

# **ARROWSTAR RESOURCES LTD.**

Suite 2300 – 1177 West Hastings Street  
Vancouver, BC V6E 2K3

<b>2015</b>	Notice of Annual General Meeting of Shareholders
<b>ANNUAL</b>	Management Information Circular
<b>GENERAL</b>	
<b>MEETING</b>	

<b>Place:</b>	Suite 2300, 1177 West Hastings Street Vancouver, British Columbia
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<b>Time:</b>	10:00 a.m. (Vancouver time)
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<b>Date:</b>	Friday, September 4, 2015
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## **ARROWSTAR RESOURCES LTD.**

### **CORPORATE DATA**

#### **Head Office**

Suite 2300 – 1177 West Hastings Street  
Vancouver, BC V6E 2K3

#### **Directors and Officers**

Phillip Thomas – President, Chief Executive Officer and Director

Blaine Bailey – Chief Financial Officer and Director

Robert L. Card – Director

Andrew Jarvis – Director

Stephen Brohman – Director

Betty Anne Loy – Corporate Secretary

#### **Registrar and Transfer Agent**

Computershare Investor Services Inc.  
3<sup>rd</sup> Floor, 510 Burrard Street  
Vancouver, BC V6C 3B9

#### **Legal Counsel**

Gowling Lafleur Henderson LLP  
550 Burrard Street, Suite 2300, Bentall 5  
Vancouver, BC V6C 2B5

#### **Auditor**

Davidson & Company LLP  
1200 – 609 Granville Street  
Vancouver, BC V7Y 1G6

#### **Listing**

TSX Venture Exchange (“**TSXV**”)  
Symbol “**AWS**”

# ARROWSTAR RESOURCES LTD.

Suite 2300 - 1177 West Hastings Street  
Vancouver, BC V6E 2K3

## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of the Shareholders of Arrowstar Resources Ltd. (the “**Company**”) will be held at Suite 2300, 1177 West Hastings Street, Vancouver, British Columbia on Friday, September 4, 2015, at 10:00 a.m. (Vancouver time), for the following purposes:

1. To receive the audited financial statements of the Company for the fiscal year ended December 31, 2014 (with comparative statements relating to the preceding fiscal period) together with the report of the auditors therein;
2. To elect directors of the Company;
3. To appoint the auditors and to authorize the directors to fix their remuneration;
4. To consider and, if thought fit, to pass an ordinary resolution, ratifying and approving the Company’s rolling 10% stock option plan, as more particularly described in the accompanying management information circular (the “**Information Circular**”); and
5. To transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.

Accompanying this Notice is the Information Circular, a form of Proxy and a Financial Statements Request Card. The accompanying Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

### **Registered Shareholders**

Every registered holder (“**Registered Shareholder**”) of common shares (“**Common Shares**”) at the close of business on July 31, 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 c/o Proxy Dept., Computershare Investor Services Inc. (“**Computershare**”), 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1. 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 accompanying this Notice.

### **Beneficial 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 (“**Beneficial Shareholders**”). Without specific instructions, intermediaries are prohibited from voting Common Shares for their clients. **If you are a Beneficial Shareholder, it**

**is vital that the voting instruction form provided to you by Computershare, your broker, intermediary or its agent is returned according to the instructions provided in or with such form, sufficiently in advance of the deadline specified, to ensure that they are able to provide voting instructions on your behalf.**

DATED at Vancouver, British Columbia, this 31<sup>st</sup> day of July, 2015.

BY ORDER OF THE BOARD

*(signed) “Phillip Thomas”*

President and Director

**ARROWSTAR RESOURCES LTD.**  
**Suite 2300 - 1177 West Hastings Street**  
**Vancouver, BC V6E 2K3**

**MANAGEMENT INFORMATION CIRCULAR**  
(Containing information as at July 31, 2015 unless indicated otherwise)

**SOLICITATION OF PROXIES**

This management information circular (the “**Information Circular**”) is furnished in connection with the solicitation of proxies by the management of Arrowstar Resources Ltd. (the “**Company**”) for use at the Annual General Meeting of shareholders (“**Shareholders**”) of the Company (and any adjournment thereof) to be held on **Friday, September 4, 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.

Every holder of common shares (the “**Common Shares**”) at the close of business on July 31, 2015 is entitled to receive notice of, and to vote such Common Shares at the Meeting.

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

**APPOINTMENT OF PROXYHOLDERS**

The individuals named (the “**Management Nominees**”) in the accompanying form of proxy (the “**Proxy**”) are officers and/or directors of the Company. **IF YOU ARE A SHAREHOLDER ENTITLED TO VOTE AT THE MEETING, YOU HAVE THE RIGHT TO APPOINT A PERSON OR COMPANY OTHER THAN EITHER OF THE PERSONS DESIGNATED IN THE PROXY, WHO NEED NOT BE A SHAREHOLDER, TO ATTEND AND ACT FOR YOU AND ON YOUR BEHALF AT THE MEETING. YOU MAY DO SO EITHER BY STRIKING OUT THE NAMES OF THE MANAGEMENT NOMINEES AND INSERTING THE DESIRED PERSON’S NAME IN THE BLANK SPACE PROVIDED IN THE PROXY OR BY COMPLETING AND DELIVERING ANOTHER SUITABLE FORM OF PROXY.** If your Common Shares are held in physical form (i.e. paper form) and are registered in your name, then you are a registered Shareholder. However, if, like most Shareholders, you keep your Common Shares in a brokerage account, then you are a beneficial Shareholder. The manner for voting is different for registered and beneficial Shareholders. The instructions below should be read carefully by all Shareholders.

**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 Company, and delivered to the head office of the Company at Suite 2300, 1177 West Hastings Street, Vancouver, British Columbia V6E 2K3 Attention: the President 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.

## **REGISTERED SHAREHOLDERS**

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

- (a) completing, dating and signing the enclosed form of Proxy and returning it to the Company's transfer agent, Computershare, by mail or by hand to the 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1;
- (b) using a touch-tone phone to transmit voting choices to the toll-free number indicated in the Proxy. Registered Shareholders must follow the instructions of the voice response system and refer to the enclosed Proxy form for the holder's account number and the Proxy control number; or
- (c) using the Internet through the website of the Company's transfer agent at [www.investorvote.com](http://www.investorvote.com). Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed Proxy form for the holder's account number and the Proxy control number; or
- (d) using a Smartphone by scanning the QR code on the Proxy

in all cases ensuring that the Proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the Proxy is to be used.

## **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 Common 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 Common 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 Common Shares are registered under the name of CDS Inc. (the registration name for CDS Clearing and Depository Services Inc., 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. If you are a Beneficial Shareholder and the Company or its transfer agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. Beneficial Shareholders fall into two categories – those who object to their identity being known to the issuers of securities which they own (“**OBOs**”) and those who do not object to their identity being made known to the issuers of the securities they own (“**NOBOs**”). Subject to the provisions of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of Reporting Issuers* (“**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.

By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions (the “**VIF**”).

In either case, the purpose of this procedure is to permit Beneficial Shareholders to direct the voting of the Common Shares which they beneficially own. If a Beneficial Shareholder wishes to attend the Meeting or have someone else attend on his behalf, then the Beneficial Shareholder may write the applicable name in the space provided in the VIF, which will grant the Beneficial Shareholder or his nominee the right to attend and vote at the Meeting.

**IF YOU ARE A NON-REGISTERED OWNER AND WISH TO VOTE IN PERSON AT THE MEETING, PLEASE REFER TO THE INSTRUCTIONS SET OUT ON THE “REQUEST FOR VOTING INSTRUCTIONS” (“VIF”) THAT ACCOMPANIES THIS INFORMATION CIRCULAR.**

The Company has not adopted the notice and access procedure described in NI 54-101 and National Instrument 51-102 – *Continuous Disclosure Obligations* to distribute its proxy-related materials to the registered Shareholders and Beneficial Shareholders. In addition, the Company has not agreed to pay to distribute the proxy-related materials to the OBOs and, unless the intermediaries acting for such OBOs agree to assume the cost of such delivery, OBOs will not receive the proxy-related materials for the Meeting.

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

### **VOTING OF PROXIES**

The Common 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 COMMON 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. In the event that 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 which may be presented to the Meeting.

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

Other than as set forth in this Information Circular, 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, directly or indirectly, 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 auditors and the approval of the Company's stock option plan.

### **VOTING SHARES AND PRINCIPAL HOLDERS THEREOF**

The authorized capital of the Company consists of an unlimited number of Common Shares without par value. Effective September 16, 2014, the Common Shares were consolidated on a 10:1 basis.

As at July 31, 2015 (the "**Record Date**"), there were 9,464,921 post-consolidated Common Shares issued and outstanding.

Any holder of Common Shares of record at the close of business on the Record Date who either personally attends the Meeting or who has 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 his/her/its Common Shares voted at the Meeting.

On a show of hands, every holder of Common Shares, 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 the offices of Computershare 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 senior officers of the Company, there are no persons or companies who 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.

### **ELECTION OF DIRECTORS**

The board of directors (the "**Board**") has determined the number of directors at five directors and the Board presently consists of five directors. The term of office of each of the present directors expires at the Meeting.

The five persons named below will be presented for election at the Meeting as management's nominees and the persons named in the accompanying form of Proxy intend to vote FOR the election of these nominees as directors. 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).

In the following table and notes thereto is stated the name of each person proposed to be nominated by management for election as a director, the 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 of the Company beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at the Record Date.

Name, Position, Province or State, and Country of Residence <sup>(1)</sup>	Principal Occupation and, If Not at Present an Elected Director, Occupation During the Past 5 Years <sup>(1)</sup>	Service as a Director	Number of Common Shares <sup>(2)</sup>
<b>Phillip Thomas, BSc, MBus, MAIG, MAIMVA</b> <i>Director, President, CEO and Chairman of the Board</i> Victoria, Australia	President, CEO and Chairman of the Board of the Company since February 2014; President of Panopus Plc, an Australian geological consulting company and Investment Bank in resources since September, 2004; Senior officer of Vallenar Iron Company, a Chilean iron ore mining company, since February 2005; CEO of Admiralty Resources NL, a Melbourne-based publicly-listed mineral resource company listed on the Australian Stock Exchange (ASX:ADY) from April 2003- Dec 2008.	since June 13, 2012	133,333 <sup>(4)</sup>
<b>Blaine Bailey, B.Comm, CPA, CGA</b> <i>Director and CFO</i> British Columbia, Canada	Certified General Accountant; Chief Financial Officer of Centerera Mining Corporation since June 2015, Cardero Resource Corp. since November 2011, Geodex Minerals Ltd. since May 2008 and Arrowstar Resources Corp. since July 2005; director and Chief Financial Officer of Jet Gold Corp. from October 2003 to May 2012; Principal of Promaid Services Ltd. since September 2002; Chief Financial Officer, secretary and a director of Qumana Software Inc. since May 1999.	since February 5, 2014	69,880
<b>Andrew Jarvis<sup>(3)</sup>, BBA</b> <i>Director</i> British Columbia, Canada	Businessman and self-employed consultant; Director of the Company since January 2012; Public finance and corporate management consultant to the mineral exploration industry since 2007.	since January 6, 2012	10,000
<b>Robert L. Card<sup>(3)</sup>, BA (Econ/Comm)</b> <i>Director</i> British Columbia, Canada	Businessman and self-employed corporate finance consultant; Director of Anglo-Canadian Mining Corp., a mineral exploration and development company, since November 2013; President and Chief Executive Officer of the Company from August 2005 to February 2014 and Chairman from June 2007 to February 2014; Financial consultant at Sumac Investments Inc., a private investment company, since 1992 and President since August 1995.	since July 21, 2005	137,295 <sup>(5)</sup>
<b>Stephen Brohman<sup>(3)</sup>, CPA, CA</b> <i>Director</i> British Columbia, Canada	Self-employed public mining company executive since 2006; President, Chief Executive Officer and a director of SG Spirit Gold Inc., a TSXV-listed mineral exploration company, since September 2014; Director of Kidani Capital Partners Inc., a business development services company, since November, 2014; Director of Flying A Petroleum Ltd., a TSXV listed company, from March 2014 to October 2014; Director of Wolfeye Resource Corp., a TSXV-listed natural resource mining company, from September 2013 to June 2014.	since September 2, 2014	Nil

**Notes:**

- (1) The information as to province or state and 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 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) Denotes member of the Audit Committee.
- (4) These shares are held by Panopus Plc, a company controlled by Mr. Thomas.
- (5) Of this total, 2,500 Common Shares are held by Allison Resources Inc. and 121,640 Common Shares are held by Sumac Investments Inc., both companies of which Mr. Card is a principal.

**CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES**

On May 8, 2014, a cease trade order was issued against the Company by the British Columbia Securities Commission (the “BCSC”) pursuant to Section 164 of the *Securities Act* (British Columbia), for failure to file the audited financial statements, MD&A and certifications for the fiscal year ended December 31, 2013. The current directors and officers of the Company were directors and officers of the Company at the time that the cease trade order was issued. The cease trade order was revoked on August 6, 2014.



Robert L. Card was a director and Blaine Bailey was Chief Financial Officer of the Company when it was issued a cease trade order by the BCSC, pursuant to Section 164 of the *Securities Act* (British Columbia) on December 20, 2007 for failure to file a technical report within the required time period. A technical report was required in connection with the Company's Erdenetsog coal project, located in Altanshree Soum, Mongolia. In its news release dated October 31, 2007, the Company announced a new current coal mineral resource estimate on its Erdenetsog property. The announcement triggered the requirement to file a technical report within 45 days. The revocation for the cease trade order was lifted on June 4, 2009 and the Common Shares commenced trading on the TSXV on August 12, 2009.

Mr. Card was a director of Promax Energy Inc. ("**Promax**") which, on May 6, 2003, applied to the Court of Queen's Bench of Alberta for an order under the *Companies Creditors Arrangement Act* that granted Promax protection from proceedings by its creditors for the purposes of facilitating an orderly restructuring of its business, property and financial affairs. Mr. Card resigned as director of Promax in April, 2004. Effective April 28, 2004 KPMG Inc. was appointed as Receiver and Manager of Promax by the Court of Queen's Bench, Alberta.

Andrew Jarvis was the Secretary and a Director of Westmont Resources Inc. ("**Westmont**") when it was issued a cease trade order by the BCSC, pursuant to the newly-implemented National Instrument 51-509, on June 12, 2009 for failure to file certain documents. Westmont was in a very difficult financial position, barely afloat at a time when the financial markets were in meltdown and crisis, and it did not have adequate funding to handle the financial burden of the additional compliance requirements. Mr. Jarvis resigned from the positions of Secretary and Director on October 13, 2009.

Blaine Bailey was Chief Financial Officer of Qumana Software Inc. (formerly, Thoughtshare Communications Inc.) which was subject to cease trade orders issued by the BCSC and the Alberta Securities Commission ("**ASC**") in September and October 2003, respectively, for failing to file financial statements. The required financial statements were subsequently filed and revocation orders from the BCSC and the ASC were issued in August, 2005. Qumana Software Inc. was subject to cease trade orders issued by the BCSC and the ASC in August 2007 and January 2008, respectively, for failing to file financial statements. These cease trade orders remain in effect.

Blaine Bailey was Chief Financial Officer of Golden Arch Resources Ltd. on October 25, 2009 when it was placed into receivership. Abakhan & Associates was appointed by the Court as the receiver and manager.

Other than as disclosed above, 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 ten 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) was subject of an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
  - (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer in the company and which resulted from an event that occurred while the proposed director 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, arrangement or compromise with creditors, or had a receiver, receiver manager as trustee appointed to hold the assets of that individual.

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.

### **AUDIT COMMITTEE**

Under National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”), venture issuers must include in its management information circular the disclosure required by Form 52-110F2 - *Disclosure by Venture Issuers* with respect to their audit committee, including the text of the audit committee’s charter, composition of the audit committee and the fees paid to the external auditor. This information is set out in the attached Schedule “A”.

### **STATEMENT OF EXECUTIVE COMPENSATION**

#### **Executive Compensation**

For the purposes of this Information 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 of the Company including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 as determined in accordance with subsection 1.3(6) of Form 51-102F6, for the fiscal year ended December 31, 2014; and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in a similar capacity at the fiscal year ended December 31, 2014.

As at December 31, 2014, the Company had two NEOs: Phillip Thomas, the President and CEO; and Blain Bailey, the CFO; and one former NEO: Robert L. Card, the former President and CEO.

#### **Compensation Discussion and Analysis**

The Company does not have a formal compensation program. The general objectives of the Company’s compensation strategy are to: (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value; (b) align management’s interests with the long-term interests of shareholders; (c) provide a compensation package that is commensurate with other junior mineral exploration companies to enable the Company to attract and retain talent; and (d) ensure that the total compensation package is designed in a manner that takes into account the constraints that the Company is under by virtue of the fact that it is a junior mineral exploration company without a history of earnings.

The board of directors (the “**Board**”) ensures that total compensation paid to all NEOs is fair and reasonable. The Board relies on the experience of its members as officers and directors of other junior mining companies in assessing compensation levels. The Company’s process for determining executive compensation will be done on a case by case basis and will involve discussion by the Board of the factors the Board deems relevant to each case. There are not expected to be any formally defined objectives, benchmarks, criteria and analysis that will be used in all cases.

The Company has not placed a restriction on the purchase by its NEOs or other employees of financial instruments (including pre paid variable forward contracts, equity swaps, collars or units of exchange funds) that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly by the NEO or employee. To the Company’s knowledge, none of the NEOs have purchased any such financial instruments.

The Board has not considered the implications of the risks associated with the Company’s compensation program. The Company intends to formalize its compensation policies and practices and will take into consideration the implications of the risks associated with the Company’s compensation program and how it might mitigate those risks.

### **Share Based and Option Based Awards**

Options are granted by the Board. In monitoring or adjusting the option allotments, the Board takes into account the level of options granted by other junior issuers for similar levels of responsibility and its own observations on individual performance (where possible) and its assessment of individual contribution to shareholder value, previous option grants and the objects set for the NEO and the Board. The scale of options is generally commensurate to the appropriate level of base compensation for each level of responsibility.

The Company does not grant share-based awards.

### **Compensation Governance**

The Board has not appointed a Compensation Committee. The Board assumes responsibility for reviewing and monitoring the long-range compensation strategy for the Company’s senior management, with a view to fulfilling its responsibilities concerning executive and director compensation, reviewing director compensation, overseeing the Company base compensation structure and equity-based compensation programs, recommending compensation of the Company’s officers and employees and evaluating the performance of officers generally, all in light of the Company’s annual goals and objectives.

Mr. Thomas works on the Company’s activities on a full-time basis and Mr. Bailey works on the Company’s activities on a part-time basis.

### **Summary Compensation Table**

The following table sets forth all direct and indirect compensation for, or in connection with, services provided to the Company for the three most recently completed fiscal years ending December 31, 2014, December 31, 2013 and December 31, 2012 in respect of the NEOs of the Company. For the information concerning compensation related to previous years, please refer to the Company’s previous Management Proxy Circulars available at [www.sedar.com](http://www.sedar.com).

Name and principal position	Year <sup>(1)</sup>	Salary (\$)	Share-based awards (\$)	Option-based awards (\$) <sup>(2)</sup>	Non-equity incentive plan compensation(\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
<b>Phillip Thomas</b> <i>President and CEO</i>	2014	110,247 <sup>(3)</sup>	Nil	Nil	Nil	Nil	Nil	Nil	\$110,247
	2013	28,251	Nil	Nil	Nil	Nil	Nil	Nil	\$28,251
	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Blaine Bailey</b> <i>CFO</i>	2014	\$42,000	Nil	Nil	Nil	Nil	Nil	Nil	\$42,000 <sup>(4)</sup>
	2013	\$42,000	Nil	Nil	Nil	Nil	Nil	Nil	\$42,000
	2012	\$42,000	Nil	\$16,232	Nil	Nil	Nil	Nil	\$58,232
<b>Robert L. Card</b> <i>Former President &amp; CEO</i>	2014	\$6,000 <sup>(5)</sup>	Nil	Nil	Nil	Nil	Nil	Nil	\$6,000
	2013	\$72,000	Nil	Nil	Nil	Nil	Nil	Nil	\$72,000
	2012	\$72,000	Nil	\$52,900	Nil	Nil	Nil	\$100,000 <sup>(6)</sup>	\$224,900

**Notes:**

- (1) Year ended December 31.
- (2) Amount is based on the grant date fair value of the award for the financial year using the Black-Scholes option pricing model. No options were granted during the fiscal year ended December 31, 2014.
- (3) Mr. Thomas was appointed President & CEO effective February 3, 2014. Paid to Panopus Plc, a company controlled by Mr. Thomas.
- (4) Paid to Promaid Services Ltd., a company controlled by Mr. Bailey.
- (5) Mr. Card resigned on February 3, 2014.
- (6) Mr. Card received this amount as a performance bonus.

**INCENTIVE PLAN AWARDS**

**Outstanding Option-Based Awards**

The following table sets forth for the NEOs, the incentive stock options (option-based awards), pursuant to the Company's stock option plan (the "**Existing Plan**"), outstanding as at December 31, 2014. The Company does not grant any share-based awards.

Name	Option-based Awards			
	Number of securities underlying unexercised options <sup>(1)</sup> (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(2)</sup>
Phillip Thomas	50,000	\$1.00	03-Jan-2017	N/A
	10,000	\$1.00	26-Sep-2017	
Blaine Bailey	30,000	\$1.00	17-Feb-2016	N/A
	20,000	\$1.00	03-Jan-2017	
	4,000	\$1.00	26-Sep-2017	
Robert L. Card	80,000	\$1.00	17-Feb-2016	N/A
	57,000	\$1.00	03-Jan-2017	
	25,000	\$1.00	26-Sep-2017	

**Notes:**

- (1) Post-consolidation.
- (2) This amount is calculated as the difference between the market value of the securities underlying the options on December 31, 2014, being the last trading day of the Company's shares for the financial year, which was \$0.12, and the exercise price of the option.

**Value Vested or Earned During the Year**

The Company did not issue any incentive plan awards to the NEOs during the fiscal year ended December 31, 2014. The Company does not grant any share-based awards.

### Pension Arrangements

The Company does not have any pension arrangements in place for the NEOs.

### Termination of Employment, Change in Responsibilities and Employment Contracts

There are no employment contracts between the Company and the NEOs.

There are no compensatory plans, contracts or arrangements between the Company and any NEO, where the NEO is entitled to receive more than \$50,000 from the Company, including periodic payments or installments, in the event of:

- (a) the resignation, retirement or any other termination of employment of the NEO's employment with the Company;
- (b) a change of control of the Company; or
- (c) a change of the NEO's responsibilities following a change in control.

### DIRECTOR COMPENSATION

For a description of the compensation paid to the Company's NEOs who also act as directors, see "Summary Compensation Table" above.

The following table sets forth all amounts of compensation provided to the directors of the Company who are not also NEOs for the for most recently completed fiscal year ended December 31, 2014.

Name	Fees Earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
<b>Andrew Jarvis</b> <i>Director</i>	\$12,000	Nil	Nil	N/A	N/A	Nil	\$12,000
<b>Stephen Brohman</b> <i>Director</i>	\$4,000	Nil	Nil	N/A	N/A	Nil	\$4,000

Except as disclosed herein, the Company has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Company for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial year or subsequently, up to and including the date of this Information Circular.

### Outstanding Option-Based Awards

The following table sets forth for the directors who are not NEOs, the incentive stock options (option-based awards), pursuant to the Existing Plan, outstanding as at December 31, 2014. The Company does not grant any share-based awards.

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>
<b>Andrew Jarvis</b> <i>Director</i>	20,000 5,000	\$1.00 \$1.00	03-Jan-2017 26-Sep-2017	N/A
<b>Stephen Brohman</b> <i>Director</i>	Nil	N/A	N/A	N/A

**Note:**

- (1) This amount is calculated as the difference between the market value of the securities underlying the options on December 31, 2014, being the last trading day of the Company's shares for the financial year, which was \$0.12, and the exercise price of the option.

### Value Vested or Earned During the Year

The Company did not issue any incentive plan awards to directors who are not also NEOs, during the fiscal year ended December 31, 2014. The Company does not grant any share-based awards.

### SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information regarding compensation plans under which securities of the Company are authorized for issuance in effect as of the fiscal year ended December 31, 2014.

#### EQUITY COMPENSATION PLAN INFORMATION

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
	(a)	(b)	(c)
Equity Compensation Plans Approved By Shareholders	507,000 <sup>(1)</sup>	\$1.00	191,442 <sup>(1)</sup>
Equity Compensation Plans Not Approved By Shareholders	N/A	N/A	N/A
Total:	507,000 <sup>(1)</sup>		191,442 <sup>(1)</sup>

**Note:**

- (1) Post-consolidation.

The Existing Plan was established to provide an incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Existing Plan is administered by the directors of the Company and it provides that options will be issued pursuant to option agreements with directors, officers, employees or consultants of the Company or a subsidiary of the Company. The Existing Plan provides that the number of Common Shares issuable thereunder, less any Common Shares reserved for issuance under share options granted under established or proposed share compensation arrangements, may not exceed 10% of the total number of issued and outstanding Common Shares at the date of grant. Under the Existing Plan, options may expire on a date which is not more than five years after the issuance of such options.

The Board has adopted a new stock option plan (the “**New Plan**”) to conform with recent policy changes of the TSXV. For a description of the significant terms of the New Plan, please see “Particulars of Other Matters to be Acted Upon – Ratification and Approval of the New Stock Option Plan”.

### **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.

### **DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES**

The British Columbia Securities Commission has issued guidelines on corporate governance disclosure for venture issuers as set out in Form 58-101F2 and requires full and complete annual disclosure of listed companies’ systems of corporate governance with reference to such guidelines (the “**Guidelines**”). Where a corporation’s corporate governance system differs from the Guidelines, each difference and the reason for the difference is required to be disclosed. The Company’s approach to corporate governance is set out in Schedule “B”.

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

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

The following payments were made to informed persons of the Company since January 1, 2014 (being the commencement of the Company’s last completed financial year):

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	<b><u>2014</u></b>	<b><u>2013</u></b>
Administration fees paid to a company controlled by Robert L. Card	\$6,000	\$72,000
Consulting fees paid to Messrs. Jarvis, Bailey and Brohman	\$58,000	\$60,000
Deferred Exploration Costs – paid to an exploration company controlled by Phillip Thomas	\$110,247	\$28,251

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 shares of the Company nor an associate or affiliate of any of the foregoing persons has, since January 1, 2014, any material interest, direct or indirect, in any transactions which materially affected or would materially affect the Company or any of its subsidiaries.

### **APPOINTMENT OF AUDITORS**

Unless such authority is withheld, the persons named in the accompanying Proxy intend to vote for the appointment of Davidson & Company LLP, Chartered Accountants, as auditors of the Company and to authorize the directors to fix their remuneration.

An ordinary resolution for the appointment of the auditors must be passed by a simple majority (>50%) of the votes cast at the Meeting by the Shareholders entitled to vote who are represented in person or by Proxy at the Meeting.

### **MANAGEMENT CONTRACTS**

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 person with whom the Company has contracted.

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

#### **Ratification and Approval of the New Stock Option Plan**

On July 31, 2015, the Board adopted the New Plan. The New Plan conforms to the revised provisions of the TSXV Policy 4.4 – *Incentive Stock Options*. Changes from the Company’s Existing Plan were of a housekeeping nature to clarify definitions and do not change the overall provisions of the Company’s Existing Plan. The New Plan is a “rolling” stock option plan whereby a maximum of 10% of the issued shares of the Company, from time to time, may be reserved for issuance pursuant to the exercise of options. The TSXV requires listed companies that have “rolling” stock option plans in place receive shareholder approval of such plans on a yearly basis at the company’s annual general meeting. Accordingly, Shareholders will be asked at the Meeting to ratify and approve the New Plan.

The principal purposes of the New Plan are to provide the Company with the advantages of the incentive inherent in share ownership on the part of Directors, Employees and Consultants of the Company and its subsidiaries responsible for the continued success of the Company and its subsidiaries; to create in such Persons a proprietary interest in, and a greater concern for, the welfare and success of the Company and its subsidiaries; to encourage such Persons to remain with the Company or its subsidiaries; and to attract new Directors, Employees and Consultants to the Company and its subsidiaries.

As permitted by the policies of the TSXV, the New Plan provides for a floating maximum limit of 10% of the outstanding Common Shares. As at December 31, 2014, the floating maximum available under the Existing Plan was 698,442 post-consolidated Common Shares, of which 507,000 are issued and 191,442 are reserved and available for issuance under the Existing Plan. As at the date of this Information Circular, the floating maximum available under the New Plan represents 946,492 post-consolidated Common Shares, of which nil options are currently issued and 946,492 are reserved and available for issuance under the New Plan.

The material terms of the New Plan are as follows:

1. The term of any Options granted under the New Plan will be fixed by the Board at the time such Options are granted, provided that options will not be permitted to exceed a term of ten years.
2. The exercise price of any Optioned Share under an Option shall be determined by the Board, in its sole discretion, at the time the Option is granted but such price shall not be less than the Discounted Market Price.
3. No vesting requirements will apply to options granted under the New Plan other than as required by TSXV policies; however, a four-month hold period will apply to all Common Shares if options are granted at an exercise price which is a discount to the Market Price, each option is subject to a four-month hold period, commencing from the date of grant.
4. All options will be non-assignable and non-transferable.



5. The number of Common Shares under each option will be determined by the Board provided that the aggregate maximum number of Common Shares reserved for issuance pursuant to options granted during any twelve (12) month period to:
  - (a) insiders may not exceed 10% of the total issued and outstanding Common Shares of the Company at the time of grant unless approval by the Disinterested Shareholders (as defined below) has been obtained in accordance with the policies of the TSXV;
  - (b) subject to (c) below, any one Person may not exceed 5% of the total issued and outstanding Common Shares (unless approval by the Disinterested Shareholders has been obtained);
  - (c) any one Consultant may not exceed 2% of the total issued and outstanding Common Shares at the date of such grant; and
  - (d) any one Person engaged in Investor Relations Activities for the Company may not exceed 2% of the total issued and outstanding Common Shares of the Company and must vest in stages over a 12 month period with no more than  $\frac{1}{4}$  of the Options vesting in any three month period;

in each case calculated as at the date of grant of the Option, including all other shares under Option to such Person at that time.

6. Approval by the Disinterested Shareholders must be obtained for: (i) any reduction in the exercise price of an outstanding option, if the option holder is an insider; (ii) any grant of options to insiders, within a 12-month period, exceeding 10% of the Company's issued Common Shares; and (iii) any grant of options to any one individual, within a 12-month period, exceeding 5% of the Company's issued Common Shares.
7. If there is a takeover bid made for all or any of the issued and outstanding Common Shares, then all outstanding Options, whether fully-vested and exercisable or remaining subject to vesting provisions or other limitations on exercise, shall become exercisable in full to enable the Optioned Shares to be issued and tendered to such bid, subject to prior written approval of the TSXV.
8. The exercise price and the number of Common Shares which are subject to an Option may be adjusted from time to time for share dividends, and in the event of recapitalization, subdivision, consolidation, arrangement, amalgamation reorganization or change in the capital structure of the Company then on each exercise of the Option which occurs following such events, the Optionee shall instead receive the number and kind of shares or other securities of the Company or other company into which such Option Share would have been changed or for which such Option Share would have been exchanged if it had been outstanding on the date of such event and the exercise price will be similarly adjusted so that the aggregate price to exercise the Option is preserved.
9. Options can only be exercised by the Optionee as long as the Optionee remains an eligible Optionee pursuant to the New Plan or within a period of not more than 90 days after ceasing to be an eligible Optionee (30 days in the case of a person engaged in Investor Relations Activities).
10. In the event of death of an Optionee, the Optionee's heirs or administrators may exercise any portion of such Optionee's outstanding Option until the earlier of one year following the date of the Optionee's death or the expiry of the Option Period.
11. In the event that the Optionee shall cease to be a Director, Employee or Consultant by reason of such Optionee's disability, any Options held by such Optionee that could have been exercised immediately prior to such cessation shall be exercisable by such Optionee, or by his Guardian for a period of 30 days following the date of such cessation. If such Optionee dies within that 30 day period, any Option held by such Optionee that could have been exercised immediately prior to his or her death shall pass to the Qualified Successor to such Optionee, and shall be exercisable by the Qualified Successor until the earlier of 30 days following the death of such Optionee and the expiry of the Option Period.

12. Employment shall be deemed to continue intact during any military or sick leave or other bona fide leave of absence if the period of such leave does not exceed 180 days or, if longer, for so long as the Optionee's right to re-employment with the Company or its subsidiary is guaranteed either by statute or by contract. If the period of such leave exceeds 180 days and the Optionee's re-employment is not so guaranteed, then the Optionee's employment shall be deemed to have terminated on the 181<sup>st</sup> day of such leave.
13. In the event an Optionee shall cease to be a Director, Employee or Consultant of the Company for termination for cause, the Option shall terminate and shall cease to be exercisable upon such termination for cause.

**“Approval by the Disinterested Shareholders”** means approval by a majority of votes cast by all Shareholders at the Meeting, excluding votes attached to Common Shares beneficially owned by Insiders of the Company to whom Options may be granted pursuant to the New Plan and their associates in accordance with the policies of the TSXV.

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

At the Meeting, Shareholders will be asked to vote on the following ordinary resolution, with or without variation:

“RESOLVED as an ordinary resolution, that:

- (a) the Stock Option Plan, as described in the Company's Information Circular dated July 31, 2015 and as available for review at the Company's annual general meeting held on September 4, 2015 be and is hereby ratified, approved and confirmed, subject to acceptance by the TSX Venture Exchange;
- (b) the number of Common Shares of the Company 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;
- (c) the Board be authorized and directed to make any changes to the Stock Option Plan, if required by TSX Venture Exchange;
- (d) 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.”

In the absence of any contrary directions, it is the intention of management to vote proxies in the accompanying form in favour of the foregoing ordinary resolution.

An ordinary resolution must be passed by a simple majority of 50% plus one of the votes cast at the Meeting by the Shareholders entitled to vote who are represented in person or by proxy at the Meeting.

A copy of the New Plan may be inspected at the head office of the Company, Suite 2300 - 1177 West Hastings Street, Vancouver, B.C., during normal business hours and at the Meeting. In addition, a copy of the New Plan will be mailed, free of charge, to any holder of Common Shares who requests a copy in writing from of the Company. Any such requests should be mailed to the Company, at its head office, to the attention of the President.

**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 designated by Management as proxyholders in the form of Proxy accompanying this Information Circular to vote the same in accordance with their best judgment on 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 – Arrowstar Resources Ltd." and at the Company's website located at [www.arrowstarresources.com](http://www.arrowstarresources.com). The Company's financial information is provided in the Company's audited financial statements and related management's discussion and analysis for its most recently completed financial year end 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's discussion and analysis by contacting the President at Arrowstar Resources Ltd., Suite 2300 – 1177 West Hastings Street, Vancouver, British Columbia V6E 2K3 Email: [info@arrowstarresources.com](mailto:info@arrowstarresources.com) Phone: (604) 687-7828 and Fax: (604) 408-7499.

## SCHEDULE "A"

### AUDIT COMMITTEE

#### *Charter*

The audit committee's charter was filed on SEDAR at www.sedar.com on January 25, 2006, as Schedule "A" to the 2006 information circular and is incorporated by reference herein. A copy of the Audit Committee Charter will be provided free of charge to any Shareholder upon request.

#### *Composition of the Audit Committee*

The Audit Committee is comprised of the following members:

<b>Member</b>	<b>Independent<sup>(1)</sup></b>	<b>Financially literate<sup>(2)</sup></b>
Stephen Brohman	Yes	Yes
Andrew Jarvis	Yes	Yes
Robert L. Card	No	Yes

#### **Notes:**

- (1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.
- (2) An individual is financially literate if the member has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

#### *Relevant Education and Experience*

*Stephen Brohman:* As a professional chartered accountant, Mr. Brohman has extensive experience with the preparation and auditing of financial statements for publicly traded companies.

*Andrew Jarvis:* Mr. Jarvis holds a Bachelor of Business Administration degree and has worked for several years with junior mining companies assisting with financing transactions and corporate management.

*Robert L. Card:* Mr. Card majored in economics at Simon Fraser University, has been a director and/or officer of several public companies and has worked extensively with public and private companies.

Each member of the audit committee has adequate education and experience that would provide the member with:

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

#### *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 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 (*De Minimis* Non-Audit Services) of National Instrument 52-110 ("NI 52-110"), 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 Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "External Auditors" in the audit committee charter.

### ***External Auditor Service Fees (By Category)***

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

<b>Financial Year Ending</b>	<b>Audit Fees<sup>(1)</sup></b>	<b>Audit Related Fees<sup>(2)</sup></b>	<b>Tax Fees<sup>(3)</sup></b>	<b>All Other Fees<sup>(4)</sup></b>
2014	\$31,594.50 <sup>(5)</sup>	Nil	Nil	Nil
2013	25,000 <sup>(5)</sup>	Nil	2,750	Nil

**Notes:**

- (1) The aggregate audit fees billed.
- (2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements which are not included under the heading "Audit Fees".
- (3) The aggregate billed fees for tax compliance, tax advice, and tax planning.
- (4) The aggregate billed fees for products and services reported under clauses (1) (2) and (3).
- (5) Includes GST.

### ***Exemption***

The Company is relying upon the exemption in section 6.1 of the NI 52-110, which exempts venture issuers (as defined therein) from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of that instrument.

## SCHEDULE "B"

### STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Corporate governance relates to the activities of the board of directors of the Company (the "Board"), the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Company. The Board is committed to sound corporate governance practices which are both in the interest of its Shareholders and contribute to effective and efficient decision making. National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. National Instrument 58-101 *Disclosure of Corporate Governance Practices* mandates disclosure of corporate governance practices for Venture Issuers in Form 58-101F2, which disclosure is set out below.

#### ***Board of Directors***

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A "material relationship" is a relationship which could, in the view of the Company's Board, be reasonably expected to interfere with the exercise of a director's independent judgment.

During the fiscal year ended December 31, 2014, the independent members of the Board of Directors of the Company were Stephen Brohman and Andrew Jarvis.

During the most recently completed fiscal year ended December 31, 2014, there were three (3) Board meetings and if a meeting could not be convened, business was conducted by resolution and the unanimous consent of the directors of the Company.

#### ***Directorships***

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

<b><i>Name</i></b>	<b><i>Reporting Issuer</i></b>
Phillip Thomas	Admiralty Resources NL (Australian Stock Exchange)
Blaine Bailey	Qumana Software Inc. (NEX board of the TSXV)
Robert L. Card	Anglo Canadian Minerals Corp. (TSXV)
Stephen Brohman	SG Spirit Gold Inc. (TSXV)

#### ***Orientation and Continuing Education***

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Company's properties and on director responsibilities.

Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business. In addition, management of the Company makes itself available for discussions with all Board members.

#### ***Ethical Business Conduct***

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an 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.

### ***Nomination of Directors***

The Board does not have a nominating committee. Functions that would be carried out by a nominating committee are currently performed by the Board as a whole with input from management.

Upon nomination of a director, the Board and management of the Company consider the size of the Company, its history and its future goals and objectives when deciding the number of directors to recommend for election at the annual general meeting of shareholders. Further, also taken into account is the number of Board members that would be required to effectively carry out the duties and responsibilities of the Board while maintaining a diversity of views and experience. However, if there is a change in the number of directors required to effect the smooth operations of the Company, this policy will be reviewed.

### ***Compensation***

The Board is to conduct a review with regard to the compensation for the directors and chief executive officer each year, taking into account the types of compensation and the amounts paid to directors and chief executive officer of comparable publicly-traded Canadian companies and with a view to aligning the interests of directors with those of the Shareholders.

### ***Other Board Committees***

Apart from the Audit Committee, the Board does not currently have any other standing committees in place.

### ***Assessment of the Board, the Audit Committee and Directors***

The Board believes that adequate processes are in place to enable the Board to function independently of the Company's management. The regularly scheduled Board meetings give the independent directors the opportunity for full discussions of all matters they consider relevant, including an assessment of their own performance. The Board further ensures its independent function by convening an in camera session (at which the non-independent director and members of management are not in attendance) during its regularly scheduled Board meetings.