respect of any transaction involving that other company or in respect of any property in which an interest is held by him. The directors will use their best business judgment to help avoid situations where conflicts or corporate opportunity issues might arise and they must at all times fulfil their duties to act honestly and in the best interests of the Company.

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

**APPOINTMENT OF AUDITOR**

During the financial year ended September 30, 2012, BDO Canada LLP, of 600 – 925 West Georgia Street, Vancouver, British Columbia V6C 3L2 served as the Company's auditor. At the Meeting they will be nominated for reappointment as auditor of the Company.

The Company's management recommends that shareholders vote in favour of the appointment of BDO Canada LLP as the Company's auditor for the ensuing year and in favour of granting the Board of Directors the authority to determine the remuneration to be paid to the auditor.

**Unless you give instructions otherwise, the Management Proxyholders intend to vote FOR BDO Canada LLP as the auditor of the Company until the close of the next annual meeting and also intends to vote FOR the proposed resolution to authorize the Board of Directors to fix the remuneration to be paid to the auditor.**

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***STOCK OPTION PLAN***

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Policy 4.4 of the TSX Venture Exchange (the “TSXV”) specifies that all listed issuers must implement a Stock Option Plan.

At the Meeting, we are asking the shareholders to vote on a resolution to approve the stock option plan for the Company (the “Stock Option Plan”) and to approve the number of shares reserved for issuance under the Stock Option Plan in accordance with, and subject to, the rules and policies of the TSX Venture Exchange. The Stock Option Plan was approved by the board of directors on October 1, 2012. Golden Cariboo’s Stock Option Plan is a rolling 10% Stock Option Plan; it allows for the granting of up to 10% of the issued and outstanding shares of the Company from time to time. TSXV policy requires shareholders to approve the plan at each annual meeting by way of an ordinary resolution and TSXV approval. The Stock Option Plan was previously approved by shareholders at the last annual meeting held on November 29, 2012.

As of the Circular Date, there were 13,856,930 Common Shares issued and outstanding, 10% of which is 1,385,693 Common Shares. At the Circular Date, there are options outstanding to purchase an aggregate of 708,597 Common Shares; and accordingly, there are 677,906 remaining options available for granting under the Option Stock Option Plan.

The purpose of the Stock Option Plan is to provide incentive to employees, directors, officers, management companies, and consultants who provide services to the Company. The Company believes that when those who are responsible for the success of the Company are offered the opportunity for share ownership that it will instill in them a greater concern for the interest and welfare of the Company. The availability of incentive stock options will help the Company to attract new talent and to reduce the cash compensation the Company would otherwise have to pay.

***Terms of the Stock Option Plan***

A full copy of the Stock Option Plan will be available at the Meeting for review by shareholders. Shareholders may also obtain copies of the Stock Option Plan from the Company prior to the meeting on written request. The following is a summary of the material terms of the Stock Option Plan:

- (a) persons who are Service Providers to the Company or its affiliates are eligible to receive grants of options under the Stock Option Plan;
- (b) options granted under the Stock Option Plan are non-assignable and non-transferable and are issuable for a period of up to 10 years;
- (c) For options granted to Service Providers, the Corporation must ensure that the proposed Optionee is a bona fide Service Provider of the Corporation or its affiliates;
- (d) any Option granted to an Optionee other than a director or officer of the Company, will expire within 90 days (30 days if the Optionee was engaged in Investor Relations Activities) after the Optionee ceases to be employed by or provide services to the Company, but only to the extent that such Option has vested at the date the Optionee ceased to be so employed by or to provide services to the Company;
- (e) any Option granted to an Optionee that is a director or officer of the Company, will expire within the earlier of: (i) one (1) year after the date the Optionee ceased to be a director or officer of the Company, (ii) the date of expiration of the term otherwise applicable to such Option, and (iii) such shorter period



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as the Company determines is reasonable, and only to the extent that such Option has vested at the date the Optionee ceased to be so employed by or to provide services to the Company

- (f) in the case of an Optionee being dismissed from employment or service for cause, the Optionee's options, whether or not vested at the date of dismissal, will immediately terminate without any right of exercise;
- (g) if an Optionee dies, any vested option held by him or her at the date of death will become exercisable by the Optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to the option;
- (h) the exercise price of each option will be set by the Board on the effective date of the option and will not be less than the Discounted Market Price (as defined in the policies of the TSXV);
- (i) vesting of options shall be at the discretion of the Board, subject to the requirements of the policies of the TSXV (including any vesting requirements for persons performing Investor Relations Activities (as defined in the policies of the TSXV)), and will generally be subject to: (i) the Service Provider remaining employed by or continuing to provide services to the Company or its affiliates, as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or its affiliates during the vesting period; or (ii) the Service Provider remaining as a director of the Company or its affiliates during the vesting period;
- (j) the Company may withhold and remit income tax payable upon the exercise of stock options to comply with the *Income Tax Act* (Canada);
- (k) the Board may implement appropriate procedures to ensure that the tax withholding obligations are met; and
- (l) the Board reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the Stock Option Plan with respect to all Shares in respect of options which have not yet been granted under the Stock Option Plan.

***Shareholder Approval***

At the Meeting, the Shareholders will be asked to consider and vote on the ordinary resolution to adopt the Stock Option Plan, as follows:

**“RESOLVED, as an ordinary resolution with or without amendment, THAT**

- (1) the Company's 10% rolling share option plan dated for reference October 1, 2012 be and is hereby ratified and approved until the next annual general meeting of the Company;
- (2) the board of directors be and they are hereby authorized, without further shareholder approval, to make such changes to the Stock Option Plan as may be required or approved by regulatory authorities;
- (3) to the extent permitted by law, the Company be authorized to abandon all or any part of the Stock Option Plan if the Board deems it appropriate and in the best interests of the Company to do so; and
- (4) any director or officer of the Company is hereby authorized for and on behalf of the Company to execute and deliver all documents and instruments and to take such other actions as such director or officer may determine to be necessary or desirable to implement these resolutions and the matters authorized hereby,



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such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions."

The Company's management recommends that shareholders vote in favour of the Stock Option Plan.

**Unless otherwise directed, the Management Proxyholders named in the enclosed Proxy intend to vote FOR approval of the Stock Option Plan.**

**PART 4 - EXECUTIVE COMPENSATION**

In this section, Named Executive Officer ("NEO") means the Chief Executive Officer of the Company ("CEO"), the Chief Financial Officer of the Company ("CFO"), each of the Company's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, who were serving as executive officers at September 30, 2012 and whose total compensation exceeded \$150,000, as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as a NEO of the Company at September 30, 2012.

For the most recently completed financial year, the Company had the following NEOs:

J. Frank Callaghan, President and Chief Executive Officer since March 16, 2001

Minaz Dhanani, Chief Financial Officer since February 2, 2009

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In this form,

“**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 Section 3870 of the Handbook;

“**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 Section 3870 of the Handbook;

“**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 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), for that financial year; and

(d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year;

“**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;

“**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.

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***COMPENSATION DISCUSSION AND ANALYSIS***

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***Executive Compensation Program***

Given the Company's current stage of development, the Board of Directors has not established a formal compensation committee. The Board as a whole is responsible for determining the final compensation (including long-term incentive in the form of stock options) to be granted to the Company's executive officers and directors to ensure that these arrangements reflect the responsibilities and risks associated with each position.

Management directors must abstain from voting in respect of their own compensation; this requirement provides the independent members of the Board with considerable input as to executive compensation. The plan must be competitive and rewarding so as to attract, retain and motivate executives who will provide the leadership required to enhance the growth and profitability of the Company.

The Company's executive compensation program focuses primarily on rewarding the efforts of its executives in increasing shareholder value and meeting the Company's goals. On an annual basis, the Board reviews the corporate goals and objectives relevant to executive compensation; evaluates each executive officer's performance in light of those goals and objectives and sets the executive officer's compensation level based, in part, on this evaluation. The Board also takes into consideration the Company's overall performance, shareholder returns, and the value of similar incentive awards to executive officers at comparable companies, and the awards given to executive officers in past years.

The Board's compensation philosophy is aimed at attracting and retaining quality and experienced people which is critical to the success of the Company and may include a "pay-for-performance" element which supports the Company's commitment to delivering strong performance for the Shareholders.

Executive compensation is comprised of three elements: base fees (may be consulting fees) or salary, short-term incentive compensation (discretionary cash bonuses) and long-term incentive compensation (share options). The Board reviews all three components in assessing the compensation of individual executive officers and of the Company as a whole.

Each component of the compensation program is discussed below.

***Base Salaries or Management Fee Arrangements and Benefits***

Base salaries or management fees are intended to provide current compensation for executive officers' to meet the Company's goals, as well as to remain competitive with the industry. They represent compensation for job responsibilities and reflect the level of skills, expertise, and capabilities demonstrated by the executive officers.

The compensation paid to the Company's NEOs is determined primarily by comparison of the remuneration paid by the Company to the remuneration paid by other reporting issuers in the Canadian junior mining sector that the Board of Directors believe are similar to the Company in terms of size and stage of development. While the Company takes into consideration the compensation paid to similar executive officers in comparable junior resource companies, the Company does not engage in the practise of benchmarking by comparing compensation across a designated peer group of companies. Golden Cariboo may consider benchmarking and other more formal compensation policies, objectives and criteria in the future should circumstances warrant.

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Other components of compensation may include personal benefits that are consistent with the compensation strategy. In addition to base fee or salary, the Named Executive Officers are reimbursed by the Company for reasonable out-of-pocket expenses incurred in connection with their employment with the Company. The Company does not provide any pension or retirement benefits to the NEOs.

***Cash Bonuses***

Executive officers are also eligible to receive discretionary bonuses as determined by the Board based on each officer's responsibilities, his or her achievement of individual and corporate objectives and the Company's financial performance. Cash bonuses are intended to reward the NEOs for meeting or exceeding the individual and corporate performance objectives set by the Board and the amount of any bonus is discretionary and may be affected substantially by the monetary position of the Company at the time the bonuses are considered.

***Long Term Incentives and Stock Option Plan***

Stock options are an important part of the Company's long-term incentive strategy for its officers, permitting them to participate in any appreciation of the market value of the Company's shares over a set period of time, and are intended to reinforce commitment to long-term growth and shareholder value. Stock options reward overall corporate performance as measured through the price of the Company's shares and enables executives to acquire and maintain an ownership position in the Company. The Board of Directors ultimately decides the number of options to be granted to each NEO. In making this decision, the Board of Directors take into account the Company's contractual obligations, the Company's budget and financial strength, and the award history for all participants in the Option Plan. The allocation of stock options is regarded as an important element to attract and retain NEOs for the long term and to align their interests with the interests of shareholders.

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

***Option-based Awards***

Executive officers of the Company, as well as directors, employees and consultants, are eligible to participate in the Company's stock option plan (the "Stock Option Plan") to receive grants of stock options. Individual stock options are granted by the Board as a whole in keeping with the regulations of the stock exchange. The size of an option grant takes into consideration many factors, including each officer's level of responsibility, authority and importance to the Company and the degree to which an officer's long term contribution to the Company will be crucial to its overall long-term success.

Stock options grants may be made periodically to ensure that the number of options granted to any particular officer is commensurate with the officer's level of ongoing responsibility within the Company. The Board will evaluate the number of options an officer has been granted, the exercise price of the options and the term remaining on those options when considering further grants. Options are usually priced at the closing trading price of the Company's shares on the business day immediately preceding the date of grant, bearing in mind that the Company must follow stock exchange policy when setting the terms of the option grant; the current policy of the Board is that options expire two to ten years from the date of grant. See “

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STOCK OPTION PLAN” for information regarding the material terms of the Stock Option Plan.

The Company had no arrangements, standard or otherwise, under which Directors are compensated by Golden Cariboo for their services in their capacity as Directors, or for committee participation, or involvement in special assignments during the most recently completed financial year or subsequently, up to and including the date of this Information Circular.

**SUMMARY COMPENSATION TABLE**

The table on the following page and notes thereto set out information concerning the compensation paid to NEOs of the Company during the financial year ended September 30, 2012.

Name and Principal Position	Year Ended	Salary (\$)	Share-based awards (\$)	Option-based awards <sup>1</sup> (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All Other Compensation (\$)	Total (\$)
					Annual incentive plans	Long term incentive plans			
J. Frank Callaghan <sup>2</sup> CEO	2012	Nil	Nil	Nil	Nil	Nil	Nil	60,000 <sup>3</sup>	60,000
	2011	Nil	Nil	122,150	Nil	Nil	Nil	60,000	182,150
	2010	Nil	Nil	Nil	Nil	Nil	Nil	90,000 <sup>4</sup>	90,000
Minaz Dhanani <sup>5</sup> CFO	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil <sup>6</sup>	Nil
	2011	Nil	Nil	7,125 <sup>7</sup>	Nil	Nil	Nil	10,048	38,548
	2010	Nil	Nil	Nil	Nil	Nil	Nil	18,050	18,050

J. Frank Callaghan, President, CEO and a current director of the Company, provides management and administrative services to the Company under a consulting agreement dated as of October 1, 2008 as amended April 16, 2009 (the "Consulting Agreement"). Under the terms of the Consulting Agreement, Mr. Callaghan received remuneration for the fiscal year ended September 30, 2012 of \$60,000.

Under the terms of the Consulting Agreement Mr. Callaghan is:

- ✓ entitled to be paid \$60,000 per year;

<sup>1</sup> The fair value of the options granted was determined using the Black Scholes option pricing model and the following assumptions:

Year	Expected Life	Interest Rate	Dividend	Volatility
2012	-	-	-	-
2011	5 years	2.77%	nil	163%

<sup>2</sup> Mr. Callaghan has been president and CEO since March 16, 2001

<sup>3</sup> These amounts were paid pursuant to a Consulting Agreement dated as of October 1, 2008, as amended April 2009, between the Company and Mr. Callaghan

<sup>4</sup> These amounts were paid pursuant to a Consulting Agreement dated as of October 1, 2008 between the Company and Mr. Callaghan

<sup>5</sup> Mr. Dhanani has been CFO since February 2, 2009.

<sup>6</sup> Mr. Dhanani provides his services as CFO on a non-contract basis and was not compensated directly by Golden Cariboo in fiscal 2012.

<sup>7</sup> During the year ended September 30, 2011, Mr. Dhanani was granted 25,000 options with an exercise price of \$0.285, expiring on February 15, 2016.

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- ✓ entitled to receive an incentive bonus, the amount of which will be determined by the Board of Directors; and
- ✓ entitled to receive stock options, as determined by the Board of Directors, from time to time.

In addition to the remuneration provisions set out above, Mr. Callaghan is entitled to be reimbursed for all reasonable expenses incurred in connection with his duties.

Upon expiry of the term of the Consulting Agreement on April 16, 2014, the Consulting Agreement will be automatically renewed for subsequent one year terms unless the Company or Mr. Callaghan chooses not to renew by giving the other party written notice at least 60 days prior to expiration.

**INCENTIVE PLAN AWARDS**

***Incentive Plan Awards – Outstanding Option-based Awards***

The following table sets out the stock options (option-based awards) outstanding as at the year ended September 30, 2012 for each of the NEOs. On September 28, 2012 the last trading date for fiscal 2012, the closing price of the Company's Common Shares on the TSX-V was \$0.14.

<b>NEO Name and Principal Position</b>	<b>Number of securities underlying unexercised options</b>	<b>Option exercise price (\$)</b>	<b>Option expiration date</b>	<b>Value of unexercised in-the- money options (\$)</b>
<b>J. Frank Callaghan</b> <i>CEO</i>	428,597	0.285	February 15, 2016	Nil
<b>Minaz Dhanani</b> <i>CFO</i>	25,000	0.285	February 15, 2016	Nil

***Incentive Plan Awards – Value vested or earned during the year***

<b>Name</b>	<b>Option-based awards – value vested or earned during the year<sup>1</sup> \$</b>	<b>Share-based awards – value vested during the year \$</b>	<b>Non-equity incentive plan compensation – value earned during the year (\$)</b>
<b>J. Frank Callaghan</b> <i>President &amp; CEO</i>	Nil	Nil	Nil
<b>Minaz Dhanani</b> <i>CFO</i>	Nil	Nil	Nil

<sup>1</sup> These amounts represent the aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date. The value of each amount has been determined by taking the difference between the market price of the shares at the date of exercise and the exercise or base price of the option under the option-based award on the vest date.

**PENSION PLAN BENEFITS**

The Company does not have a pension plan, retirement plan or deferred compensation plan.

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***TERMINATION AND CHANGE OF CONTROL BENEFITS***

The Company may, at any time, terminate the Consulting Agreement with J. Frank Callaghan for cause, without notice and without liability for any claim, action or demand. Under the terms of the Consulting Agreement:

- a. if Mr. Callaghan is terminated without cause, then Mr. Callaghan would be entitled to receive a lump sum amount equal to one year's compensation and payment of all bonuses to which he would have been entitled or becomes entitled to; or
- a. if Mr. Callaghan is terminated within 12 months after a change in control of the Company, then Mr. Callaghan would be entitled to receive a lump sum payment equal to the greater of (a) the compensation remaining for the rest of the period under the term of the Consulting Agreement and (b) one year's compensation.

Except as outlined above, there are no contracts, agreements, plans, or arrangements in place that provide for: payments to an NEO, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company, or a change in an NEO's responsibilities.

***COMPENSATION OF DIRECTORS***

***Director Compensation Table***

The following table sets out, for each director that is not an NEO, compensation earned for the fiscal year ended September 30, 2012.

<b>Name</b>	<b>Fees earned (\$)</b>	<b>Share-based awards (\$)</b>	<b>Option-based Awards<sup>1</sup> (\$)</b>	<b>Non-equity incentive plan compensation (\$)</b>	<b>Pension value (\$)</b>	<b>All other compensation (\$)</b>	<b>Total (\$)</b>
<b>Andrew H. Rees</b> <i>Director</i>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Glen Macdonald</b> <i>Director</i>	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

<sup>1</sup>The fair value of the options granted was determined using the Black Scholes option pricing model and the following assumptions:

Year	Expected Life	Interest Rate	Dividend	Volatility
2011	5 years	2.77%	nil	163%

***Directors Incentive Plan Awards - Outstanding Option-based Awards***

The following table sets out, for each director that is not a NEO, the stock options (option-based awards) outstanding as at the year ended September 30, 2012. On September 28, 2012 the last trading date for fiscal 2012, the closing price of the Company's Common Shares on the TSX-V was \$0.14. The Company has no share-based compensation arrangements.



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<b>NEO Name and Principal Position</b>	<b>Number of securities underlying unexercised options</b>	<b>Option exercise price (\$)</b>	<b>Option expiration date</b>	<b>Value of unexercised in-the- money options (\$)</b>
<b>Andrew H. Rees</b> <i>Director</i>	100,000	0.285	February 15, 2016	Nil
<b>Glen Macdonald</b> <i>Director</i>	100,000	0.285	February 15, 2016	Nil

***Directors Incentive Plan Awards - Value vested or earned during the year***

The following table shows the incentive plan awards value vested (or earned) during the year ended September 30, 2012 for each director that is not a NEO:

<b>Name</b>	<b>Option-based awards – value vested or earned during the year \$</b>	<b>Share-based awards – value vested during the year \$</b>	<b>Non-equity incentive plan compensation – value earned during the year (\$)</b>
<b>Andrew H. Rees</b> <i>Director</i>	Nil	Nil	Nil
<b>Glen Macdonald</b> <i>Director</i>	Nil	Nil	Nil

**PART 5 - SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY  
COMPENSATION PLANS**

The only equity compensation plan which the Company has in place is the existing Stock Option Plan which was previously approved by the TSX-V and last approved by the shareholders of the Company at the previous annual and special meeting held on June 1, 2011. The Stock Option Plan was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continued association with the Company. The Option Plan is administered by the Board of Directors and provides that the number of Common Shares issuable under the Stock Option Plan may not exceed 10% of the issued and outstanding Common Shares at any time. All options granted under the Option Plan expire on a date not later than ten years after the date of grant of such option, and are exercisable at an exercise price set by the Board of Directors in its sole discretion which price may not be less than the Discounted Market Price (as defined in the Option Plan). See “

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STOCK OPTION PLAN” for a description of the Option Plan.

As at the end of the most recently completed financial year of the Company, ended September 30, 2012, the following stock options were granted or outstanding under the Option Plan.

	Number of securities to be issued upon exercise of outstanding options, warrants and rights as at September 30, 2012	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under the Option Plan
Equity compensation plans approved by securityholders	708,597	\$0.285	45,000
Equity Compensation plans not approved by securityholders	Nil	N/A	Nil
Total	708,597		45,000

**PART 6 - AUDIT COMMITTEE**

National Instrument 52-110 Audit Committees of the Canadian Securities Administrators (“NI 52-110”) requires the Company, as a venture issuer, to disclose annually in its information circular certain information concerning the constitution of its audit committee and its relationship with its external auditor as set forth below.

***Audit Committee Charter***

The Charter of the Company’s audit committee (the “Audit Committee”) is attached to this Circular as Schedule “A”.

***Composition of the Audit Committee***

Members of the Audit Committee are: J. Frank Callaghan, Glen Macdonald and Andrew H. Rees. As the CEO, Mr. Callaghan is not independent and Messrs. Macdonald and Rees are both independent as defined in applicable securities regulations. Each member of the Audit Committee is financially literate.

A member of the Audit Committee is *independent* if the member has no director or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Board of Directors, reasonably interfere with the exercise of a member’s independent judgment.

A member of the Audit Committee is considered *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 issues that can reasonably be expected to be raised by the Company.

All audit committee members have the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements and are therefore considered “financially literate”.

**MANAGEMENT INFORMATION CIRCULAR**

***Relevant Education and Experience***

All of the audit Committee members are businessmen with experience in financial matters; each has an understanding of accounting principles used to prepare financial statements and varied experience as to the general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting, garnered from working in their individual fields.

Name	Determination of Financial Literacy
J. Frank Callaghan	J. Frank Callaghan has gained financial literacy by overseeing preparation and review of the public company audited financial statements since 1991.
Glen Macdonald	Glen Macdonald has gained financial literacy by serving as a director and audit committee member of a number of publicly-traded companies.
Andrew H. Rees	Andrew Rees has gained financial literacy by serving as a director of the Company since 2008 and as a director of the Company and other publicly-traded companies. He also holds a business degree from Royal Roads University.

***Audit Committee Oversight***

At no time during the Company’s fiscal year ended September 30, 2012 and at no time since the commencement of the Company’s most recently completed financial year were any Audit Committee’s recommendations to nominate or compensate an external auditor not adopted by the Board.

***Reliance on Certain Exemptions***

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

***Pre-Approval Policies and Procedures***

The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services.

***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 or 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.

**MANAGEMENT INFORMATION CIRCULAR**

The fees paid by the Company to its external auditor for services rendered to the Company in each of the last two fiscal years, by category, are as follows:

<b>Financial Year Ending</b>	<b>Audit Fees</b>	<b>Audit Related Fees</b>	<b>Tax Fees</b>	<b>All Other Fees</b>
September 30, 2012	\$17,780	Nil	Nil	Nil
September 30, 2011	\$41,600	Nil	Nil	Nil

***Venture Issuer Exemption***

The Company, as a “Venture Issuer”, is relying upon section 6.1 of National Instrument 52-110 – Audit Committees exempting the Company from certain requirements relating to the composition of the Audit Committee and reporting obligations.

**PART 7 - CORPORATE GOVERNANCE**

Corporate governance relates to the activities of the board of directors of the Company (the “Board”), the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Company. The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Company.

National Policy 58-201 Corporate Governance Guidelines (“NP 58-201”) establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company’s practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted.

National Instrument 58-101 Disclosure of Corporate Governance Practices (“NI 58-101”) also requires the Company to disclose annually in its Information Circular certain information concerning its corporate governance practices. As a “venture issuer” the Company is required to make these disclosures with reference to the requirements of Form 58-101F2, this disclosure is provided below.

**BOARD OF DIRECTORS**

***Structure and Composition***

The Board is currently composed of three directors: J. Frank Callaghan, Glen Macdonald and Andrew H. Rees. All of the proposed nominees for election as directors at the Meeting are currently directors of the Company. NP 58-201 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as “independent” directors under NI 52-110, which says that a director is independent if he or she has no direct or indirect “material relationship” with the company. “Material relationship” is defined as a relationship which could, in the view of the Company’s board of directors be reasonably expected to interfere with the exercise of a director’s independent judgment. The Company has determined independence as shown in the table on the next page.

**MANAGEMENT INFORMATION CIRCULAR**

<b>Name</b>	<b>Independent</b>	<b>Determination of Independence</b>
<b>J. Frank Callaghan</b> <i>Director</i> <i>President &amp; CEO</i>	<b>No</b>	Mr. Callaghan, as President and CEO of the Company, is an “inside” or management director and accordingly is considered “non-independent”.
<b>Glen Macdonald</b> <i>Director</i>	<b>Yes</b>	Mr. Macdonald is an outside director who does not participate in the management of the Company. He does not receive any compensation for services to the Company other than in his role as director; he is therefore considered independent.
<b>Andrew H. Rees</b> <i>Director</i>	<b>Yes</b>	Mr. Rees is an outside director. He does not participate in the management of the company and does not provide services to the Company other than in his role as director. He does not receive any compensation for his service to the Company; he is therefore considered independent.

Following the Meeting, the Board will have 2 independent directors, and 1 “non-independent” director. The Company has a majority of independent Board members which meets the requirements for independence and is in the best interests of the Company.

***Board Responsibilities***

The mandate of the Board is to manage or supervise the management of the business and affairs of the Company and to act with a view to the best interests of the Company. In doing so, the Board oversees the management of the Company’s affairs directly and through its committees (see “**BOARD OF DIRECTORS**” below). In fulfilling its mandate, the Board, among other matters, is responsible for reviewing and approving the Company’s overall business strategies and its annual business plan, reviewing and approving the annual corporate budget and forecast, reviewing and approving significant capital investments outside the approved budget; reviewing major strategic initiatives to ensure that the Company’s proposed actions accord with shareholder objectives; reviewing succession planning; assessing management’s performance against approved business plans and industry standards; reviewing and approving the reports and other disclosure issued to shareholders; ensuring the effective operation of the Board; and safeguarding shareholders’ equity interests through the optimum utilization of the Company’s capital resources. The Board also takes responsibility for identifying the principal risks of the Company’s business and for ensuring these risks are effectively monitored and mitigated to the extent reasonably practicable. At this stage of the Company’s development, the Board does not believe it is necessary to adopt a written mandate, as sufficient guidance is found in the applicable corporate and securities legislation and regulatory policies. However, as the Company grows, the Board will move to develop a formal written mandate.

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In keeping with its overall responsibility for the stewardship of the Company, the Board is also responsible for the integrity of the Company's internal control and management information systems and for the Company's policies respecting corporate disclosure and communications.

The Board delegates to management, through the Chief Executive Officer and the Chief Financial Officer, 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 also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans, and annual operating plans.

Currently, the positions of President and Chief Executive Officer are combined. However, given the size of the Company's current operations, the Board believes that the Company is well serviced and the independence of the Board from management is not compromised by the combined role. In addition, the Board has found that the fiduciary duties placed on management by the Company's governing corporate legislation and common law and the restrictions on an individual director's participation in decisions of the Board in which the director has an interest under applicable corporate and securities legislation provide the "independent" directors with significant input and leadership in exercising their responsibilities for independent oversight of management. In addition, each member of the Board understands that he is entitled to seek the advice of an independent expert if he reasonably considers it warranted under the circumstances and the "independent" directors have the ability to meet independently of management whenever deemed necessary. As of the year ended September 30, 2012 the independent directors have not exercised their right to meet independently of management given the Company's limited operations at the current time; as such the decisions required of the board have been considered routine and in the ordinary course of business, the independent directors have not deemed it necessary to review such materials separate and apart from management.

The Board of Directors, through the Audit Committee, has the responsibility to identify the principal risks of the Company's business. It works with management to implement policies to identify the risks and to establish systems and procedures to ensure that these risks are monitored.

The Board of Directors has delegated responsibility for the integrity of internal controls and management information systems to the Audit Committee. The Company's external auditors report directly to the Audit Committee. In its regular meetings with the external auditors, the Audit Committee discusses, among other things, the Company's financial statements and the adequacy and effectiveness of the Company's internal controls and management information systems.

***Orientation and Continuing Education***

The skills and knowledge of the Board of Directors as a whole is such that no formal continuing education process is currently deemed required. The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing public companies. Board members are encouraged to communicate with management, auditors, and technical consultants to keep themselves current with industry trends and developments and changes in legislation, with management's assistance. Board members have full access to the Company's records.

The Company provides continuing education to its directors as such need arises and encourages open discussion at all meetings which format encourages learning by the directors. Members of the Board of Directors are



**MANAGEMENT INFORMATION CIRCULAR**

encouraged to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation; and to attend related industry seminars and visit the Company's operations.

***Ethical Business Conduct***

The Board of Directors expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance goals and objectives.

However, to date, the Board has not adopted a formal written Code of Business Conduct and Ethics. The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate and securities legislation on the individual director's participation in decisions of the Board in which the director has an interest, have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company and its shareholders.

In addition, the limited size of the Company's operations and the small number of officers and employees allows the Board to monitor on an ongoing basis the activities of management and to ensure that the highest standard of ethical conduct is maintained. As the Company grows in size and scope, the Board anticipates that it will formulate and implement a formal Code of Business Conduct and Ethics.

***Nomination of Directors***

Given its current size and stage of development, the Board has not appointed a nominating committee and these functions are currently performed by the Board as a whole. Nominees are generally the result of recruitment efforts by Board members, including both formal and informal discussions among Board members and the President, and proposed directors' credentials are reviewed in advance of a Board meeting with one or more members of the Board prior to the proposed director's nomination.

***Compensation***

Given the Company's current size and stage of development, the Board of Directors has not appointed a formal compensation committee, but instead the independent directors make recommendations to the Board regarding executive compensation (including long-term incentive in the form of stock options) to be paid to the Company's executive officers having regard to the responsibilities and risks associated with each position. In addition, compensation to be paid to executive officers who are also directors must be approved by the disinterested directors thereby providing the non-executive officer directors with significant input into compensation decisions.

***Other Board Committees***

The Board has no other committees other than the Audit Committee. As the Company evolves, and its operations and management structure become more complex, the Board will likely find it appropriate to constitute additional standing committees, such as a formal Governance Committee, a Compensation Committee, and a Nominating Committee, and to ensure that such committees are governed by written charters and are composed of at least a majority of independent directors.



**MANAGEMENT INFORMATION CIRCULAR**

*Assessments*

The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Company's current size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The Board plans to continue evaluating its own effectiveness and the effectiveness and contribution of its committees or individual directors on an ad hoc basis.

**PART 8 - OTHER MATTERS**

**INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

None of the directors and officers of the Company, any proposed management nominee for election as a director of the Company or any associate of any director, officer or proposed management nominee is or has been indebted to the Company at any time during the Company's most recently completed financial year.

**INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Except as disclosed in this Circular, no director or officer of the Company, nor any proposed nominee for election as a director of the Company, nor any other insider of the Company, nor any associate or affiliate of any one of them, has any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which, in either case, has or will materially affect the Company and none of such persons has any material interest in any transaction proposed to be undertaken by the Company that will materially affect the Company.

**MANAGEMENT CONTRACTS**

The management functions of the Company are performed by its directors and executive officers and the Company has no management agreements or arrangements under which such management functions are performed by persons other than the directors and executive officers of the Company.

**ADDITIONAL INFORMATION**

Additional information relating to the Company is included in the Company's audited financial statements for the year ended September 30, 2012, the auditor's report on the financial statements and related management discussion and analysis which are filed on SEDAR ([www.sedar.com](http://www.sedar.com)). Copies of the Company's most current interim financial statements and related management discussion and analysis, and additional information may be obtained from [www.sedar.com](http://www.sedar.com) and upon request from the Company by telephone to Lorraine Pike at (604) 669-6463, or by fax at (604) 669-3041.

**MANAGEMENT INFORMATION CIRCULAR**

**OTHER MATTERS**

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

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

**DATED** at Vancouver, British Columbia, this 2nd day of July, 2013

**BY ORDER OF THE BOARD OF DIRECTORS**

*“J. Frank Callaghan”*

J. Frank Callaghan  
President and CEO

## SCHEDULE "A"

### **GOLDEN CARIBOO RESOURCES LTD.**

#### **AUDIT COMMITTEE CHARTER**

##### **1. MANDATE**

1.1 The primary function of the audit committee (the "Committee") of Golden Cariboo Resources Ltd. (the "Company") is to assist the Board of Directors of the Company (the "Board of Directors") in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. The Committee's primary duties and responsibilities are to:

serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements;

review and appraise the performance of the Company's external auditors (the "Auditor"); and

provide an open avenue of communication among the Company's auditors, management and the Board of Directors.

##### **2. COMPOSITION, PROCEDURES AND ORGANIZATION**

2.1 The Committee shall be governed by the Terms of Reference for Committees adopted by the Board.

2.2 The Committee shall consist of at least three members (collectively referred to as "Members" and individually referred to as "Member"). Each Member must be a director of the Company. A majority of the Members shall not be officers or employees of the Company or of an affiliate of the Company. At least one (1) member of the Committee shall be financially literate. All Members who are not financially literate will work towards becoming financially literate to obtain working familiarity with basic finance and accounting practices. For the purposes of this Charter, the term "financially literate" means 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 issues that can reasonably be expected to be raised by the Company's financial statements.

2.3 The Members shall be appointed by the Board of Directors at its first meeting following the annual shareholders' meeting. The responsibilities of a Member shall be in addition to such Member's duties as a director of the Company. Unless a chairperson of the Committee (the "Chair") is elected by the full Board of Directors, the Members may designate a Chair by a majority vote of the full Committee membership. The Chair shall be financially literate.

2.4 The Committee shall be accountable to the Board of Directors, and the Board of Directors may at any time remove or replace any Member and may fill any vacancy in the Committee.

### **3. MEETINGS OF THE COMMITTEE**

3.1 Meetings of the Committee shall be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly. Unless all Members are present and waive notice, or those absent waive notice before or after a meeting, the Chair will give the Members 24 hours' advance notice of each meeting and the matters to be discussed at such meeting. Notice may be given personally, by telephone, by facsimile or e-mail.

3.2 The Auditor shall be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning the Company's annual financial statements and, if the Committee determines it to be necessary or appropriate, at any other meeting. On request by the Auditor, the Chair shall call a meeting of the Committee to consider any matter that the Auditor believes should be brought to the attention of the Committee, the Board of Directors or the shareholders of the Company.

3.3 At each meeting of the Committee, a quorum shall consist of a majority of Members that are not officers or employees of the Company or of an affiliate of the Company. A Member may participate in a meeting of the Committee in person or by telephone if all Members participating in the meeting, whether in person or by telephone or other communications medium other than telephone are able to communicate with each other and if all Members who wish to participate in the meeting agree to such participation.

3.4 The Committee may periodically meet separately with each of management and the Auditor to discuss any matters that the Committee or any of these groups believes would be appropriate to discuss privately. In addition, the Committee should meet with the Auditor and management annually to review the Company's financial statements.

3.5 The Committee may invite to its meetings any director, any manager of the Company, and any other person whom it deems appropriate to consult in order to carry out its responsibilities. At each meeting, the Chair shall appoint a secretary to keep minutes of the meeting. Minutes of all Committee meetings must be signed by the chair of the meeting or by the chair of the next succeeding meeting.

### **4. RESPONSIBILITIES AND DUTIES**

4.1 Subject to the powers and duties of the Board, the Board hereby delegates to the Committee the following powers and duties to be performed by the Committee on behalf of and for the Board. To fulfill its responsibilities and duties, the Committee shall:

- (a) review the annual financial statements of the Company and the auditor's report thereon and report to the Board of Directors prior to publishing;
- (b) review the Company's financial statements, including any certification, report, opinion, or review rendered by the Auditor, MD&A and any annual and interim earnings press releases before the Company publicly discloses such information;

- (c) review and satisfy itself that adequate procedures are in place and review the Company's public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph, and periodically assess the adequacy of those procedures;
- (d) be directly responsible for overseeing the work by the Auditor (including resolution of disagreements between management and the Auditor regarding financial reporting) engaged for the purpose of preparing or issuing an audit report or performing other audit review services for the Company;
- (e) review and refer to appropriate persons concerns or complaints relating to accounting or audit matters under the Whistleblower Policy and oversee and give direction to such appropriate persons;
- (f) take prompt and appropriate corrective action when and as warranted its judgment in response to a concern or complaint relating to accounting or audit matters under the Whistleblower Policy;
- (g) require the Auditor to report directly to the Committee;
- (h) review annually the performance of the Auditor who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company;
- (i) review and discuss with the Auditor any disclosed relationships or services that may impact the objectivity and independence of the Auditor;
- (j) take, or recommend that the Board of Directors take, appropriate action to oversee the independence of the Auditor;
- (k) recommend to the Board of Directors the external auditor to be nominated at the annual general meeting for appointment and the Auditor for the ensuing year and the compensation for the Auditors, or, if applicable, the replacement of the Auditor;
- (l) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the Auditor and former independent external auditors of the Company;
- (m) review with management and the Auditor the audit plan for the annual financial statements;
- (n) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services provided by the Auditor. The pre-approval requirement is waived with respect to the provision of non-audit services if:
  - (i) the aggregate amount of all such non-audit services that were not pre-approved is reasonably expected to constitute not more than 5% of the total amount of fees paid

by the Company and its subsidiary entities to the Auditor during the fiscal year in which the non-audit services are provided;

- (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and
- (iii) such services are promptly brought to the attention of the Committee and approved, prior to the completion of the audit, by the Committee or by one or more Members to whom authority to grant such approvals has been delegated by the Committee.

The Committee may delegate to one or more independent Members the authority to pre-approve non-audit services in satisfaction of the pre-approval requirement set forth in this section provided the pre-approval of non-audit services by any Member to whom authority has been delegated must be presented to the Committee at its first scheduled meeting following such pre-approval;

- (o) in consultation with the Auditor, review with management the integrity of the Company's financial reporting process, both internal and external;
- (p) consider the Auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;
- (q) consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the Auditor and management;
- (r) review significant judgments made by management in the preparation of the financial statements and the view of the Auditor as to the appropriateness of such judgments;
- (s) following completion of the annual audit, review separately with management and the Auditor any significant difficulties encountered during the course of the audit, including any restrictions on the scope of the work or access to required information;
- (t) review any significant disagreement among management and the Auditor in connection with the preparation of the financial statements;
- (u) review with the Auditor and management the extent to which changes and improvements in financial or accounting practices have been implemented;
- (v) discuss with the Auditor the Auditor's perception of the Company's financial and accounting personnel, any material recommendations which the Auditor may have, the level of co-operation which the Auditor received during the course of their review and the adequacy of their access to records, data or other requested information;
- (w) review with the Auditor their assessment of internal controls, their written reports containing recommendations for improvement, and management's response and follow-up to any identified weakness;

- (x) review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;
- (y) establish procedures for:
  - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
  - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- (z) perform such other duties as may be assigned to it by the Board of Directors from time to time or as may be required by applicable regulatory authorities or legislation;
- (aa) report regularly and on a timely basis to the Board of Directors on the matters coming before the Committee; and
- (bb) review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval.

4.2 In addition to the duties required of the Chair by the Terms of Reference for Committees, the Chair shall determine whether a concern or complaint made under the Whistleblower Policy pertains to accounting matters; and when and / or where possible, acknowledge receipt of the concern or complaint to the submitter. The Chair shall also maintain a log of all concerns or complaints, tracking their receipt and treatment and shall prepare a periodic summary report thereof for the Committee

## **5. OVERSIGHT FUNCTION**

5.1 While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate or are in accordance with GAAP or IFRS, as applicable, and applicable rules and regulations. These are the responsibilities of management and the external auditors. The Committee, the Chair and any Members of the Committee identified as having accounting or related financial expertise are members of the Board, appointed to the Committee to provide broad oversight of the financial, risk and control related activities of the Company, and are specifically not accountable or responsible for the day to day operation or performance of such activities. Although the designation of a Member as having accounting or related financial expertise for disclosure purposes is based on that individual's education and experience, which that individual will bring to bear in carrying out his or her duties on the Committee, such designation does not impose on such person any duties, obligations or liability that are greater than the duties, obligations and liability imposed on such person as a member of the Committee and Board of Directors in the absence of such designation. Rather, the role of a Member who is identified as having accounting or related financial expertise, like the role of all Members, is to oversee the process, not to certify or guarantee the internal or external audit of the Company's financial information or public disclosure.



6. AUTHORITY

6.1 The Committee is authorized to:

- (a) to seek any information it requires from any employee of the Company in order to perform its duties;
- (b) to engage, at the Company's expense, independent legal counsel or other professional advisors in any matter within the scope of the role and duties of the Committee under this Charter;
- (c) to set and pay compensation for any advisors engaged by the Committee; and
- (d) to communicate directly with the internal and external auditors of the Company.

6.2 This Charter supersedes and replaces all prior charters and other terms of reference pertaining to the Committee.