

# **DATINVEST INTERNATIONAL LTD.**

## **INFORMATION CIRCULAR**

(all information is as at June 24, 2014, unless otherwise noted)

### **PERSONS MAKING THE SOLICITATION**

**This Information Circular is furnished in connection with the solicitation of proxies being made by the management of Datinvest International Ltd. (the "Company") for use at the Annual General Meeting of the Company's shareholders (the "Meeting") to be held on Monday, July 21, 2014 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 made primarily by mail, proxies may be solicited personally or by telephone by directors, officers and employees of the Company. All costs of this solicitation will be borne by the Company.

### **COMPLETION AND VOTING OF PROXIES**

Voting at the Meeting will be by a show of hands, each registered shareholder and each Proxyholder (representing a registered or non-registered shareholder) having one vote, unless a poll is required or requested, whereupon each such shareholder and Proxyholder is entitled to one vote for each share held or represented, respectively. To approve a motion proposed at the Meeting a majority of greater than 50% of the votes cast will be required (an "ordinary resolution") unless the motion requires a "special resolution" in which case a majority of 66 $\frac{2}{3}$ % of the votes cast will be required.

#### **Appointment of Proxyholders**

**A shareholder has the right to appoint a person (who need not be a shareholder) to represent the shareholder at the Meeting other than the persons named in the Proxy as Proxyholders. To exercise this right, the shareholder must insert the name of the shareholder's nominee in the space provided or complete another Proxy.**

The persons named in the accompanying Proxy as Proxyholders are our directors or officers.

A shareholder completing the enclosed Proxy may indicate the manner in which the persons named in the Proxy are to vote with respect to any matter by marking an "X" in the appropriate space. On any poll required (for the reason described above) or requested, those persons will vote or withhold from voting the shares in respect of which they are appointed in accordance with the directions, if any, given in the Proxy, provided such directions are certain.

If a shareholder wishes to confer a discretionary authority with respect to any matter, then the space should be left blank. **In such instance, the Proxyholder, if nominated by management, intends to vote the shares represented by the Proxy in favour of the motion.**

**The enclosed Proxy, when properly signed, confers discretionary authority with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters which may be properly brought before the Meeting.** At the time of printing this Information Circular, our management is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. If, however, other matters which are not now known to the management should properly come before the Meeting, the Proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominees.

The Proxy must be dated and signed by the shareholder or the shareholder's attorney authorized in writing. In the case of a corporation, the Proxy must be dated and duly executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation.

**The completed Proxy, together with the power of attorney or other authority, if any, under which it was signed or a notarially certified copy thereof, must be deposited with our transfer agent in accordance with the instructions and before the time set out in the Proxy. Proxies received after such time may be accepted or rejected by the Chair of the Meeting in the Chair's discretion. Non-registered shareholders that are OBOs (as defined below under "Non-registered Shareholders") must deliver their completed Proxies in accordance with the instructions given by their financial institution or other intermediary that forwarded the Proxy to them.**

### **Registered Shareholders**

Only shareholders registered as shareholders in our shareholder registry maintained by our registrar and transfer agent or duly appointed Proxyholders (except as discussed below under "Non-registered Shareholders") will be recognized to make motions or vote at the Meeting.

### **Non-registered Shareholders**

**Many Shareholders are "non-registered" shareholders because the shares of the Company they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares.** More particularly, a person is not a registered Shareholder in respect of shares which are held on behalf of that person (the "Non-Registered Holder") but which are registered either: (a) in the name of an intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP's, RRIF's, RESP's, TFSA's and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited) of which the Intermediary is a participant.

There are two kinds of Non-Registered Holders: those who object to their name being made known to the issuers of securities which they own (called 'OBOs' for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called 'NOBOs' for Non-Objecting Beneficial Owners). Subject to the provision of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of Reporting Issuers* ("NI 54-101"), issuers can request and obtain a list of their NOBOs from intermediaries via their transfer agents and use the NOBO list for distribution of proxy-related materials directly to NOBOs. We are not using the notice and access provisions of NI 54-101 this year.

Under the provisions of NI 54-101, we will be directly delivering proxy-related materials to our NOBOs who have not waived the right to receive them. As a result, NOBOs can expect to receive a Voting Instruction Form ("VIF"), together with the Notice of Meeting, this Information Circular and related documents from our transfer agent, Computershare Investor Services Inc. ("Computershare"). These VIF's are to be completed and returned to Computershare in the envelope provided, or by facsimile, or voted using the telephone or internet alternatives included on the VIF. In this regard, Computershare is required to follow the voting instructions properly received from NOBOs.

Computershare will tabulate the results of the VIF's received from NOBOs and will provide appropriate instructions at the Meeting with respect to the Common Shares represented by the VIF's they receive. **NOBOs should carefully follow the instructions of Computershare, including those regarding when and where to complete the VIF's that are to be returned to Computershare.**

Should a NOBO wish to vote at the Meeting in person, the NOBO must insert the names of the NOBO (or the name of the person that the NOBO wants to attend and vote on the NOBO's behalf) in the space provided on the VIF and return it to Computershare. If Computershare or the Company receives a written request that the NOBO or its nominee be appointed as proxy holder, if management is holding a proxy with respect to common shares beneficially owned by such NOBO, we will arrange, without expense to the NOBO, to appoint the NOBO or its nominee as proxy holder in respect of those common shares. Under NI 54-101, unless corporate law does not allow it, if the NOBO or its nominee is appointed as proxy holder by the Company in this manner, the NOBO or its nominee, as applicable, must be given the authority to attend, vote and otherwise act for and on behalf of management in respect of all matters that come before the meeting and any adjournment or postponement of the meeting. If we receive such instructions at least one business day before the deadline for submission of proxies, we are required to deposit the proxy within that deadline, in order to appoint the NOBO or its nominee as proxy holder. **If a NOBO requests that the NOBO or its nominee be appointed as proxy holder, the NOBO or its appointed nominee, as applicable, will need to attend the meeting in person in order for the NOBOs vote to be counted.**

**NOBOs that wish to change their vote must, in sufficient time in advance of the Meeting, contact Computershare to arrange to change their vote.**

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner and we (or our agent) have sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, we (and not the intermediary holding on your behalf) have assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions. We do not intend to pay the costs of intermediaries forwarding the securityholder materials to OBOs so OBOs will only receive the securityholder materials where the intermediary has assumed such costs.

In accordance with the requirements of NI 54-101, we have distributed copies of the Notice of Meeting, this Information Circular, the form of proxy and related documents (collectively, the "Meeting Materials") to the clearing agencies and Intermediaries for onward distribution to OBOs. Intermediaries are required to forward the Meeting Materials to OBOs unless in the case of certain proxy-related materials the OBO has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to OBOs. With those Meeting Materials, Intermediaries or their service companies should provide OBOs of Common Shares with a "request for voting instruction form" which, when properly completed and signed by such OBO and **returned to the Intermediary or its service company**, will constitute voting instructions which the Intermediary must follow. The purpose of this procedure is to permit OBOs of Common Shares to direct the voting of the Common Shares that they beneficially own.

Should an OBO of Common Shares wish to vote at the Meeting in person, insert the OBO's name (or the name of the person the OBO wants to attend and vote on the OBO's behalf) in the space provided for that purpose on the request for voting instructions form and return it to the OBO's intermediary or send your intermediary another written request that the OBO or its nominee be appointed as proxy holder. The intermediary is required under NI 54-101 to arrange, without expense to the OBO, to appoint the OBO or its nominee as proxy holder in respect of the OBO's common shares. Under NI 54-101, unless corporate law does not allow it, if the intermediary makes an appointment in this manner, the OBO or its nominee, as applicable, must be given authority to attend, vote and otherwise act for and on behalf of the

intermediary (who is the registered shareholder) in respect of all matters that come before the meeting and any adjournment or postponement of the meeting. An intermediary who receives such instructions at least one business day before the deadline for submission of proxies is required to deposit the proxy within that deadline, in order to appoint the OBO or its nominee as proxy holder. **If an OBO requests that the intermediary appoint the OBO or its nominee as proxy holder, the OBO or its appointed nominee, as applicable, will need to attend the meeting in person in order for the OBOs vote to be counted.**

**OBOs should carefully follow the instructions of their Intermediary, including those regarding when and where the completed request for voting instructions is to be delivered. Only registered Shareholders have the right to revoke a proxy. OBOs of Common Shares who wish to change their vote must in sufficient time in advance of the Meeting, arrange for their respective intermediaries to change their vote and if necessary revoke their proxy in accordance with the revocation procedures set out above.**

Shareholders with questions respecting the voting of shares held through a stockbroker or other financial intermediary should contact that stockbroker or other intermediary for assistance.

### **REVOCATION OF PROXIES**

Shareholders have the power to revoke Proxies previously given by them. Revocation can be effected by an instrument in writing (which includes a Proxy bearing a later date) signed by a shareholder or the shareholder's attorney authorized in writing and in the case of a corporation, duly executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation, and either delivered to our registered office at Suite 700, 595 Burrard Street, Vancouver, BC, Canada or to Computershare Investor Services Inc., at 9<sup>th</sup> Floor, 100 University Avenue, Toronto, Canada, M5J 2Y1, or by fax at 1-866-249-7775 in Canada and the United States and 416-263-9524 outside of Canada and the US, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, or deposited with the Chair of the Meeting on the day of the Meeting.

### **EXERCISE OF DISCRETION**

If the instructions in a Proxy are certain, the shares represented thereby will be voted on any poll by the persons named in the Proxy, and, where a choice with respect to any matter to be acted upon has been specified in the Proxy, the shares represented thereby will, on a poll, be voted or withheld from voting in accordance with the specifications so made.

**Where no choice has been specified by the shareholder, such shares will, on a poll, be voted in accordance with the notes to the form of Proxy.**

The enclosed Proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the persons appointed Proxyholder thereunder to vote with respect to any amendments or variations of matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting.

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

Except as disclosed herein, no Person has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting other than the election of directors or the appointment of auditors. For the purpose of this paragraph, "Person" shall include each person or company: (a) who has been a director or executive officer of the Company at any time since the commencement of the Company's last financial year; (b) who is a proposed nominee for election as a director of the Company; or (c) who is an associate or affiliate of a person or company included in subparagraphs (a) or (b).

## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue unlimited common shares without par value. As at the date hereof, the Company has issued and outstanding **19,793,100** fully paid and non-assessable common shares without par value, each share carrying the right to one vote. **The Company has no other classes of voting securities.**

Any shareholder of record at the close of business on June 16, 2014 who either personally attends the Meeting or who has completed and delivered a Proxy in the manner specified, subject to the provisions described above, shall be entitled to vote or to have such shareholder's shares voted at the Meeting.

To the knowledge of the directors and senior officers of the Company, no persons or corporations beneficially own, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company, other than:

Name	Number of Shares	Percent held
Nash Jiwa	2,200,000	11.1%
El Toro Trading Ltd.	2,200,000	11.1%

## RECEIPT OF DIRECTORS' REPORT AND FINANCIAL STATEMENTS

The Directors' Report and the financial statements of the Company for the financial years ended December 31, 2012 and 2013 and accompanying auditor's report will be presented at the Meeting.

## EXECUTIVE COMPENSATION

The following Compensation Discussion and Analysis describes, in accordance with National Instrument 51-102 – *Statement of Executive Compensation* (“NI 51-102”), the compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Company, or a subsidiary of the Company to each Named Executive Officer or “NEO” (as defined in NI 51-102).

Disclosure is required to be made in relation to each Named Executive Officer, being individuals who served as the Company's Chief Executive Officer or Chief Financial Officer and each of the Company's most highly compensated executive officers or those acting in a similar capacity whose total compensation exceeded \$150,000 at the end of the most recently completed financial year.

For the purposes of this Information Circular, “executive officer” of the Company means an individual who at any time during the year was the Chair or a Vice-Chair of the Company; the President; any Vice-President in charge of a principal business unit, division or function including sales, finance or production; and any officer of the Company or of a subsidiary of the Company or any other individual who performed a policy-making function in respect of the Company. The summary compensation table below discloses compensation paid to the following individuals:

- (a) each chief executive officer (“CEO”) of the Company;
- (b) each chief financial officer (“CFO”) of the Company;
- (c) each of the Company's three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently

completed financial year and whose total salary and bonus exceeds \$150,000 per year; and

- (d) any additional individuals for whom disclosure would have been provided under (c) except that the individual was not serving as an officer of the Company at the end of the most recently completed financial year,

(each, a “Named Executive Officer” or “NEO”).

As at December 31, 2013, the end of the most recently completed financial year of the Company, the Company had two Named Executive Officers, namely, Jason Birmingham, the CEO and President of the Company and Balraj Mann, the Chief Financial Officer of the Company.

### Compensation Discussion and Analysis

The Company’s compensation policies and programs are designed to be competitive with similar companies and to recognize and reward executive performance consistent with the success of the Company. The Company does not have a compensation committee at this time and the compensation being paid to the Company’s directors and officers is determined by the Board of Directors.

As the Company is a junior company and trading on the NEX board of the TSX Venture Exchange (the “Exchange”), its resources and capital are limited and as such, compensation of the Company’s executive officers is comprised solely of stock options granted to purchase Common Shares under the Company’s Stock Option Plan. Stock options are issued to provide an incentive to participate in the long-term development of the Company and to increase Shareholder value. Executive officers and directors are not paid a salary and are reimbursed for rent or expenses incurred in carrying out the business of the Company.

### **Summary Compensation Table**

The following table is a summary of the compensation paid to the NEOs for each of the Company’s three most recently completely fiscal years.

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Jason Birmingham CEO and President	2013	Nil	N/A	Nil	N/A	N/A	N/A	\$18,780 <sup>(1)</sup>	\$18,780
	2012	Nil	N/A	Nil	N/A	N/A	N/A	\$16,800	\$16,800
	2011	Nil	N/A	Nil	N/A	N/A	N/A	\$11,000	\$11,000
Balraj Mann CFO	2013	Nil	N/A	Nil	N/A	N/A	N/A	\$18,780 <sup>(2)</sup>	\$18,780
	2012	Nil	N/A	Nil	N/A	N/A	N/A	\$16,800	\$16,800
	2011	Nil	N/A	Nil	N/A	N/A	N/A	\$11,000	\$11,000

- (1) Birmingham Consulting Inc., a company controlled by Mr. Birmingham, received payment for administrative and consulting services.  
(2) NMS Ventures Inc., a company controlled by Mr. Mann, received payment for administrative and consulting services.

The Company is currently listed on the NEX, a separate board of the TSX Venture Exchange for listed companies that fall below ongoing listing standards and as such, it has limited resources and capital. The Company does not have any contracts or employment agreements in place with any of its directors or officers.

## Incentive Plan Awards

Stock options are issued to provide an incentive to participate in the long-term development of the Company and to increase Shareholder value. The Company has a stock option plan (the "Stock Option Plan") in place for the granting of incentive stock options to the officers, employees and Directors. The purpose of granting 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. The Company did not grant any stock options to the Directors during the most recently completed financial year.

The following table details Incentive Plan Awards issued to the Named Executive Officers:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Jason Birmingham President and CEO	Nil	Nil	Nil	Nil	Nil	Nil
Balraj Mann CFO	Nil	Nil	Nil	Nil	Nil	Nil

## Termination and Change of Control Benefits

There are no other compensatory plans or arrangements with respect to the Named Executive Officers resulting from the resignation, retirement or other termination of employment or from a change of control of the Company.

## Defined Contribution, Deferred Compensation and Pension Plans

The Company does not have any defined contribution, deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

## Director Compensation

The Company has four directors, two of which are also Named Executive Officers. For a description of the compensation paid to the Company's Named Executive Officers who also act as directors, see "Summary Compensation Table" above.

No cash compensation was paid to any director of the Company for their services as a director during the fiscal year ended December 31, 2013. The Company has no standard arrangement pursuant to which directors are compensated by the Company for their services in their capacity as directors, except for the granting from time to time of incentive stock options in accordance with the policies of the TSX Venture Exchange.

The following table sets out the compensation provided to David Toyoda and Wayne Yuen, the third and fourth directors of the Company for the year ended December 31, 2013:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
David Toyoda	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Wayne Yuen	Nil	Nil	Nil	Nil	Nil	Nil	Nil

The following table sets out the share-based awards, option based awards and non-equity incentive plan compensation provided to directors other than the Named Executive Officers that have been previously disclosed:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
David Toyoda	Nil	Nil	Nil	Nil	Nil	Nil
Wayne Yuen	Nil	Nil	Nil	Nil	Nil	Nil

### Securities Authorized for Issuance under Equity Compensation Plans

The only equity compensation plan which the Company has in place is the Stock Option Plan (the "Stock Option Plan"). The Stock Option Plan was established to assist the Company in attracting, retaining and motivating directors, executive officers, employees, consultants and management company employees, and to closely align the personal interests of those people with those of shareholders. The Board of Directors administers the Plan. The Plan provides that the Company may grant options, under option agreements and in accordance with the policies of the TSX Venture Exchange. Detailed information on the Stock Option Plan can be found under "Particulars of Matters to Be Acted Upon".

The following table sets out equity compensation plan information as at the end of the financial year ended December 31, 2013.

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)	1,979,310	Nil	1,979,310
Equity compensation plans not approved by securityholders	N/A	N/A	N/A

### INDEBTEDNESS OF DIRECTORS, EXECUTIVE AND SENIOR OFFICERS

During the last completed fiscal year, no director, executive officer, senior officer or nominee for director of the Company or any of their associates has been indebted to the Company or any of its subsidiaries, nor has any of these individuals been indebted to another entity which



indebtedness is the subject of a guarantee, support in agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

## MANAGEMENT CONTRACTS

Management functions of the Company are generally performed by directors and senior officers of the Company and not, to any substantial degree, by any other person to whom the Company has contracted.

## PARTICULARS OF MATTERS TO BE ACTED UPON

### 1. Set the Number of Directors

The Board of Directors of the Company presently consists of four (4) directors. Management proposes that the number of directors on the Company's board be increased to five (5). Shareholders will therefore be asked at the Meeting to approve an ordinary resolution that the number of directors elected be set at five for the ensuing year, subject to such increases as may be permitting by the articles of the Company and the provisions of the *Business Corporations Act* (British Columbia).

### 2. Election of Directors

The term of office for each of the present directors expires at the Meeting. Management of the Company proposes to nominate each of the following persons for election as a director of the Company. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name, Present Office held and Resident Country	Director Since	Principal Occupation during the past five years	Number of Common Shares held <sup>(1)</sup>
<b>Jason Birmingham</b> President, CEO and Director <i>Canada</i>	March 22, 2007	Director, CEO and President of Datinvest International Ltd. since March, 2007; President of Birmingham Consulting Corp. since 1999.	818,000
<b>Balraj Mann</b> <sup>(2)</sup> CFO and Director <i>Canada</i>	March 22, 2007	Director and CFO of Datinvest International Ltd. since May, 2007; Director of QMC Quantum Minerals Corp. since August, 2008; President & CEO of QMC Quantum Minerals since May, 2010; President of NMS Ventures Inc., a private company providing financing and strategic guidance to early stage companies, since 2002; Chartered Accountant since 1982.	700,000
<b>Wayne Yuen</b> <sup>(2)</sup> Director <i>Canada</i>	August 19, 2003	Businessman. Financial advisor to a private company since 1994	Nil

<b>Name, Present Office held and Resident Country</b>	<b>Director Since</b>	<b>Principal Occupation during the past five years</b>	<b>Number of Common Shares held<sup>(1)</sup></b>
<b>Fiore Aliperti</b> Proposed Director <i>Canada</i>	--	CEO, President and Director of Metallis Resources Inc. since February 2012; Corporate Development of Metallis Resources Inc. from 2010 to 2012; Marketing professional.	Nil
<b>Alicia Milne</b> Proposed Director <i>Canada</i>	--	Corporate Secretary; Self-employed corporate and securities consultant.	Nil

- (1) Includes shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at the date of this Information Circular.
- (2) Member of the Company's audit committee.

The Company's Board of Directors does not contemplate that any of its nominees will be unable to serve as a director. If any vacancies occur in the slate of nominees listed above before the Meeting, then the proxyholders named in the accompanying form of proxy intend to exercise discretionary authority to vote the shares represented by proxy for the election of any other persons as directors.

### **3. Appointment of Auditor**

Shareholders will be asked to approve the re-appointment of Sam S. Mah, Chartered Accountant, as auditor for the Company to hold office until the next annual general meeting of the shareholders, at a remuneration to be fixed by the directors. Sam S. Mah, Chartered Accountant, has been the auditor of the Company since November, 2003.

### **4. Approval of 2014 Stock Option Plan**

The policies of the NEX board of the TSX Venture Exchange (the "Exchange") do not require a listed company to adopt an incentive stock option plan however the Company proposes to implement a stock option plan (the "2014 Stock Option Plan") for insiders, employees, and other service providers to the Company.

The 2014 Stock Option Plan will reserve 10% of the issued and outstanding common shares of the Company for incentive stock option grants under the plan to qualifying persons. In addition, the 2014 Stock Option Plan will limit the number of stock options which may be granted to any one individual to not more than 5% of the total issued shares of the Company in any 12 month period. The number of options granted to any one consultant, or a person employed to provide investor relations activities, in any 12 month period must not exceed 2% of the total issued shares of the Company. All existing stock options previously granted will be deemed to be incorporated into the 2014 Stock Option Plan. Any new stock options granted under the plan may be subject to such vesting provisions as determined by the Board of Directors. Shareholders are referred to the 2014 Stock Option Plan, a copy of which will be available at the Meeting, for further details.

The 2014 Stock Option Plan must be approved by a majority of the "disinterested" shareholders entitled to vote present in person or by proxy at the Meeting, and be accepted for filing by the Exchange. "Disinterested" shareholders means all shareholders of the Company who are not directors, senior officers, promoters or insiders of the Company, or their associates, as such terms are defined under the *Securities Act* (British Columbia). In the event such disinterested shareholder approval is not obtained, the Company will not proceed with the 2014 Stock Option Plan.

## Shareholder Approval

In order to exercise stock options granted under the 2014 Stock Option Plan, the 2014 Stock Option Plan must first be accepted by the Exchange. To ensure that the 2014 Stock Option Plan is acceptable to the Company's shareholders, the directors of the Company will ask the shareholders to approve the 2014 Stock Option Plan at the Meeting.

Accordingly, the shareholders will be asked to consider and, if thought fit, pass the following resolution:

Resolved that, subject to Exchange approval:

1. The Company adopt a stock option plan (the "2014 Stock Option Plan"), including the reserving for issuance under the 2014 Stock Option Plan at any time of a maximum of 10% of the issued common shares of the Company;
2. The Company be and is hereby authorized to grant stock options under the 2014 Stock Option Plan, in accordance with its terms;
3. The Company be and is hereby authorized to prepare such disclosure documents and make such submissions and filings as the Company may be required to make with the Exchange to obtain Exchange acceptance of the 2014 Stock Option Plan; and
4. Authority be and is hereby granted to the Board of Directors of the Company to make such amendments to the 2014 Stock Option Plan as may be required by the Exchange to obtain Exchange acceptance of the 2014 Stock Option Plan."

## **4. Transfer of Listing**

Management of the Company feels that it may be in the best interests of the Company to transfer its listing from the NEX board of the TSX Venture Exchange ("NEX") to the Canadian Securities Exchange ("CNSX") in order to save costs on regulatory filing fees.

Accordingly, the shareholders will be asked to consider and, if thought fit, pass the following ordinary resolution:

Resolved that:

1. Management of the Company be and is hereby authorized to apply to transfer the listing of the Company's common shares to the CNSX,
2. Any one director or officer of the Company be and is hereby authorized and directed to do all such things and to execute and deliver all documents and instruments as may be necessary or desirable to carry out the terms of this resolution; and
3. Notwithstanding that this resolution has been passed by the shareholders of the Company, the directors of the Company shall have sole and full discretion to determine whether or not to carry out the transfer of the listing of the common shares of the Company to the CNSX and the directors of the Company are hereby authorized and empowered to withhold implementation of this resolution, without any further approval of the shareholders of the Company, if implementation of this resolution is considered by the directors to be unnecessary, undesirable or not to be in the best interests of the Company.

## **Corporate Governance Practices**

Attached as Schedule "A" is a copy of the Corporate Governance Policies of the Company as required by National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("NI 58-101").

### *Audit Committee*

**Pursuant to Section 224(1) of the *Business Corporations Act* (British Columbia), the Policies of the TSX Venture Exchange (the "TSXV") and National Instrument 52-110 *Audit Committees* ("NI 52-110"), the Company is required to have an Audit Committee.** The Audit Committee Charter, the text of which is attached as Schedule "B" to this Information Circular, was adopted by the Company's Audit Committee and the Board of Directors.

The Company's audit committee is currently comprised of three directors, Balraj Mann, David Toyoda and Wayne Yuen. As defined in NI 52-110, Balraj Mann is not independent as he is an executive officer of the Company.

All of the audit committee members are "financially literate" as that term is defined in NI 52-110. A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company which could, in the view of the Board of Directors, reasonably interfere with the exercise of a member's independent judgment.

An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth 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.

### Relevant Education and Experience

**Balraj Mann:** Mr. Mann is a chartered accountant with over 29 years of extensive experience in areas of corporate finance, acquisitions, and financial reporting serving as a director and advisor for both public and private companies. Mr. Mann was a Senior Manager with Price Waterhouse Coopers LLP and attained his CA designation with the same firm in 1982. From 1990 to 2001, Mr. Mann was president of a private real estate development corporation. Mr. Mann is currently the CFO and a director of Nortec Minerals Corp., the CEO, CFO and a director of Fitch Street Capital Corp. and the CEO, President and a director of QMC Quantum Minerals Corp. Mr. Mann is a member of the Institute of Chartered Accountants of British Columbia and obtained his Bachelor of Arts degree in Commerce and Economics from Simon Fraser University in 1980.

**David Toyoda:** Mr. Toyoda graduated from the University of British Columbia with a Bachelor of Law degree and a Bachelor of Commerce degree with honors. He was called to the Bar in 1993. Mr. Toyoda practices in the corporate and securities law area, focusing on companies that are listed on Canadian stock exchanges. Mr. Toyoda also teaches in the areas of corporate governance and public financing at Simon Fraser University, Faculty of Business Administration and the TSX Venture Exchange. He has also coordinated courses for the Continuing Legal Education Society of British Columbia. He is the Past Chair of the Securities Law Subsection of the Canadian Bar Association (B.C. Branch) and was a member of the Securities Law Advisory Committee for the B.C. Securities Commission.

**Wayne Yuen:** Mr. Yuen has been a financial advisor to a private company since 1994.

Audit Committee oversight: At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Company's Board of Directors.

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 has adopted specific policies and procedures for the engagement of non-audit services to the extent set forth in the Company's Audit Committee Charter (see under the heading "External Auditor").

Audit fees: Audit fees are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories. The fees paid by the Company to its auditor in the last two fiscal years, by category, are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
December 31, 2013	\$12,000	Nil	Nil	Nil
December 31, 2012	\$12,000	Nil	Nil	Nil

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

#### *Corporate Cease Trade Orders or Bankruptcies*

During the ten years preceding the date of this Information Circular, no director of the Company has, to the knowledge of the Company, been a director or executive officer of another issuer which, while such individual was acting in that capacity was the subject of a cease trade or similar order or an order that denied such other issuer access to any exemption under securities legislation, for a period of more than thirty consecutive days other than David Toyoda. Mr. Toyoda was a director of CIC Mining Resources Limited when it was subject to a cease trade order issued by the British Columbia Securities Commission on January 19, 2007 and the Ontario Securities Commission on January 25, 2007 for failure to file financial statements in the required form. The British Columbia Securities Commission order was revoked on March 29, 2007 and the Ontario Securities Commission order was revoked on April 11, 2007. Mr. Toyoda was a former director of CIC Mining Resources Limited when it was subject to a management cease trade order issued by the British Columbia Securities Commission on June 2, 2008 for failure to file financial statements within the required time periods which cease trade order was subsequently revoked.

During the ten years preceding the date of this Information Circular, no director of the Company has, to the knowledge of the Company, been a director or executive officer of another issuer which:

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

- (b) 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 the assets of that person.

#### *Individual Bankruptcies*

During the ten years preceding the date of this Information Circular, no director of the Company has, to the knowledge of the Company, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

### **ADDITIONAL INFORMATION**

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information is provided in the Company's comparative financial statements and Management Discussion and Analysis for its most recently completed financial year.

To request copies of the Company's financial statements and Management Discussion and Analysis, please contact the Company, located at Suite 700 – 595 Burrard Street, Vancouver, British Columbia, V7X 1S8, telephone: (604) 761-3203, facsimile: (604) 683-5317 email: [jason061270@yahoo.ca](mailto:jason061270@yahoo.ca).

### **APPROVAL OF THE INFORMATION CIRCULAR**

The contents and mailing of this Information Circular have been approved by the Board of Directors of the Company.

Dated at Vancouver, British Columbia, as of the 16<sup>th</sup> day of June, 2014.

### **ON BEHALF OF THE BOARD**

***Jason Birmingham***

President, CEO and Director

## SCHEDULE "A"

### Corporate Governance Disclosure

Corporate Governance is the process and structure used to direct and manage the business and affairs of an issuer with the objective of enhancing value for its owners. NI 58-101 requires the Company to disclose in this Information Circular a summary of the corporate governance policies that the Company has in place.

#### 1. Board of Directors

- a) Disclose the identity of directors who are independent; and
- b) Disclose the identity of directors who are not independent and describe the basis for that determination.

#### Our Corporate Governance Policy

Jason Birmingham is not an independent director as he is an executive officer of the Company (President and CEO).

Balraj Mann is not an independent director of the Company as he is an executive officer of the Company (CFO).

Fiore Aliperti will be an independent director of the Company.

Alicia Milne will be an independent director of the Company.

#### 2. Directorships

If a director is presently a director of any other reporting issuer, identify both the director and the other issuer.

Jason Birmingham is also a director of Clean Seed Capital Group Ltd., Fitch Street Capital Corp., Cerro Mining Corp., Pan American Fertilizer Corp. and Cassius Ventures Ltd.

Balraj Mann is also a director of Nortec Ventures Corp., QMC Quantum Minerals Corp., and Fitch Street Capital Corp.

Fiore Aliperti is also a director of Metallis Resources Inc.

#### 3. Orientation and Continuing Education

Describe what steps, if any, the board takes to orient new board members and describe any measures that the board takes to provide continuing education for directors.

While the Company does not have formal orientation or training programs for new board members, new Board members are provided with full access to the Company's records, including all publicly filed documents of the Company, technical reports, internal financial information, management & technical experts and consultants and a summary of significant securities disclosure obligations. 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 and to attend related industry seminars.

**4. Ethical Business Conduct**

Describe what steps, if any, the board takes to encourage and promote a culture of ethical business conduct.

Corporate governance is the structure and process used to direct and manage the business and affairs of a corporation with the objective of enhancing shareholder value. The Board of Directors believes that the Company has in place corporate governance practices that are both effective and appropriate to the Company's size and its business operations.

**5. Nomination of Directors**

Disclose what steps are taken to identify new candidates for board nomination, including:

- a) who identifies new candidates; and
- b) the process of identifying new candidates

The Board of Directors has the responsibility for identifying potential Board candidates. The Board assesses potential candidates to fill perceived needs on the Board for required skill, expertise, independence and other factors.

**6. Compensation**

Disclose what steps are taken to determine compensation for the directors and CEO, including:

- a) who determines compensation; and
- b) the process of determining compensation

Compensation is determined by the Board of Directors and is based on the compensation paid for directors and senior officers of companies of a similar size and stage of development. The appropriate compensation reflects the need to provide incentive and compensation for the time and effort expended by the directors and its management while taking into account the financial and other resources of the Company.

**7. Other Board Committees**

Identify and describe the function of any committees that the Board has, other than the audit, compensation and nominating committees

The Company has no other Board Committees, other than the audit committee.

**8. Assessments**

Disclose what steps the board takes to satisfy itself that the board, its committees and its individual directors are performing effectively

The Board of Directors conducts informal annual assessments of the Board's effectiveness, its individual directors and its committees.



## SCHEDULE "B"

### AUDIT COMMITTEE CHARTER

Pursuant NI 52-110, the Company is required to include the following summary of the audit committee responsibilities, composition and authority. The Company's audit committee is governed by an audit committee charter, the text of which follows:

**Mandate:** The primary function of the audit committee (the "Committee") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. The Committee's primary duties and responsibilities are to serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements, review and appraise the performance of the Company's external auditor; and provide an open avenue of communication among the Company's auditor, financial and senior management and the Board of Directors.

**Composition:** The Committee shall be comprised of a minimum of three directors, as determined by the Board of Directors. If the Company ceases to be a "venture issuer" (as that term is defined in NI 52-110), then all of the members of the Committee shall be free from any material relationship with the Company that, in the opinion of the Board of Directors, would interfere with the exercise of their independent judgment as a member of the Committee.

If the Company ceases to be a "venture issuer" then all members of the Committee shall also have accounting or related financial management expertise. For the purposes of the Company's Audit Committee Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

**Meetings:** The Committee shall meet at least once annually, or more frequently as circumstances dictate or as may be prescribed by securities regulatory requirements. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditor.

**Responsibilities and Duties:** To fulfill its responsibilities and duties, the Committee shall:

1. Documents/Reports Review: review and update the Audit Committee Charter annually and review the Company's financial statements, management discussion and analysis and any annual and interim earnings press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditor.

## 2. External Auditor:

- (a) review annually the performance of the external auditor who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company;
- (b) obtain annually a formal written statement of the external auditor setting forth all relationships between the external auditor and the Company and review and discuss with the external auditor any disclosed relationships or services that may impact the objectivity and independence of the external auditor;
- (d) take, or recommend that the Board of Directors take, appropriate action to oversee the independence of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- (e) recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditor nominated annually for shareholder approval and to recommend to the Board of Directors the compensation to be paid to the external auditor;
- (g) at each meeting, where desired, consult with the external auditor, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements;
- (h) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company;
- (i) review with management and the external auditor the audit plan for the year-end financial statements and 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 Company's external 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 provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external 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 by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee.

## 3. Financial Reporting Processes:

- (a) in consultation with the external auditor, review with management the integrity of the Company's financial reporting process, both internal and external;

- (b) consider the external auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;
  - (c) consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditor and management;
  - (d) review significant judgments made by management in the preparation of the financial statements and the view of the external auditor as to appropriateness of such judgments;
  - (e) following completion of the annual audit, review separately with management and the external auditor any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
  - (f) review any significant disagreement among management and the external auditor in connection with the preparation of the financial statements;
  - (g) review with the external auditor and management the extent to which changes and improvements in financial or accounting practices have been implemented;
  - (h) review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;
  - (i) review certification process;
  - (j) establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
  - (k) establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
4. Other - review any related-party transactions, engage independent counsel and other advisors as it determines necessary to carry out its duties and to set and pay compensation for any independent counsel and other advisors employed by the Committee.