



# Golden Cariboo Resources Ltd.

P.O. Box 48778 Stn. Bentall Centre  
Vancouver, British Columbia V7X 1A6

**2015  
ANNUAL  
GENERAL  
MEETING**

Notice of Annual General Meeting of Shareholders

Management Information Circular

**Place:**

Computershare Investor Services Inc.  
510 Burrard Street, 3rd Floor  
Vancouver, British Columbia V6C 3B9

**Time:**

11:00 a.m. (Vancouver Time)

**Date:**

Tuesday, August 11, 2015

**GOLDEN CARIBOO RESOURCES LTD.**

P.O. Box 48778 Stn. Bentall Centre,  
Vancouver, British Columbia V7X 1A6  
Telephone: 604-669-6463  
[www.goldencariboo.com](http://www.goldencariboo.com)

**NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS OF  
ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON TUESDAY, AUGUST 11, 2015**

Golden Cariboo Resources Ltd. (the “**Company**”) has decided to use the notice and access model (“**Notice and Access**”) provided for under National Instrument 54-101 for the delivery of the Company’s management information circular (“**Information Circular**”) to its shareholders for the Annual General Meeting of shareholders to be held on Tuesday, August 11, 2015 (“**Meeting**”). Under Notice and Access, instead of receiving printed copies of the Information Circular, shareholders are receiving this notice with information on how they may access the Information Circular electronically. However, together with this notice, shareholders will continue to receive a proxy (in the case of registered shareholders) or voting instruction form (in the case of non-registered shareholders) enabling them to vote at the Meeting. No Annual Financial Statements are included in this mailing.

**NOTICE IS HEREBY GIVEN** that the Meeting will be held at **Computershare Investor Services Inc., 510 Burrard Street, 3rd Floor, Vancouver, British Columbia V6C 3B9** on **Tuesday, August 11, 2015** (“**Meeting Date**”) at **11:00 am (Vancouver Time)** for the following purposes:

1. To receive the audited financial statements of the Company for the fiscal year ended September 30, 2014 (with comparative statements relating to the preceding fiscal period) together with the report of the auditor therein;
2. To fix the number of directors at four (4);
3. To elect the directors;
4. To re-appoint BDO Canada LLP, as auditor of the Company and to authorize the directors to fix their remuneration;
5. To consider and, if thought fit, pass an ordinary resolution, approving the Company's rolling stock option plan and reserving for the grant of options of up to 10% of the issued and outstanding common shares of the Company at the time of any stock option grant, as more particularly described in the accompanying Information Circular;
6. To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

**The Company urges shareholders to review the Information Circular before voting.**

**PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities you must vote online, by telephone or by mailing the enclosed Proxy or Voting Instruction Form for receipt before 11:00 am (Vancouver Time) on Friday, August 7, 2015 using the enclosed Business Reply Envelope.**

**Accessing the Information Circular Online**

The Information Circular (and the financial statement request card) can be viewed online under the Company’s profile at [www.sedar.com](http://www.sedar.com) or [www.goldencariboo.com](http://www.goldencariboo.com).

## **Requesting a Copy of the Information Circular**

Shareholders can request that printed copies of the Information Circular be sent to them by postal delivery at no cost to them up to one year from the date the Information Circular was filed on SEDAR. Registered shareholders and non-registered shareholders may make their request through the following website, [www.goldencariboo.com](http://www.goldencariboo.com), or by calling 1-800-663-9688 (Toll-Free).

To receive the Information Circular in advance of the proxy deposit date and Meeting Date, requests for printed copies must be received no later than 11:00 a.m. (Vancouver Time) on Tuesday, August 4, 2015.

### ***Registered Shareholders***

Every registered shareholder of common shares at the close of business on June 22, 2015 is entitled to receive notice of, and to vote such common shares at the Meeting. Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their common shares will be voted at the Meeting are requested to complete, sign and deliver the enclosed form of proxy to: Computershare Investor Services Inc. (the “**Transfer Agent**”), of 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 by 11:00 a.m. Vancouver time on Friday, August 7, 2015. In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the aforesaid address not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment(s) thereof. Further instructions with respect to the voting by proxy are provided in the form of proxy and in the Information Circular.

### ***Non-Registered Shareholders***

Shareholders may beneficially own common shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary (“**Non-Registered Shareholders**”). Without specific instructions, intermediaries are prohibited from voting shares for their clients. **If you are a Non-Registered Shareholder, it is vital that the voting instruction form provided to you by your broker, intermediary or its agent is returned according to their instructions, sufficiently in advance of the deadline specified by the broker, intermediary or its agent, to ensure that they are able to provide voting instructions on your behalf.**

Shareholders with questions about Notice and Access can contact the Company, Toll-Free at 1-800-663-9688.

Dated at Vancouver, British Columbia this 26th day of June, 2015.

By Order of the Board of Directors

*(signed) “J. Frank Callaghan”*  
President, Chief Executive Officer & Director

**Golden Cariboo Resources Ltd.  
P.O. Box 48778 Stn. Bentall Centre,  
Vancouver, British Columbia V7X 1A6**

**INFORMATION CIRCULAR**

(Containing information as at June 22, 2015 unless indicated otherwise)

**SOLICITATION OF PROXIES**

This Information Circular is furnished in connection with the solicitation of proxies by the Management of Golden Cariboo Resources Ltd. (the “**Company**”) for use at the Annual General Meeting of Shareholders of the Company (and any adjournment thereof) to be held on Tuesday, August 11, 2015 (the “**Meeting**”) at the time and place and for the purposes set forth in the accompanying Notice of Meeting. While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone by the directors, officers and regular employees of the Company at nominal cost. All costs of solicitation by Management will be borne by the Company.

The contents and dissemination of this Information Circular have been approved by the directors of the Company.

**APPOINTMENT OF PROXYHOLDER**

The individuals named in the accompanying form of proxy are directors and/or officers of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY STRIKING OUT THE NAMES OF THOSE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY AND INSERTING THE DESIRED PERSON’S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER FORM OF PROXY. A proxy will not be valid unless the completed form of proxy is received by Computershare Investor Services Inc., Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting, or any adjournment thereof. Proxies delivered after that time will not be accepted.**

**REVOCAION OF PROXIES**

A shareholder who has given a proxy may revoke it by an instrument in writing executed by the shareholder or by his attorney authorized in writing or, where the shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered either to the registered office of the Company, at P.O. Box 48778 Stn. Bentall Centre, Vancouver, British Columbia V7X 1A6, at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or, if adjourned, any reconvening thereof or in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

**INFORMATION FOR NON-REGISTERED SHAREHOLDERS**

**Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are “non-registered” shareholders because the shares they own are not registered in their names but are instead registered in the names of a brokerage firm, bank or other intermediary or in the name of a clearing agency. Shareholders who do not hold their shares in their own name (referred to herein as “Beneficial Shareholders”) should note that only registered**

**shareholders may vote at the Meeting.** If common shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those common shares will not be registered in such shareholder's name on the records of the Company. Such common shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities, which company acts as nominee for many Canadian brokerage firms). Common shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the brokers' clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their common shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided by the Company to the registered shareholders. However, its purpose is limited to instructing the registered shareholder (i.e. the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of common shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote common shares directly at the Meeting. The voting instruction form must be returned to Broadridge (or instructions respecting the voting of common shares must be communicated to Broadridge) well in advance of the Meeting in order to have the common shares voted.**

This Information Circular and accompanying materials are being sent to both registered shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories – those who object to their identity being known to the issuers of securities which they own ("**Objecting Beneficial Owners**", or "**OBOs**") and those who do not object to their identity being made known to the issuers of the securities they own ("**Non-Objecting Beneficial Owners**", or "**NOBOs**"). Subject to the provision of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") issuers may request and obtain a list of their NOBOs from intermediaries via their transfer agents. Pursuant to NI 54-101, issuers may obtain and use the NOBO list for distribution of proxy-related materials directly (not via Broadridge) to such NOBOs. If you are a Beneficial Shareholder, and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of common shares of the Company ("**Common Shares**") have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the common shares on your behalf.

The Company has decided to take advantage of the provisions of NI 54-101 that permit it to deliver proxy related materials directly to its NOBOs. By choosing to send these materials to you directly, the Company (and not the intermediary holding shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. As a result if you are a NOBO of the Company, you can expect to receive a scannable Voting Instruction Form ("**VIF**") from the Transfer Agent. Please complete and return the VIF to the Transfer Agent as specified in the request for voting instructions. The Transfer Agent will tabulate the results of the VIF's received from the Company's NOBOs and will provide appropriate instructions at the Meeting with respect to the Common Shares represented by the VIF's they receive.

The Company is sending proxy-related materials to Registered and Beneficial Shareholders using the Notice-and-Access procedure described in NI 54-101 and National Instrument 51-102 Continuous Disclosure Obligations (“**NI 51-102**”).

The Company will not be paying for intermediaries to deliver to OBOs (who have not otherwise waived their right to receive proxy-related materials) copies of the proxy-related materials and related documents. Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the Common Shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered shareholder should enter their own names in the blank space on the proxy provided to them and return the same to their broker (or the broker’s agent) in accordance with the instructions provided by such broker.**

All references to shareholders in this Information Circular and the accompanying form of Proxy and Notice of Meeting are to shareholders of record unless specifically stated otherwise.

### **VOTING OF PROXIES**

The shares represented by a properly executed proxy in favour of persons proposed by Management as proxyholders in the accompanying form of proxy will:

- (a) be voted or withheld from voting in accordance with the instructions of the person appointing the proxyholder on any ballot that may be taken; and
- (b) where a choice with respect to any matter to be acted upon has been specified in the form of proxy, be voted in accordance with the specification made in such proxy.

**ON A POLL SUCH SHARES WILL BE VOTED IN FAVOUR OF EACH MATTER FOR WHICH NO CHOICE HAS BEEN SPECIFIED BY THE SHAREHOLDER.**

The enclosed form of proxy when properly completed and delivered and not revoked confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting, and with respect to other matters which may properly come before the Meeting. If any amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the persons designated in the enclosed form of proxy to vote in accordance with their best judgment on such matters or business. At the time of the printing of this Information Circular, the management of the Company knows of no such amendment, variation or other matter that may be presented to the Meeting.

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

No person who has been a director or executive officer of the Company at any time since the beginning of the last financial year, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of any of the foregoing, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon other than the election of directors or the appointment of auditor. Directors and executive officers may, however, be interested in the approval of the Company’s Stock Option Plan as detailed in “Particulars of Matters to be Acted Upon – Annual Approval of Stock Option Plan.”

## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Authorized Capital: an unlimited number of common shares without par value (“**Common Shares**”)

Issued and Outstanding: 13,850,680 <sup>(1)</sup> Common Shares

Note:

(1) As at June 22, 2015.

Only shareholders of record at the close of business on June 22, 2015 (the “**Record Date**”) who either personally attend the Meeting or who have completed and delivered a form of proxy in the manner and subject to the provisions described above shall be entitled to vote or to have their shares voted at the Meeting.

On a show of hands, every individual who is present and is entitled to vote as a shareholder or as a representative of one or more corporate shareholders will have one vote, and on a poll every shareholder present in person or represented by a proxy and every person who is a representative of one or more corporate shareholders, will have one vote for each Common Share registered in that shareholder’s name on the list of shareholders as at the Record Date, which is available for inspection during normal business hours at Computershare Investor Services Inc. and will be available at the Meeting. **Shareholders represented by proxy holders are not entitled to vote on a show of hands.**

To the knowledge of the directors and executive officers of the Company, the following persons or corporations beneficially owns, directly or indirectly or exercises control or direction over Common Shares carrying 10% or more of the voting rights attached to all outstanding Common Shares of the Company as at the Record Date:

<b>Name</b>	<b>Number of Shares held</b>	<b>Percentage</b>
J. Frank Callaghan, directly <sup>(1)</sup>	1,728,998	12.48%
<b>Total</b>		

Notes:

(1) Of these Common Shares: (a) 818,393 Common Shares (5.9%) are held directly by Mr. Callaghan; (b) 89,580 Common Shares (0.646%) are held in an RRSP in the name of Mr. Callaghan; (c) 572,475 Common Shares (4.13%) are held indirectly through Mr. Callaghan’s wife, Elaine Callaghan; and (d) 248,550 Common Shares (1.79%) are held indirectly through Standard Drilling & Engineering Ltd., a company the shares of which are wholly-owned by Mr. Callaghan.

## ELECTION OF DIRECTORS

### **Number of Directors**

The Board of Directors (the “**Board**” or the “**Board of Directors**”) presently consists of three (3) directors. The Board proposes that the number of directors be increased to four (4). Shareholders will therefore be asked to approve an ordinary resolution<sup>(1)</sup> that the number of directors elected be fixed at four (4).

The term of office of each of the present directors expires at the Meeting. The persons named below will be presented for election at the Meeting as Management’s nominees and the persons proposed by management as proxyholders in the accompanying form of proxy intend to vote for the election of these nominees. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Company or until his successor is elected or appointed, unless his office is earlier vacated in accordance with the Articles of the Company or the provisions of the *Business Corporations Act* (British Columbia) (the “**BCBCA**”).

The following table and notes thereto sets out the name of each person proposed to be nominated by Management for election as a director (a “**proposed director**”), the province and country in which he is ordinarily resident, 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 beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at the date hereof.

<b>Name, Position, Province and Country of Residence<sup>(1)</sup></b>	<b>Principal Occupation During Past Five Years<sup>(1)</sup></b>	<b>Previous Service as a Director</b>	<b>Number of Common Shares beneficially owned or controlled or directed, directly or indirectly<sup>(3)</sup></b>
<b>Andrew H. Rees<sup>(4)</sup></b> British Columbia, Canada Director	Mr. Rees holds a Bachelor of Commerce Degree from Royal Roads University, of Victoria, British Columbia. He has been involved with public resource companies since 1998 and currently acts as director, officer and/or consultant of several public companies.	March 7, 2000	Nil
<b>Glen Macdonald<sup>(4)</sup></b> British Columbia, Canada Director	Mr. Macdonald is a professional geologist with a BSc. (1973) and a BA (1971) 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.	December 7, 2000	Nil
<b>Christopher P. Cherry</b> British Columbia, Canada Nominee	Chartered Accountant and Certified General Accountant; self-employed management consultant providing management and accounting consulting service	N/A	Nil



<b>Thomas Kennedy</b> British Columbia, Canada Nominee	Mr. Kennedy is a graduate of the University of British Columbia having received a Bachelor of Commerce & Business Administration degree and a Juris Doctor degree. After an initial career at the Federal Department of Justice, Mr. Kennedy has primarily focused as a legal, financial and business consultant to publicly-traded companies (TSX, TSXV, CSE and OTCQX). Mr. Kennedy is currently a member of the Law Society of British Columbia, the Canadian Bar Association, the British Columbia Bar Association, and an Associate member of the American Bar Association. Mr. Kennedy is currently an officer of a TSX company focused on mineral exploration. Mr. Kennedy is also an officer and/or director of several TSX-V, CSE and OTCQX publicly traded companies.	N/A	Nil
--	---	-----	-----

**Notes:**

- (1) The information as to the province or state, country of residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (2) The information as to Common Shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (3) Member of the Audit Committee.

**AUDIT COMMITTEE**

Under National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”), companies are required to provide disclosure with respect to their audit committee, including the text of the audit committee’s charter, the composition of the audit committee and the fees paid to the external auditor. Accordingly the Company provides the following disclosure with respect to its Audit Committee:

**The Audit Committee’s Charter**

A copy of the Company’s Audit Committee Charter is attached as Schedule “A” to this Information Circular.

**Composition of the Audit Committee**

At present the members of the Audit Committee are: J. Frank Callaghan, Andrew H. Rees and Glen Macdonald. Messers Andrew H. Rees and Glen Macdonald are an independent as defined in applicable securities regulations. Mr. Callaghan is not independent. A new Audit Committee will be appointed after the Meeting. Each member of the Audit Committee is financially literate. A member of the Audit Committee is independent if the member has no direct 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.

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.

## 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.

## Audit Committee Oversight

At no time during the Company's fiscal year ended September 30, 2014 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

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

## Pre-Approval Policies and Procedures

The Audit Committee is authorized by the Board to review the performance of the Company's external auditor and approve in advance provision of services other than auditing and to consider the independence of the external auditor, including reviewing the range of services provided in the context of all consulting services bought by the Company. The Audit Committee is authorized to approve any non-audit services or additional work which the Chairman of the Audit Committee deems as necessary who will notify the other members of the Audit Committee of such non-audit or additional work.

## External Auditor Service Fees (By Category)

The aggregate fees billed by the Company's external auditor in each of the last fiscal year for audit fees are as follows:

Financial Year Ending	Audit Fees <sup>(1)</sup>	Audit Related Fees <sup>(2)</sup>	Tax Fees <sup>(3)</sup>	All Other Fees <sup>(4)</sup>
September 30, 2014	\$18,000	Nil	Nil	Nil
September 30, 2013	\$15,000	Nil	Nil	Nil

### Notes:

- (1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include fees for services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All Other Fees" include all other non-audit services.

## **Exemption**

The Company has relied upon the exemption provided by section 6.1 of NI 52-110 which exempts venture issuers from the requirement to comply with the restrictions on the composition of its Audit Committee and the disclosure requirements of its Audit Committee in an annual information form as prescribed by NI 52-110.

## **STATEMENT OF EXECUTIVE COMPENSATION**

For the purposes of this Circular, a Named Executive Officer (“**NEO**”) of the Company means each of the following individuals:

- (a) a chief executive officer (“**CEO**”) of the Company;
- (b) a chief financial officer (“**CFO**”) of the Company;
- (c) 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, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6, for the September 30, 2014 financial year; and
- (d) each individual who would be an NEO under paragraph (c) above but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity at September 30, 2014.

During the years ended September 30, 2014, the Company had two NEOs: J. Frank Callaghan, the President and CEO of the Company; and Minaz Dhanani, the CFO of the Company. Mr. Dhanani resigned as CFO on February 2, 2015. Christopher P. Cherry was appointed CFO of the Company on February 20, 2015.

## **Compensation Discussion and Analysis**

The Company’s Board is responsible for ensuring that the Company has in place an appropriate plan for executive compensation and for making recommendations with respect to the compensation of the Company’s executive officers. The Board ensures that total compensation paid to its NEOs is fair and reasonable and is consistent with the Company’s compensation philosophy.

### ***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 practice of benchmarking by comparing compensation across a designated peer group of companies. The Company may consider benchmarking and other more formal compensation policies, objectives and criteria in the future should circumstances warrant.

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 Options***

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 Stock 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 Board of Directors has not directly considered the implications of the risks associated with the Company's compensation policies and practices.



Name and principal position	Year <sup>(1)(4)</sup>	Salary (\$)	Share-based	Option-based awards	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation	Total compensation
President & CEO	2012	45,000 <sup>(6)</sup>	Nil	Nil	Nil	Nil	Nil	15,000 <sup>(6)</sup>	60,000
Minaz Dhanani CFO	2014 2013 2012	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil <sup>(7)</sup> Nil <sup>(7)</sup> Nil <sup>(7)</sup>	Nil Nil Nil

Notes:

- (1) Financial years ended September 30.
- (2) All amounts shown were paid in Canadian currency, the reporting currency of the Company.
- (3) The option-based awards dollar value was calculated using a Black-Scholes model, which included assumptions for risk-free interest rates, dividend yields, volatility of the expected market price of the Company's Common Shares and the expected life of the options.
- (4) The Company does not currently have a formal annual incentive plan or long term incentive plan for any of its executive officers, including its Named Executive Officers, other than the Stock Option Plan.
- (5) The Company does not have any pension, retirement or deferred compensation plans, including defined contribution plans.
- (6) As of January 1, 2012 the consulting agreement between the Company and Mr. Callaghan for the provision of management and administrative services to the Company expired and was not renewed. Mr. Callaghan continued providing services to the Company as an employee of the Company and receives a monthly salary of \$5,000 for his services.
- (7) Mr. Dhanani provided his services as CFO on a non-contract basis and was not compensated directly by the Company in fiscal 2012, 2013 or 2014.

## Incentive Plan Awards

### *Outstanding Share-Based Awards and Option-Based Awards*

The following table sets forth for the NEOs, the incentive stock options pursuant to the Stock Option Plan, outstanding as at September 30, 2014. These incentive stock options either vested at the time of grant or were fully vested during the year ended September 30, 2014, subject to the restrictions described below. No other share-based awards have been granted to the NEOs.

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)
J. Frank Callaghan, President & CEO	428,597	0.285	February 15, 2016	Nil
Minaz Dhanani, CFO	25,000	0.285	February 15, 2016	Nil

Notes:

- (1) This amount is calculated as the difference between the market value of the securities underlying the options on September 30, 2014, being the last trading day of the Common Shares for the financial year, which was \$0.05, and the exercise price of the option.
- (2) Mr. Dhanani's options were cancelled on March 2, 2015.

### *Incentive Plan Awards – Value Vested or Earned During The Year*

The following table sets forth for the NEOs, the value vested during the financial year ended on September 30, 2014 for options awarded under the Stock Option Plan, as well as the value earned under non-equity incentive plans for the same period.

<b>Name</b>	<b>Option-based awards- Value vested 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>
J. Frank Callaghan, CEO	Nil	N/A	N/A
Minaz Chanani, CFO	Nil	N/A	N/A

Notes:

- (1) Value vested during the year is calculated by subtracting the market price of the Common Shares on the date the option vested (being the closing price of the Common Shares on the TSXV/NEX on the last trading day prior to the vesting date) from the exercise price of the option.

### **Pension Plan Benefits**

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

### **Termination and Change of Control Benefits**

The Company has no plans or arrangements in respect of remuneration received or that may be received by the NEOs in the Company's most recently completed financial year or current financial year in respect of compensating such officer in the event of termination of employment (as a result of resignation, retirement, change of control, etc.) or a change in responsibilities following a change of control.

### **Director Compensation**

#### *Director Compensation Table*

The following table sets forth all amounts of compensation provided to the directors of the Company, who are each not also NEOs, for the most recently completed financial year.

<b>Name</b>	<b>Fees Earned (\$)</b>	<b>Share-ba sed awards<sup>(1)</sup> (\$)</b>	<b>Option- based awards( \$)</b>	<b>Non-equity incentive plan compensation (\$)</b>	<b>Pension value (\$)</b>	<b>All other compensation (\$)</b>	<b>Total (\$)</b>
Andrew H. Rees	Nil	Nil	Nil	Nil	N/A	Nil	Nil
Glen Macdonald	Nil	Nil	Nil	Nil	N/A	Nil	Nil

The Company has no arrangements, standard or otherwise, pursuant to which directors were compensated by the Company for their services as directors, for committee participation, for involvement in special assignments or for services as consultant or expert during the most recently completed financial year.

As disclosed elsewhere in this Information Circular, the Company has adopted a Stock Option Plan for the granting of incentive stock options to the officers, employees and directors. The purpose of granting such options is to assist the Company in compensating, attracting, retaining and motivating the directors of the Company and to closely align the personal interests of such persons to that of the shareholders.

During the year ended September 30, 2014, no directors (who are not also an NEO) received compensation for their services as directors, for committee participation, for involvement in special assignments or for services as consultant or expert.

*Incentive Plan Awards - Outstanding Option-Based Awards*

The following table sets forth for each director all awards outstanding as at September 30, 2014, including awards granted before the most recently completed financial year. As at September 30, 2014, these option-based awards have vested, subject to the restrictions described below:

Name	Option-based Awards			
	Number of securities underlying unexercised options <sup>(1)</sup> (#)	Option exercise price (\$)	Option expiration date <sup>(2)</sup>	Value of unexercised in-the-money options <sup>(3)</sup> (\$)
Andrew H. Rees	100,000	0.285	February 15, 2016	Nil
Glen Macdonald	100,000	0.285	February 15, 2016	Nil

Notes:

- (1) This amount is calculated as the difference between the market value of the securities underlying the options on September 30, 2014, being the last trading day of the Common Shares for the financial year, which was \$0.05, and the exercise price of the option.

*Incentive Plan Awards – Value Vested or Earning During The Year*

The following table sets forth, for each director, other than those who are also NEOs of the Company, the value of all incentive plan awards vested during the year ended September 30, 2014:

Name	Option-based awards - Value vested during the year <sup>(1)</sup> (\$)	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
Andrew H. Rees	Nil	N/A	N/A
Glen Macdonald	Nil	N/A	N/A

Notes:

- (1) Value vested during the year is calculated by subtracting the market price of the Company's Common Shares on the date the option vested (being the closing price of the Company's Common Shares on the TSXV/NEX on the last trading day prior to the vesting date) from the exercise price of the option.



## **DISCLOSURE OF CORPORATE GOVERNANCE PRACTICE**

National Instrument 58-101, *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) requires reporting issuers to disclose the corporate governance practices, on an annual basis, that they have adopted. The Company’s approach to corporate governance is provided in Schedule “B”.

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

At any time during the Company’s last completed financial year, no director, executive officer, employee, proposed management nominee for election as a director of the Company nor any associate of any such director, executive officer, or proposed management nominee of the Company or any former director, executive officer or employee of the Company or any of its subsidiaries is or has been indebted to the Company or any of its subsidiaries or is or has been indebted to another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, other than routine indebtedness.

## **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

### **Equity Compensation Plan Information**

The only equity compensation plan which the Company has in place is the existing stock option plan (the “**Stock Option Plan**”) which was previously approved by the TSXV and last approved by the shareholders of the Company at the previous annual general meeting held on December 19, 2014. 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 Stock Option Plan is administered by the Board 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 Stock 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 in its sole discretion which price may not be less than the Discounted Market Price (as defined in the Stock Option Plan). See “**Annual Approval of Stock Option Plan**” for a description of the Stock Option Plan.

The following table provides information regarding compensation plans under which securities of the Company are authorized for issuance to directors, officers, employees and consultants in effect as of September 30, 2014:

### Equity Compensation Plan Information

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity Compensation Plans Approved By Securityholders <sup>(1)</sup>	663,597 <sup>(2)</sup>	\$0.285	721,471 <sup>(3)</sup>
Equity Compensation Plans Not Approved By Securityholders <sup>(1)</sup>	Nil	N/A	N/A
Total	663,597		721,471

Notes:

- (1) For a description of the terms of the Stock Option Plan see “Particulars of Matters to be Acted Upon – Annual Approval of Stock Option Plan”.
- (2) Options outstanding as at September 30, 2014 which have been granted pursuant to the Company’s current Stock Option Plan, including those granted to the Named Executive Officers.
- (3) The Company currently has a rolling a stock option plan. The aggregate number of Common Shares reserved for issuance is a maximum of 10% of the issued and outstanding share capital of the Company as at the date of grant. As at September 30, 2014, a total of 721,471 options remained available for issuance.

### **CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES**

Except as disclosed below, none of the proposed directors (or any of their personal holding companies) of the Company:

- (a) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company, including the Company, that:
  - (i) as subject of a cease trade order 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 while that person was acting in the capacity as director, executive officer or chief financial officer; or
  - (ii) was the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under securities legislation in each case for a period of 30 consecutive days, that was issued after the person ceased to be a director, chief executive officer or chief financial officer in the company and which resulted from an event that occurred while that person was acting in the capacity as director, executive officer or chief financial officer; or
- (b) is as at the date of this Information Circular or has been within the 10 years before the date of this Information Circular, a director or executive officer of any company, including the Company, that while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation

relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

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

Except as disclosed below, none of the proposed directors (or any of their personal holding companies) has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

On August 14, 2012, the British Columbia Securities Commission issued a cease trade order against Barkerville Gold Mines Ltd., a company in which Mr. Rees was a director for failure to file a technical report pursuant to National Instrument 43-101 *Standards of Disclosure for Mineral Projects* in the required form. The cease trade order was revoked on July 15, 2013.

Glen Macdonald was a director of Dunes Exploration Ltd. (formerly Dynamic Resources Corp.) ("**Dunes**") since September 1993. On May 1, 2009, a management cease trade order was issued against the securities of Dunes held by Glen Macdonald for failure to file financial statements. The financial statements were subsequently filed, and the management cease trade order expired as of July 10, 2009. Mr. Macdonald was a director of Maxim Resources Inc. ("**Maxim**") (May 2002- June 2015). On May 4, 2009, a cease trade order was issued against Maxim for failure to file financial statements. The financial statements were subsequently filed, and the cease trade order expired as of August 4, 2009. Mr. Macdonald 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 Wind to make required filings. The order expired on July 10, 2009.

Christopher P. Cherry, is currently the CFO of Mexivada Mining Corp. ("**Mexivada**"). On October 29, 2010, at the request of management, the British Columbia Securities Commission (the "BCSC") issued a cease trade order against the insiders of Mexivada for not filing comparative financial statements for its financial year ended June 30, 2010 and the related Management's Discussion and Analysis for the same period. The cease - 6 - trade order was rescinded on November 30, 2010 and is no longer in effect. On October 31, 2011, at the request of management, the BCSC issued a cease trade order against the insiders of Mexivada for not filing comparative financial statement for its financial year ended June 30, 2011 and the related Management's Discussion and Analysis for the same period. The cease trade order was rescinded on November 24, 2011 and is no longer in effect. On October 31, 2012, at the request of management, the BCSC issued a cease trade order against the insiders of Mexivada for not filing comparative financial statement for its financial year ended June 30, 2012 and the related Management's Discussion and Analysis for the same period. The cease trade order is still in effect.

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

Other than as set forth in this Information Circular, and other than transactions carried out in the ordinary course of business of the Company or any of its subsidiaries, none of the directors or executive officers of the Company, a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company, nor any shareholder beneficially owning, directly or indirectly, Common Shares of the Company, or exercising control or direction over Common Shares of the Company, or a combination of both, carrying more than 10% of the voting rights attached to the outstanding Common Shares of the Company nor an associate or affiliate of any of the foregoing persons has since the Record Date any material interest, direct or indirect, in any transactions which materially affected or would materially affect the Company or any of its subsidiaries.

## **MANAGEMENT CONTRACTS**

Except as otherwise disclosed herein, the management functions of the Company are substantially performed by the directors and officers of the Company, and not to any substantial degree by any other persons other than the directors and executive officers of the Company.

## **APPOINTMENT OF AUDITOR**

Unless such authority is withheld, the persons named in the accompanying proxy intend to vote for the appointment of BDO Canada LLP, Chartered Accountants as auditor of the Company. BDO Canada LLP was first appointed auditor of the Company on January 16, 2008.

## **PARTICULARS OF MATTERS TO BE ACTED UPON**

### **Annual Approval of Stock Option Plan**

At the annual and special general meeting held on August 8, 2013, the shareholders of the Company approved the implementation of the Company's "rolling" Stock Option Plan which provides that the Board may grant up to ten percent (10%) of the total number of Common Shares issued and outstanding at the date of the stock option grant.

Shareholders will be asked at the Meeting to vote on a resolution affirming and approving the Stock Option Plan for the ensuing year. Pursuant to the Stock Option Plan, the Board may, from time to time, authorize the issue of options to directors, officers, employees and consultants of the Company and its subsidiaries or employees of companies providing management or consulting services to the Company or its subsidiaries ("Service Providers"), the option to purchase Common Shares.

The purpose of the Stock Option Plan is to allow the Company to grant options to Service Providers, as an incentive to dedicate their efforts to advance the success of the Company. The granting of options is intended to align the interests of such persons with that of the shareholders.

### ***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) the Company must not grant an option to a director, officer, employee, management company employee, consultant, or consultant company in any 12 month period that exceeds 5% of the outstanding Shares, unless the Company has obtained by a majority of the votes cast by the

Shareholders eligible to vote at a shareholders' meeting, excluding votes attaching to Shares beneficially owned by Insiders and their Associates (“**Disinterested Shareholder Approval**”);

- (b) the Company must not grant an option where the aggregate number of Shares reserved for issuance under options granted to insiders may exceed 10% of the outstanding Shares, unless the Company has obtained Disinterested Shareholder Approval to do so;
- (c) the Company must not grant an option where the number of optioned Shares issued to insiders in any 12 month period exceeds 10% of the outstanding Shares, unless the Company has obtained Disinterested Shareholder Approval to do so;
- (d) the aggregate number of options granted to all persons conducting Investor Relations Activities in any 12 month period must not exceed 2% of the outstanding Shares calculated at the date of the grant, without the prior consent of the TSXV;
- (e) the Company must not grant aggregate options to any one consultant in any 12 month period that exceeds 2% of the outstanding Shares calculated at the date of the grant of the option, without the prior consent of the TSXV; and
- (f) the exercise price of an option previously granted to an insider must not be reduced, unless the Company has obtained Disinterested Shareholder Approval to do so.

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) where a grant is made to an optionee (“**Optionee**”) who is an employee, consultant, consultant company or management company employee, the Company represents that the Optionee is a bona fide employee, consultant, consultant company or management company employee, as the case may be, of the Company 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 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) 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;

- (g) 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;
- (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 Company, may from time to time, implement such procedures and conditions as it determines appropriate with respect to the withholding and remittance of taxes imposed under applicable law, or the funding of related amounts for which liability may arise under such applicable law; and
- (l) the Board reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the New Stock Option Plan with respect to all Shares in respect of options which have not yet been granted under the New Stock Option Plan.

The foregoing is only a summary of the salient features of the Stock Option Plan. A copy of the Stock Option Plan may be inspected at the offices of the Company, during normal business hours and at the Meeting. In addition, a copy of the Stock Option Plan will be mailed, free of charge, to any holder of Common Shares who requests a copy, in writing, mailed to the Company at P.O. Box 48778 Stn. Bentall Centre, Vancouver, British Columbia V7X 1A6 (Phone: (604) 669-6463).

At the Meeting the shareholders of the Company will be asked to approve the following ordinary resolution, with or without variation:

“RESOLVED, as an ordinary resolution, that:

1. the Stock Option Plan, being a “rolling” stock option plan, as described in the Company's Information Circular dated June 26, 2014 (the “Information Circular”) and the grant of options thereunder in accordance therewith, be approved;
2. the number of Common Shares reserved for issuance under the Stock Option Plan shall be no more than 10% of the Company's issued and outstanding share capital at the time of any stock option grant;
3. the board of directors of the Company be authorized to make any changes to the Stock Option Plan, as may be required or permitted by the TSXV/NEX; and
4. any director or officer of the Company is hereby authorized and directed for and in the name of and on behalf of the Company to execute or cause to be executed, whether under corporate seal of the Company or otherwise, and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things as in the opinion of such director or officer may be necessary or desirable in connection with the foregoing.”

If named as proxy, the management designees intend to vote the Common Shares represented by such proxy at the Meeting for the approval of the Stock Option Plan, unless otherwise directed in the instrument of proxy.

The Board recommends that shareholders vote FOR the resolution approving the Stock Option Plan.

**ANY OTHER MATTERS**

Management of the Company knows of no matters to come before the meeting other than those referred to in the Notice of Meeting accompanying this Information Circular. However, if any other matters properly come before the meeting, it is the intention of the persons named in the form of proxy accompanying this Information Circular to vote the same in accordance with their best judgment of such matters.

**ADDITIONAL INFORMATION**

Additional information regarding the Company and its business activities is available on the SEDAR website located at [www.sedar.com](http://www.sedar.com) "Company Profiles – Golden Cariboo Resources Ltd." The Company's financial information is provided in the Company's audited comparative financial statements and related management discussion and analysis for its most recently completed financial year and may be viewed on the SEDAR website at the location noted above. Shareholders of the Company may request copies of the Company's financial statements and related management discussion and analysis by contacting the Company at P.O. Box 48778 Stn. Bentall Centre, Vancouver, British Columbia V7X 1A6 (Phone: (604) 669-6463).

**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:
- (a) 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;
  - (b) review and appraise the performance of the Company's external auditor (the "**Auditor**"); and
  - (c) provide an open avenue of communication among the Company's auditor, 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 Auditor, 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 auditor 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.
  - (iv) 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 auditor. 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 auditor of the Company.
- 6.2. This Charter supersedes and replaces all prior charters and other terms of reference pertaining to the Committee.

**SCHEDULE “B”  
GOLDEN CARIBOO RESOURCES LTD.  
STATEMENT OF CORPORATE GOVERNANCE PRACTICES**

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 of Directors (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* mandates disclosure of corporate governance practices for Venture Issuers in Form 58-101F2, which disclosure is set out below.

**Board of Directors**

*Structure and Compensation*

The Board is currently composed of three (3) directors; J. Frank Callaghan, Andrew H. Rees and Glen Macdonald. The Board proposes that the number of number of directors be increased to four (4). The proposed nominees for election as director at the Meeting are: Andrew H. Rees, Glen Macdonald, Christopher P. Cherry and Thomas Kennedy.

NP 58-201 suggests that the board of directors of every listed corporation should be constituted with a majority of individuals who qualify as “independent” directors under National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”), which provides 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 Board of Directors, be reasonably expected to interfere with the exercise of a director’s independent judgement. Of the current directors, J. Frank Callaghan, is “inside” or management (or former management) directors and accordingly are considered not “independent”. J. Frank Callaghan will not be standing for re-election as a director at the Meeting. Mr. Cherry (director nominee) will continue as the Company’s CFO. The remaining two (2) directors are considered by the Board to be “independent”, within the meaning of NI 52-110.

*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 “Other Board Committees” 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.

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.

The Board currently does not have a Chair and does not consider that, at this stage of the Company's development, it is necessary to have one. 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, 2014 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.

*Directorships*

The following directors of the Company and proposed nominees are directors of other reporting issuers:

Name	Name of Reporting Issuer	Name of Exchange or Market
J. Frank Callaghan Director, President and CEO	Blind Creek Resources Ltd. Lions Gate Energy Inc.	TSXV TSXV TSXV TSXV

Name	Name of Reporting Issuer	Name of Exchange or Market
Andrew H. Rees Director	WellStar Energy Corp. Lions Gate Energy Inc. Big North Graphite Blind Creek Resources Golden Cariboo Resources Doubleview Capital Corp.	TSXV TSXV TSXV TSXV TSXV TSXV
Glen Macdonald Director	Angel Bioventures Inc. Cameo Resources Corp. Dunes Exploration Ltd. Firebird Resources Inc. Harvest One Capital Inc. Pistol Bay Mining Inc. Shoshoni Gold Ltd. Westminster Resources Ltd. Vinergy Resources Ltd.	NEX Frankfurt, TSXV CNSX TSXV NEX TSXV TSXV TSXV CNSX
Christopher P. Cherry	Harvest Gold Corporation Kidani Capital Partners Inc. Riske Capital Corp. Wellstar Energy Corp.	TSXV N/A N/A TSXV
Thomas Kennedy	Amador Gold Corp. Crestwell Resources Inc. Klondike Silver Corp. Silver Pursuit Resources Ltd.	TSXV CSE TSXV TSXV

#### *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 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*

The quantity and quality of the Board compensation is reviewed on an annual basis. At present, the Board is satisfied that the current Board compensation arrangements, 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.

#### *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.