

CHINOOK TYEE INDUSTRY LIMITED

NOTICE OF ANNUAL GENERAL MEETING AND MANAGEMENT INFORMATION CIRCULAR

Date and Time: December 21st, 2015
at 8:30 a.m. (Vancouver time)

Place: The Landing Building
Suite 416 – 375 Water Street
Vancouver, British Columbia

November 20th, 2015

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**NOTICE OF GENERAL ANNUAL MEETING OF SHAREHOLDERS
OF CHINOOK TYEE INDUSTRY LIMITED**

NOTICE IS GIVEN that the annual general meeting (the "**Meeting**") of shareholders (the "**Shareholders**") of Chinook Tyee Industry Limited (the "**Corporation**") will be held at the Landing Building at Suite 416 – 375 Water Street, Vancouver, British Columbia on December 21st, 2015 at 8:30 a.m. (Vancouver Time) for the following purposes:

1. to receive and consider the financial statements of the Corporation for the financial year ended December 31st, 2014, together with the report of the auditors thereon;
2. to elect directors of the Corporation for the ensuing year;
3. to appoint the auditors of the Corporation for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors for the ensuing year; and
4. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The Corporation's board of directors has fixed the close of business on November 16th, 2015 as the record date for the Meeting. Only Shareholders of record at the close of business on the record date are entitled to receive notice of and to vote at the Meeting.

Registered Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed form of proxy in accordance with the instructions set out therein and in the management information circular accompanying this notice of meeting. A proxy will not be valid unless it is received by Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment(s) or postponement(s) thereof. The chairman of the Meeting has the discretion to accept proxies received after that time.

DATED at Vancouver, this 20th day of November, 2015.

By order of the Board of Directors.

/s/ Tom Kusumoto

Mr. Tom Kusumoto
Chairman, Chief Executive Officer, President and Director

If you are a non-registered Shareholder of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.

GLOSSARY OF TERMS

The following is a glossary of certain terms used in this Circular:

- a. "**Affiliate**" means a Company that is affiliated with another Company as described below:
- a Company is an "Affiliate" of another Company if:
- (i) one of them is the subsidiary of the other; or
 - (ii) each of them is controlled by the same Person;
- a Company is "controlled" by a Person if:
- (i) voting securities of the Company are held, other than by way of security only, by or for the benefit of that Person; and
 - (ii) the voting securities, if voted, entitle the Person to elect a majority of the directors of the Company;
- a Person beneficially owns securities that are beneficially owned by:
- (i) a Company controlled by that Person; or
 - (ii) an Affiliate of that Person or an Affiliate of any Company controlled by that Person;
- b. "**Associate**" when used to indicate a relationship with a Person, means
- (i) an issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer;
 - (ii) any partner of the Person;
 - (iii) any trust or estate in which the Person has a substantial beneficial interest or in respect of which a Person serves as trustee or in a similar capacity; or
 - (iv) in the case of a Person, who is an individual:
 - (I) that Person's spouse or child, or
 - (II) any relative of the Person or of his spouse who has the same residence as that Person;
- but
- (v) where the Exchange determines that two Persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D.1.00 of the TSXV rule book and policies with respect to that Member firm, Member corporation or holding company;
- c. "**Audit Committee**" means the Corporation's Audit Committee;
- d. "**Board**" means the board of directors of the Corporation;
- e. "**CDS**" means CDS Clearing and Depository Services Inc.;
- f. "**Circular**" means this management information circular of the Corporation;
- g. "**Company**" means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual;
- h. "**Corporation**" means Chinook Tyee Industry Limited;
- i. "**CSE**" means the Canadian Securities Exchange;
- j. "**Insider**" if used in relation to an issuer, means:
- (i) a director or senior officer of the issuer;

- (ii) a director or senior officer of the Company that is an insider or subsidiary of the issuer;
 - (iii) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer; or
 - (iv) the issuer itself if it holds any of its own securities;
- k. "**Intermediary**" means an intermediary that a Non-Registered Holder deals with in respect of the Shares;
 - l. "**Meeting**" means the annual general meeting of the Shareholders to be held on December 21st, 2015;
 - m. "**Meeting Materials**" means the Notice of Meeting, Proxy and this Circular;
 - n. "**Member**" has the meaning given to it in Rule A.1.00 of the TSXV rule book and policies;
 - o. "**Named Executive Officer**" means each of the following individuals:
 - (i) in respect of the Corporation and its subsidiaries, the most highly compensated executive officer other than the Corporation's chief executive officer and chief financial officer at the end of the most recently completed financial year whose total compensation was more than \$150,000, for that financial year; and
 - (ii) each individual who would be an Named Executive Officer under paragraph (1) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of that financial year;
 - p. "**NOBOs**" means Non-Registered Holders who have not objected to their Intermediary disclosing ownership information about themselves;
 - q. "**Non-Registered Holder**" means a beneficial Shareholder whose Shares are held by another person on behalf of that beneficial Shareholder;
 - r. "**Notice of Meeting**" means the notice of the Meeting of the Corporation, which accompanies this Circular;
 - s. "**OBOs**" means Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves;
 - t. "**Person**" means a Company or an individual;
 - u. "**Proxy**" means the form of proxy accompanying this Circular;
 - v. "**proxy authorization form**" means the voting instruction form that an Intermediary sends to a Non-Registered Holder;
 - w. "**Record Date**" means November 16, 2015, being the record date for determining which Shareholders are entitled to receive notice of and to attend and vote at the Meeting;
 - x. "**Shareholders**" means the holders of Shares;
 - y. "**Shares**" means Class A Voting common shares of the Corporation;
 - z. "**TSXV**" means the TSX Venture Exchange Inc.

CHINOOK TYEE INDUSTRY LIMITED

MANAGEMENT INFORMATION CIRCULAR

GENERAL PROXY INFORMATION

This Circular is being furnished to Shareholders of the Corporation in connection with the solicitation of proxies by management of the Corporation for use at the Meeting of Shareholders to be held at 8:30 a.m. (Vancouver time) on December 21st, 2015 at The Landing Building at Suite 416 – 375 Water Street, Vancouver, British Columbia, Canada, and any adjournment(s) or postponement(s) thereof, for the purposes set forth in the Notice of Meeting dated November 20th, 2015.

It is expected that the solicitation will be primarily by mail. Proxies may also be solicited personally by officers of the Corporation at nominal cost. The cost of this solicitation will be borne by the Corporation. The Notice of Meeting, this Circular and the Proxy will be mailed to beneficial owners of Shares commencing on or about November 24th, 2015. In this Circular, except where otherwise indicated, all dollar amounts are expressed in Canadian currency.

The information contained in this Circular is given as at November 20th, 2015, unless otherwise noted.

RECORD DATE

The Board has set the close of business on November 16th, 2015, as the Record Date for determining which Shareholders shall be entitled to receive notice of and to attend and vote at the Meeting. Only Shareholders of record as of the Record Date are entitled to receive notice of and to attend and vote at the Meeting. Persons who acquire Shares after the Record Date will not be entitled to vote such Shares at the Meeting.

APPOINTMENT OF PROXYHOLDERS

The persons named in the accompanying Proxy as proxyholders are management's representatives. **A Shareholder has the right to appoint a person or company who need not be a Shareholder, other than the persons designated in the enclosed Proxy, to attend and act on behalf of the Shareholder at the Meeting.** A Shareholder wishing to exercise this right may do so either by striking out the printed names and inserting the desired person or company's name in the blank space provided in the Proxy or by completing another proper Proxy.

To be valid, the Proxy must be signed by the Shareholder or the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer or attorney. The Proxy, to be acted upon, must be deposited with the Corporation, c/o its agent, Computershare Investor Services Inc., by delivery to: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment(s) or postponement(s) thereof. The chairman of the Meeting has the discretion to accept proxies received after that time. **Failure to properly complete or deposit a Proxy may result in its invalidation.**

VOTING OF PROXIES

If the Proxy is completed, signed and delivered to the Corporation, the persons named as proxyholders therein shall vote the Shares in respect of which they are appointed as proxyholders at the Meeting in accordance with the instructions of the Shareholder appointing them, on any show of hands and/or on any ballot that may be called for and, if the Shareholder specifies a choice with respect to any matter to be acted upon at the Meeting, the person(s) appointed as proxyholders shall vote accordingly. The Proxy confers discretionary authority upon the person(s) named therein with respect to: (a) each matter or group of matters identified therein for which a choice is not specified; (b) amendments or variations to the matters identified therein; and (c) the transaction of such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof. As of the date of this Circular, the Board knows of no such amendments, variations or other matters to come before the Meeting, other than the matters referred to in the Notice of Meeting. However, if other matters should properly come before the Meeting, the Proxy will be voted on such matters in accordance with the best judgment of the person(s) voting the Proxy.

If no choice is specified by a Shareholder with respect to any matter identified in the Proxy or any amendment or variation to such matter, it is intended that the persons designated by management in the Proxy will vote the Shares represented thereby in favour of such matter.

NON-REGISTERED HOLDERS

Only registered Shareholders or duly appointed proxyholders are permitted to attend and vote at the Meeting. Most Shareholders are Non-Registered Holders because the Shares they own are not registered in their name but are instead registered in the name of the brokerage firm, bank or trust corporation through which they purchased their Shares. More particularly, a person is not a registered Shareholder in respect of Shares which are held on behalf of that person but which are registered either: (a) in the name of 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 RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a depository (such as CDS) of which the Intermediary is a participant. Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Corporation are referred to as NOBOs. Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Corporation are referred to as OBOs. In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators, the Corporation has elected to distribute copies of the Meeting Materials to depositories and Intermediaries for onward distribution to Non-Registered Holders. The Corporation does not intend to pay for Intermediaries to forward to OBOs and such OBOs will not receive Meeting Materials unless the OBO's Intermediary assumes the cost of delivery.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Typically, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders. Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) receive a Proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Intermediary has already signed the Proxy, this Proxy is not required to be signed by the Non-Registered Holder when submitting the Proxy. In this case, the Non-Registered Holder who wishes to submit a Proxy should otherwise properly complete and deliver the Proxy; or
- (b) more typically, receive a proxy authorization form which is not signed by the Intermediary, and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions which the Intermediary must follow.

In either case, the purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Shares which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to attend and vote at the Meeting in person, the Non-Registered Holder should strike out the names of the management proxyholders and insert the Non-Registered Holder's name in the blank space provided, or in the case of a proxy authorization form, follow the corresponding instructions on the form. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the Proxy or proxy authorization form is to be delivered.**

REVOCABILITY OF PROXY

Any Shareholder returning the enclosed Proxy may revoke the same at any time insofar as it has not been exercised. In addition to revocation in any other manner permitted by law, a Proxy may be revoked by instrument in writing executed by the Shareholder or by his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized, and deposited either with Computershare Investor Services Inc. or at the registered office of the Corporation, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment(s) or postponement(s) thereof, or with the chairperson of the Meeting prior to the commencement of the Meeting. A revocation of a Proxy will not affect a matter on which a vote is taken before such revocation.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Corporation's authorized capital consists of an unlimited number of Shares and an unlimited number of preferred redeemable shares, issuable in series. The Shares are the only issued and outstanding voting securities of the Corporation, the holders thereof being entitled to one vote for each Share held. As at the date hereof, there were a total of 3,405,932 Shares

issued and outstanding and no preferred redeemable shares issued and outstanding. A quorum for the transaction of business at the Meeting is two persons who, in the aggregate, hold at least 5% of the issued Shares entitled to vote at the Meeting being present in person or by proxy.

To the knowledge of the directors and executive officers of the Corporation, the only Person who beneficially owns, directly or indirectly, or control or direct, Shares carrying 10% or more of the voting rights attached to the issued and outstanding Shares as at the date hereof is North Group Finance Limited, which owns 1,349,950 Shares (39.6% of the total issued Shares) through its wholly-owned subsidiary, 0719906 B.C. Ltd.

ELECTION OF DIRECTORS

The Board is recommending four persons for election at the Meeting. Each of the four persons whose name appears below is proposed by the Board to be nominated for election as a director of the Corporation to serve until the next annual general meeting of the shareholders or until the director sooner ceases to hold office.

The following table (and notes thereto) states the name and province and country of residence of each director nominee, his principal occupation, the period of time for which he has been a director of the Corporation and the number of Shares beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at the date hereof:

Name and Province and Municipality of Residence	Director Since	Number of Shares	Principal Occupation Within the Preceding Five Years
Mr. Tom Kusumoto ⁽¹⁾ Vancouver, British Columbia, Canada	December 14, 2012	Nil	Managing Director of Mercury Partners & Company Inc.
Mr. Kenneth MacLeod West Vancouver, British Columbia, Canada	December 14, 2012	Nil	President, CEO and Director of Sonoro Metals Corp. since March 2014 President and CEO of Pan Pacific Power Corp. October 2009 to March 2014
Mr. Alex Blodgett ⁽¹⁾ Vancouver, British Columbia, Canada	August 8, 2013	Nil	Managing Director of BK Capital
Mr. Gregory MacRae ⁽¹⁾ Vancouver, British Columbia, Canada	August 8, 2013	Nil	President of CSI Capital Solutions Inc.

(1) Members of the Audit Committee.

Set out below are profiles of our director nominees, including the principal occupations, businesses and employments within the five preceding years:

Mr. Tom Kusumoto, Chairman, Chief Executive Officer, President and Director. Mr. Kusumoto is the CEO, President and Director of the Corporation. Mr. Kusumoto is a Director of North Group Finance Limited, a TSX Venture listed company. Mr. Kusumoto has two decades of experience in corporate finance and financial analysis in Canada and Europe. Mr. Kusumoto graduated with a Bachelor of Arts degree in Economics and a Bachelor of Commerce degree in Finance and has acted as a director and officer of numerous public companies in Canada and the United States.

Mr. Kenneth MacLeod, Director. Mr. MacLeod is the CEO, President and Director of Sonoro Metals Corp., a TSX Venture listed company. Mr. MacLeod has over three decades of experience in developing resource assets in the United States, Canada, the Philippines and the Democratic Republic of Congo, mostly as a senior executive with Canadian-listed public companies. Previously, Mr. MacLeod was CEO of Pan Pacific Power Corp., a private renewable energy company with hydro-electric power and geothermal energy projects under development in Asia. From 2001 to 2009, Mr. MacLeod was President and CEO of Western GeoPower Corp, a TSX Venture Exchange listed renewable energy company with geothermal assets in California and Canada. Western GeoPower Corp. was acquired by Ram Power Corp. in 2009.

Mr. Alex Blodgett, Director. Mr. Blodgett is a principal in the management consulting company, BK Capital Co. Mr. Blodgett has over three decades of corporate finance experience in Canada, the United States and Asia. Mr. Blodgett was

formerly a partner with Gordon Capital Corporation in Toronto and Vancouver, a Canadian investment and merchant banking company. In addition, Mr. Blodgett was the President of Gordon Capital's real estate research and consulting firm, which provided services to North American and Asian companies. Prior to his tenure with Gordon Capital, Mr. Blodgett was Vice President of Corporate Finance with Bankers Trust Company in New York, Dallas and Los Angeles, with emphasis on large-scale project financing and management leveraged buyouts.

Mr. Gregory MacRae, Director. Mr. MacRae is President of CSI Capital Solutions Inc. Mr. MacRae has over two and a half decades of experience with Canadian and US public companies as management and as a corporate board member. In addition, Mr. MacRae has over a decade of experience in the stock transfer and shareholder service industries.

CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES

During the ten years preceding the date of this Circular, no proposed director of the Corporation has, to the knowledge of the Corporation, been:

- (a) a director, chief executive officer or chief financial officer of any Company that:
 - (i) was the subject of a cease trade or similar order that denied such Company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days (an “**Order**”) while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (ii) was subject to such an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer in the Company that is the subject of the Order and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) a director or executive officer of any Company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangements or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that Company.

PENALTIES AND SANCTIONS

No proposed director of the Corporation has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable Shareholder in deciding to vote for a proposed director.

INDIVIDUAL BANKRUPTCIES

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

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Board determines the executive compensation policy for the executives of the Corporation. The Board's objective is to ensure that executive compensation is market competitive, while at the same time reflecting the Corporation's current state of development and overall financial status. The Board also seeks to ensure that the Corporation's executive compensation policy is aligned with the near- and long-term interests of the Shareholders. In determining compensation, the Board relies on discussions with the Corporation's management, and does not utilize any formal performance goals or benchmarks.

Due to its present stage of operations, the Corporation does not presently employ base compensation, equity participation or performance bonuses for any of its executive officers.

Summary Compensation Table

Pursuant to applicable securities legislation, the Corporation is required to provide a summary of all annual and long-term compensation for services in all capacities to the Corporation and its subsidiaries for the two most recently completed financial years in respect of each Named Executive Officer.

The following table states the name of each Named Executive Officer, his annual compensation, consisting of salary, bonus and other annual compensation, and long-term compensation, including stock options paid, for the two most recently completed financial years of the Corporation.

Name and Principal Position	Year Ended December 31 st ,	Salary (\$)	Share-based Awards (\$)	Option-based Awards (\$)	Non-equity Incentive Plan Compensation		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plan (\$)	Long-term Incentive Plan (\$)			
Mr. Tom Kusumoto Chief Executive Officer	2014 2013	Nil Nil	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	Nil Nil	Nil Nil
Ms. Christine McPhie Chief Financial Officer	2014 2013	Nil Nil	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	44,875 ⁽¹⁾ 48,135 ⁽¹⁾	44,875 48,135

⁽¹⁾Comprised of an annual retainer of \$10,000 and fees billed for accounting services.

Employment Agreements – Termination Benefits

The Corporation currently has no employment agreements.

During the year ended December 31st, 2014, neither the Corporation, nor any of its subsidiaries, had or currently has an employment contract with any Named Executive Officer. The Corporation has no compensatory plan or arrangement with respect to any Named Executive Officer to compensate such Named Executive Officer in the event of his resignation, retirement or any other termination of employment, a change in control of the Corporation or any of its subsidiaries or in the event of a change in such officer's responsibilities following a change in control of the Corporation.

Incentive Plan Awards

The Corporation has not awarded any stock options to its directors since 2008. None of the directors held any stock options as at December 31st, 2014. No incentive plan awards vested or were earned during 2014 by the directors. None of the directors or Named Executive Officers exercised any stock options during the financial year ended December 31st, 2014.

Pension Plan Benefits

The Corporation does not have any pension, retirement, defined benefit or actuarial plans.

Director Compensation

The following table states the total compensation awarded to directors of the Corporation during the financial year ended December 31st, 2014:

Name	Fees Earned (\$)	Share-based Awards (\$)	Option-based Awards (\$)	Non-equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Mr. Tom Kusumoto	Nil	N/A	N/A	N/A	N/A	Nil	Nil
Mr. Kenneth MacLeod	13,000	N/A	N/A	N/A	N/A	Nil	13,000
Mr. Alex Blodgett	13,000	N/A	N/A	N/A	N/A	Nil	13,000
Mr. Greg MacRae	13,000	N/A	N/A	N/A	N/A	Nil	13,000

During the fiscal year ended December 31st, 2014, the Corporation paid \$39,000 in compensation to its independent directors. The Corporation paid each of its independent directors a retainer of \$10,000 per year and \$500 per Board meeting attended and \$500 per audit committee meeting attended. All of these fees are reflected in the director compensation table, above.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Corporation's stock option plan is its only equity compensation plan. As shown in the table below, there are no stock options outstanding as of December 31st, 2014. The Corporation ceased issuing new stock options upon the commencement of its strategic review in 2009.

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 available for future issuance under equity compensation plans (excluding options, warrants and rights issued and outstanding) (#)
Equity compensation plans approved by security holders	Nil	Nil	Nil
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	Nil	Nil	Nil

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former director, executive officer or employee of the Corporation, proposed nominee for election to the Board, or Associate of any such person is, or has been, indebted to the Corporation since the beginning of the most recently completed financial year of the Corporation and no such indebtedness remains outstanding as at the date of this Circular.

No director or executive officer of the Corporation is or, at any time since the beginning of the most recently completed financial year, has been indebted to the Corporation. No director's or executive officers' indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Corporation.

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

To the knowledge of management of the Corporation, other than as described herein, no director or executive officer of the Corporation at any time since the beginning of the last completed financial year of the Corporation, and no Associate or Affiliate of any such director or officer has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

AUDIT COMMITTEE

Composition of the Audit Committee

The Audit Committee is currently composed of Mr. Tom Kusumoto, Mr. Greg MacRae and Mr. Alex Blodgett.

Each current and proposed member of the Audit Committee is financially literate within the meaning of National Instrument 52-110 - *Audit Committees* ("NI 52-110"). Mr. Greg MacRae and Mr. Alex Blodgett are independent members of the Audit Committee as that term is used in NI 52-110. Mr. Tom Kusumoto is an executive officer of the Corporation and therefore is not an independent member of the Audit Committee.

Relevant Education and Experience

Mr. Tom Kusumoto. Mr. Kusumoto has served as director, president and CEO of the Corporation since December 2012. Mr. Kusumoto has over two decades experience in corporate finance and financial analysis in Canada and Europe. Mr. Kusumoto graduated with a Bachelor of Arts degree in Economics and a Bachelor of Commerce degree in Finance and has acted as a director and officer of numerous public companies in Canada and the United States.

Mr. Greg MacRae. Mr. MacRae is President of CSI Capital Solutions Inc. Mr. MacRae has over two and a half decades of experience with Canadian and US public companies as management and as a corporate board member. In addition, Mr. MacRae has over a decade of experience in the stock transfer and shareholder service industries.

Mr. Alex Blodgett. Mr. Blodgett is a principal in the management consulting company, BK Capital Co. Mr. Blodgett has over three decades of corporate finance experience in Canada, the United States and Asia. Mr. Blodgett was formerly a partner with Gordon Capital Corporation in Toronto and Vancouver, a Canadian investment and merchant banking company. In addition, Mr. Blodgett was the President of Gordon Capital's real estate research and consulting firm, which provided services to North American and Asian companies. Prior to his tenure with Gordon Capital, Mr. Blodgett was Vice President of Corporate Finance with Bankers Trust Company in New York, Dallas and Los Angeles, with emphasis on large-scale project financing and management leveraged buyouts.

Audit Committee Oversight

At no time since the commencement of the Corporation'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 Corporation's most recently completed financial year has the Corporation 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 such instrument.

Pre-approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as set out in the Audit Committee's charter attached hereto as Schedule "A".

External Auditor Service Fees (by category)

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

Fiscal Year Ending	Audit Fees (\$)	Audit-Related Fees (\$)	Tax Fees (\$)	All Other Fees (\$)
2013	48,000	Nil	4,500	Nil
2014	38,000	Nil	5,300	8,000

Exemption

The Corporation is relying on the exemption provided by Section 6.1 of NI 52-110 which exempts issuers from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of that instrument. As a result, the members of the Audit Committee are not required to be "independent" within the meaning of NI 52-110.

The text of the Audit Committee's charter is attached hereto as Schedule "A".

CORPORATE GOVERNANCE

Effective June 30, 2005, the securities regulatory authorities in Canada adopted National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and National Policy 58-201 – *Corporate Governance Guidelines* ("NP 58-201"). NP 58-201 provides a series of guidelines for effective corporate governance. The guidelines deal with such matters as the constitution and independence of corporate boards, their functions, the effectiveness and education of board members and other items dealing with sound corporate governance.

The Board believes that sound corporate governance practices are essential to the effective, efficient and prudent operation of the Corporation and to the enhancement of Shareholder value. The Board fulfils its mandate directly and through committees at regularly scheduled meetings or as required.

Board of Directors

The directors of the Corporation are responsible for managing and supervising the management of the business and affairs of the Corporation. Each year, the Board must review the relationship that each director has with the Corporation in order to satisfy themselves that the relevant independence criteria have been met.

Mr. Tom Kusumoto is an executive officer of the Corporation and is therefore not independent.

Mr. Alex Blodgett, Mr. Kenneth MacLeod and Mr. Greg MacRae are independent directors of the Corporation in that they are free from any interest which could reasonably interfere with their exercise of independent judgment as directors of the Corporation. Therefore, a majority of the Board is independent.

Directorships

All of the other reporting issuers of which the Corporation's current directors and proposed directors are also directors are listed below.

Mr. Tom Kusumoto is currently a director of North Group Finance Limited, which is listed on the TSX Venture Exchange.

Mr. Kenneth MacLeod is currently a director of Sonoro Metals Corp., which is listed on the TSX Venture Exchange.

Orientation and Continuing Education

The Corporation does not have a formal process of orientation and education for new members of the Board. The Corporation does, however, provide continuing education for its directors as such need arises.

Ethical Business Conduct

Each director, officer and employee in the exercise of his or her duties and responsibilities must act honestly and in good faith in the best interest of the Corporation and in compliance with applicable laws, rules and regulations.

In addition, the Board must comply with conflict of interest provisions in Canadian corporate law, including relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

Nomination of Directors

The Corporation has not constituted a nominating committee to propose new Board nominees. Nomination and review of potential new directors is reviewed by the complete Board and senior management.

Compensation

The Corporation has not constituted a compensation committee to discharge the Board's responsibilities relating to compensation of the Corporation's directors and officers. The Board periodically reviews compensation paid to its directors and officers.

Assessments

The Board is responsible for keeping management informed of its evaluation of the performance of the Corporation and its senior officers in achieving and carrying out the Board's established goals and policies, and is also responsible for advising management of any remedial action or changes which it may consider necessary. Additionally, directors are expected to devote the time and attention to the Corporation's business and affairs as necessary to discharge their duties as directors effectively.

APPOINTMENT OF AUDITORS

Management is proposing that the Shareholders re-appoint the firm of Dale Matheson Carr-Hilton Labonte LLP as the auditors of the Corporation, to hold office until the next annual meeting of shareholders or until their successor is appointed, and authorize the directors to fix their remuneration. Dale Matheson Carr-Hilton Labonte LLP have been the auditors of the Corporation since January 2014, when they replaced the previous auditors, KPMG LLP.

Prior to the replacement of KPMG LLP, there were no reportable disagreements between the Corporation and KPMG LLP and no qualified opinions or denials of opinions by KPMG LLP for the purposes of National Instrument 51-102 – *Continuous Disclosure Obligations*.

Management recommends, and the persons named in the accompanying Proxy intend to vote in favour of, the approval of the appointment of Dale Matheson Carr-Hilton Labonte LLP as the auditors for the ensuing year and to authorize the Board to fix their remuneration unless otherwise directed.

Dividends

The Corporation is not restricted from paying dividends. At this time, the Corporation does not anticipate paying dividends for the foreseeable future. Upon completing a sale of an investment or upon receipt of dividends on an investment, the Corporation anticipates that it will reinvest the proceeds in further investments in accordance with its investment policy.

Stock Option Plan

The Corporation has a stock option plan; however, the Corporation does not currently use it. See "Executive Compensation – Incentive Plan Awards". Under the plan, if a participant ceases employment or being a director, executive officer or service provider, the participant may exercise his or her options within 90 days of the date of termination of employment, directorship or contract. If the participant's employment has been terminated for cause, the options expire immediately. In the event of death, the options may be exercised on the earlier of the option's expiry time or one year from the date of death. In the event of retirement or permanent disability, the options may be exercised on the earlier of the option's expiry time or one year from the date retirement or permanent disability, subject to such shorter period as may be otherwise specified in a stock option agreement.

The plan restricts the maximum percentage of issued and outstanding Shares of the Corporation reserved for issuance to all Insiders, including securities issued under other security compensation plans, to 10% of the issued and outstanding Shares. It also restricts the maximum percentage of Shares issued pursuant to options to Insiders within a one-year period, including securities issued under other security compensation plans, to 10% of the issued and outstanding Shares. The plan also restricts the maximum percentage within a one-year period to any one Insider and the Insider's Associates to 2% of the outstanding Shares of the Corporation at the date of the grant, including securities issued under other security compensation plans. The maximum percentage of Shares that can be granted to any one participant, including securities issued under other security compensation plans, is restricted to 5% of the issued and outstanding Shares of the Corporation at the date of the grant.

Prior Sales

No securities of the Corporation have been issued within the 12 months before the date hereof.

Securities Subject to Escrow or Resale Restrictions

To the knowledge of management of the Corporation, no securities of the Corporation are currently held in escrow.

Legal Proceedings

Management knows of no legal proceedings, contemplated or actual, involving the Corporation, which could materially affect the Corporation.

Auditor, Transfer Agent and Registrar

The Corporation's auditor is of Dale Matheson Carr-Hilton Labonte LLP, 1500-1140 West Pender Street, Vancouver, British Columbia.

The Corporation's transfer agent and registrar is Computershare Investor Services Inc. in Vancouver, British Columbia.

Material Contracts

The Corporation has no material contracts.

Management Contracts

Management functions of the Corporation are generally performed by directors and executive officers of the Corporation and not, to any substantial degree, by any other Person to whom the Corporation has contracted.

OTHER BUSINESS

Management of the Corporation knows of no other matters to come before the Meeting other than as referred to in the Notice of Meeting. However, if any other matters which are not known to management of the Corporation shall properly come before the Meeting, the Proxy given pursuant to the solicitation by management of the Corporation will be voted on such matters in accordance with the best judgment of the persons voting the Proxy.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Shareholders may contact the Corporation to request copies of the Corporation's financial statements and MD&A by sending a written request to Suite 416 – 375 Water Street, Vancouver, British Columbia, V6B 5C6, Attention: Secretary. Financial information is provided in the Corporation's comparative financial statements for the financial year ended December 31st, 2014 and related Management Discussion & Analysis which are also available on SEDAR at www.sedar.com.

APPROVAL OF INFORMATION CIRCULAR

The undersigned hereby certifies that the contents and the sending of this Circular have been approved by the directors of the Corporation.

DATED at Vancouver, British Columbia, this 20th day of November, 2015.

**BY ORDER OF THE BOARD OF DIRECTORS OF
CHINOOK TYEE INDUSTRY LIMITED**

/s/ Tom Kusumoto

Mr. Tom Kusumoto
Chairman, Chief Executive Officer, President and Director

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

The Audit Committee is appointed by the Corporation's Board to assist the Board in monitoring: (1) the integrity of the financial statements of the Corporation; (2) the compliance by the Corporation with legal and regulatory requirements; and (3) the independence and performance of the Corporation's external auditors, which external auditors shall report directly to the Audit Committee.

The members of the Audit Committee shall meet the independence and experience requirements of applicable securities laws and any exchange or quotation system upon which the Corporation's securities are listed or quoted. The members of the Audit Committee shall be appointed by the Board.

The Audit Committee shall have the authority to retain independent legal, accounting or other consultants to advise the Committee as the Audit Committee determines necessary to carry out its duties and the Audit Committee shall have the authority to set and pay the compensation for any such advisors. The Audit Committee may request any officer or employee of the Corporation or the Corporation's outside counsel or independent auditor to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee.

The Audit Committee shall make regular reports to the Board.

The Audit Committee shall:

1. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
2. Review the annual audited financial statements, the interim financial statements, management's discussion and analysis with management and annual and interim earnings press releases, including major issues regarding accounting and auditing principles and practices as well as the adequacy of internal controls that could significantly affect the Corporation's financial statements. Such review must occur prior to the Corporation publicly disclosing any such information.
3. Ensure that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements.
4. Review an analysis prepared by management and the independent auditor of significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements, including an analysis of the effect of alternative GAAP methods on the Corporation's financial statements.
5. Review with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Corporation's financial statements.
6. Meet with management to review the Corporation's major financial risk exposures and the Corporation's internal controls.
7. Review major changes to the Corporation's internal controls and accounting principles and practices as suggested by the independent auditor, internal accounting or financial personnel or management.
8. Recommend to the Board the nomination and appointment of the independent auditor for the purposes of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, which independent auditor is ultimately accountable to the Audit Committee and the Board.
9. Review the experience and qualifications of the senior members of the independent auditor team, the audit procedures of the independent auditor and the rotation of the lead partner and reviewing partner of the independent auditor.
10. Approve the compensation to be paid to the independent auditor for audit services.

11. Pre-approve the retention of the independent auditor for all audit and any non-audit services, including tax services, and the fees for such non-audit services which are provided to the Corporation or its subsidiary entities.
12. Receive periodic reports from the independent auditor regarding the auditor's independence, discuss such reports with the auditor, consider whether the provision of non-audit services is compatible with maintaining the auditor's independence and, if so determined by the Audit Committee, recommend that the Board take appropriate action to satisfy itself of the independence of the auditor.
13. Evaluate together with the Board the performance of the independent auditor. If so determined by the Audit Committee, recommend that the Board replace the independent auditor.
14. Recommend to the Board guidelines for the Corporation's hiring of partners, employees and former partners and employees of the present and former independent auditor who were engaged on the Corporation's account.
15. Review the significant reports to management pertaining to the presentation and significant accounting policies of the Corporation's financial statements.
16. Obtain reports from management, the Corporation's senior accounting and financial personnel and the independent auditor that the Corporation and its subsidiaries are in conformity with applicable legal requirements, including disclosures of insider and affiliated party transactions.
17. Review with management and the independent auditor any correspondence with regulators or governmental agencies and any employee or anonymous complaints or published reports which raise material issues regarding the Corporation's financial statements or accounting policies.
18. Review with the independent auditor any problems or difficulties the auditor may have encountered and any disagreements between the independent auditor and management of the Corporation and any management letter provided by the auditor and the Corporation's response to that letter. Such review should include:
 - (a) Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information, and any disagreements with management;
 - (b) The internal accounting and financial responsibilities; and
 - (c) The investigation and implementation of the resolution of any disagreement between the independent auditor and the management of the Corporation.
19. Advise the Board with respect to the Corporation's policies and procedures regarding compliance with applicable laws and regulations.
20. Meet at least quarterly with the Chief Financial Officer and the independent auditor in separate executive sessions.
21. Establish a procedure for:
 - (a) The receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
 - (b) The confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Corporation's financial statements are complete and accurate and are in accordance with Canadian generally accepted accounting principles. This is the responsibility of management and the independent auditor. Nor is it the duty of the Audit Committee to conduct investigations, to resolve disagreements, if any, between management and the independent auditor or to assure compliance with laws and regulations.