

QUINSAM CAPITAL CORPORATION

NOTICE OF MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

WITH RESPECT TO

THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON JUNE 26, 2014

Dated May 16, 2014

QUINSAM CAPITAL CORPORATION

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual and special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Quinsam Capital Corporation (the “**Corporation**”) will be held at 390 Bay Street, Suite 806, Toronto, Ontario M5H 2Y2 on June 26, 2014 at 12:00 p.m. (Toronto time), for the following purposes:

1. to receive and consider the financial statements of the Corporation for the year ended December 31, 2013 and the report of the auditors thereon;
2. to appoint MNP LLP as the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
3. to elect the directors of the Corporation for the ensuing year;
4. To consider, and if deemed advisable, to adopt, with or without variation, a special resolution authorizing the reduction of the stated capital account of the common shares in the capital stock of the Corporation, as contemplated under subsection 38(1)(c) of the *Canada Business Corporations Act*, by \$1,531,009, as more as more particularly described in the accompanying management information circular of the Corporation dated May 16, 2014 (the “**Circular**”); and
5. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

An “**ordinary resolution**” is a resolution passed by at least a majority of the votes cast by Shareholders who voted in respect of that resolution at the Meeting while a “**special resolution**” is a resolution passed by a majority of not less than two-thirds of the votes cast by Shareholders who voted in respect of that resolution.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying Circular.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is May 16, 2014 (the “**Record Date**”). Shareholders whose names have been entered in the register of shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof. To be effective, the enclosed form of proxy must be mailed or faxed so as to reach or be deposited with Computershare Investor Services Inc. at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Attn: Proxy Department, Fax: 1.866.249.7775, prior to the Proxy Deadline, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof. Registered Shareholders shall also have the option to vote by telephone or via the internet, as more particularly described in the Circular. Information on how non-registered (or beneficial) Shareholders may cast their vote is also described in greater detail in the Circular.

DATED this 16th day of May, 2014.

**BY ORDER OF THE BOARD OF DIRECTORS OF
QUINSAM CAPITAL CORPORATION**

“*Roger Dent*”

Roger Dent
Chief Executive Officer and Director

GENERAL INFORMATION RESPECTING THE MEETING

Solicitation of Proxies

This Circular is furnished in connection with the solicitation of proxies by the management of Quinsam Capital Corporation (the “Corporation”) for use at the annual and special meeting (the “Meeting”) of the shareholders (the “Shareholders”) of the Corporation to be held at 12:00 p.m. (Toronto time) on June 26, 2014 at 390 Bay Street, Suite 806, Toronto, Ontario M5H 2Y2, for the purposes set forth in the accompanying Notice of Annual and Special Meeting of Shareholders. References in the Circular to the Meeting include any adjournment(s) or postponement(s) thereof. It is expected that the solicitation of proxies will be primarily by mail, however, proxies may also be solicited by the officers, directors and employees of the Corporation by telephone, electronic mail, telecopier or personally. These persons will receive no compensation for such solicitation other than their regular fees or salaries. The cost of soliciting proxies in connection with the Meeting will be borne directly by the Corporation.

The board of directors of the Corporation (the “Board”) has fixed the close of business on May 16, 2014 as the record date, being the date for the determination of the registered Shareholders entitled to receive notice of, and to vote at, the Meeting. All duly completed and executed proxies must be received by the Corporation’s registrar and transfer agent, Computershare Investor Services Inc. (“Computershare”), Attn: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Fax: 1.866.249.7775 or Tel: 1.866.732.8683 not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.

In this Circular, unless otherwise indicated, all dollar amounts “\$” are expressed in Canadian dollars.

Unless otherwise stated, the information contained in this Circular is as of May 16, 2014.

Voting of Proxies

The common shares in the capital stock of the Corporation (“Common Shares”) represented by the accompanying form of proxy (if same is properly executed and is received at the offices of Computershare at the address provided herein, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof), will be voted at the Meeting, and, where a choice is specified in respect of any matter to be acted upon, will be voted or withheld from voting in accordance with the specification made on any ballot that may be called for. **In the absence of such specification, proxies in favour of management will be voted in favour of all resolutions described below. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Annual and Special Meeting of Shareholders and with respect to other matters which may properly come before the Meeting.** At the time of printing of this Circular, management knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters that are not now known to management should properly come before the Meeting, the form of proxy will be voted on such matters in accordance with the best judgment of the named proxies.

How to Vote – Registered Shareholders

By Proxy

1. By telephone • 1-866-732 -VOTE (8683)
2. On the internet • www.investorvote.com
3. By mail • Computershare Investor Services Inc., 8th floor, 100 University Avenue, Toronto, Ontario M5J 2Y1
4. By fax • 1.866.249.7775

5. You may appoint another person or company as your proxyholder to go to the Meeting and vote your shares for you. This person does not have to be a Shareholder but must attend the Meeting.

The vote at the Meeting may be conducted by show of hands or by ballot.

Appointment of Proxies

The persons named in the enclosed form of proxy are officers and/or directors of the Corporation. **A Shareholder desiring to appoint some other person, who need not be a Shareholder, to represent him or her at the Meeting, may do so by inserting such person's name in the blank space provided in the enclosed form of proxy or by completing another proper form of proxy and, in either case, depositing the completed and executed proxy at the offices of Computershare, at the address provided herein, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof.**

A Shareholder forwarding the enclosed form of proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the Shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The Common Shares represented by the form of proxy submitted by a Shareholder will be voted in accordance with the directions, if any, given in the form of proxy.

To be valid, a form of proxy must be executed by a Shareholder or a Shareholder's attorney duly authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or, by a duly authorized officer or attorney.

Revocation of Proxies

A proxy given pursuant to this solicitation may be revoked at any time prior to its use. A Shareholder who has given a proxy may revoke the proxy by:

- (i) completing and signing a proxy bearing a later date and depositing it at the offices of Computershare, 8th floor, 100 University Avenue, Toronto, Ontario M5J 2Y1;
- (ii) depositing an instrument in writing executed by the Shareholder or by the Shareholder's attorney duly authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or, by a duly authorized officer or attorney either with Computershare 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 Chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment(s) or postponement(s) thereof; or
- (iii) in any other manner permitted by law.

Such instrument will not be effective with respect to any matter on which a vote has already been cast pursuant to such proxy.

Voting by Non-Registered Shareholders

Only registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. Most Shareholders are "non-registered" Shareholders ("**Non-Registered Shareholders**") because the Common Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Common Shares. Common Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary ("**Intermediary**") that the Non-Registered Shareholder deals with in respect of the Common Shares; or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. ("**CDS**")) of which the Intermediary is a participant. In accordance

with applicable securities law requirements, the Corporation will have distributed copies of the Notice of Annual and Special Meeting of Shareholders, this Circular, the form of proxy and a request card for interim and annual materials (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for distribution to Non-Registered Shareholders.

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

- (i) be given a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a “**voting instruction form**”) which the Intermediary must follow. Typically, the voting instruction form will consist of a one page pre-printed form. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Non-Registered Shareholders and asks Non-Registered 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 the shares to be represented at the Meeting. Sometimes, instead of the one page pre-printed form, the voting instruction form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label with a bar-code and other information. In order for this form of proxy to validly constitute a voting instruction form, the Non-Registered Shareholder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company. **A Non-Registered Shareholder who receives a voting instruction form cannot use that form to vote his or her Common Shares at the Meeting;** or
- (ii) be given a form of 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 Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and deposit it with Computershare at the address provided herein.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting, or any adjournment(s) or postponement(s) thereof, (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the voting instruction form and insert the Non-Registered Shareholder or such other person’s name in the blank space provided. **In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the voting instruction form is to be delivered.**

A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive Meeting Materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive Meeting Materials and to vote, which is not received by the Intermediary at least seven (7) days prior to the Meeting.

How to Vote – Beneficial Shareholders

By voting instruction form

1. Your nominee is required to ask for your voting instructions before the Meeting, and you should contact your nominee if you did not receive a request for voting instructions or a proxy form with this Circular.
2. As noted above, in most cases, you will receive a voting instruction form from your nominee, and you should provide your voting instructions in accordance with the directions on the form.
3. Less frequently, you will receive a proxy form signed by the nominee that is restricted as to the number of shares beneficially owned by you, but is otherwise incomplete. If you receive a proxy form, you should complete and return it in accordance with the directions on the proxy form to the Corporation, c/o Computershare Investor Services Inc., 8th floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, Fax: 1.866.249.7775.
4. To be valid for use at the Meeting, voting instruction forms and proxies must be received before 12:00 p.m. (Toronto time), Tuesday, June 24, 2014.

In person at the Meeting

1. The Corporation does not have access to the names or holdings of “objecting beneficial” owners of Common Shares.
2. Beneficial Shareholders can only vote shares in person at the Meeting if appointed as the proxyholder (you can do this by printing your name in the space provided on the voting instruction form provided by your nominee and submitting and returning it as directed on the form).
3. If appointed as proxyholder, a beneficial Shareholder will be asked to register his or her attendance at the Meeting and may vote at the Meeting on votes conducted by show of hands or by ballot.

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

Other than as disclosed herein, no director or executive officer of the Corporation who has held such position at any time since the beginning of the Corporation’s last financial year, each proposed nominee for election as a director of the Corporation, and associates or affiliates of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share capital of the Corporation consists of an unlimited number of Common Shares without par value. As at the date hereof, there are 23,777,660 Common Shares issued and outstanding.

Each Common Share entitles the holder thereof to one vote on all matters to be acted upon at the Meeting. The record date for the determination of Shareholders entitled to receive notice of the Meeting has been fixed at May 16, 2014 (the “**Record Date**”). All such holders of record of Common Shares on the Record Date are entitled either to attend and vote thereat in person the Common Shares held by them or, provided a completed and executed proxy shall have been delivered to the Corporation’s transfer agent, Computershare, within the time specified in the attached Notice of Annual and Special Meeting of Shareholders, to attend and to vote thereat by proxy the Common Shares held by them.

To the knowledge of the directors and executive officers of the Corporation, as of the date hereof, no person or company beneficially owns, controls or directs, directly or indirectly, voting securities of the Corporation carrying 10% or more of the voting rights attached to all outstanding Common Shares of the Corporation, other than as set out below:

Name of Shareholder	Number of Common Shares ⁽¹⁾⁽²⁾	Percentage of Common Shares ⁽¹⁾⁽²⁾
Roger Dent	8,500,000	35.8%

Notes:

- (1) The information as to Common Shares beneficially owned, controlled or directed, not being within the knowledge of the Corporation, has been obtained by the Corporation from publicly disclosed information and/or furnished by the Shareholder listed above.
- (2) On a non-diluted basis.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The purpose of this Compensation Discussion and Analysis is to provide information about the Corporation's executive compensation philosophy, objectives, and processes and to discuss compensation decisions relating to the Corporation's Chief Executive Officer, Chief Financial Officer, and, if applicable, its three most highly compensated individuals acting as, or in a like capacity as, executive officers of the Corporation whose total compensation for the most recently completed financial year was individually equal to more than \$150,000 (the "NEOs" or "Named Executive Officers"), during the Corporation's most recently complete financial year, being the financial year ended December 31, 2014 (the "Last Financial Year"). The only NEOs of the Corporation during the Last Financial Year were Roger Dent, the Chief Executive Officer of the Corporation, Bryan Knebel, the Chief Financial Officer of the Corporation and Roy Zanatta, the former President, Chief Executive Officer and Chief Financial Officer of the Corporation.

Compensation Committee

The compensation & nominating committee of the Board ("**Compensation & Nominating Committee**") is currently comprised of three directors, namely Michael Newman (Chairman), Roger Dent and Mark Steinley, all of whom are independent within the meaning of Canadian Securities Administrator's National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**") other than Roger Dent, who is an officer of the Corporation.

The Compensation & Nominating Committee's purpose is, among other things, to: (i) review and make recommendations to the Board at least annually regarding the Corporation's remuneration and compensation policies, including short and long-term incentive compensation plans and equity-based plans, bonus plans, pension plans (if any), executive stock option plans (including the Corporation's incentive stock option plan) and grants, and benefit plans; (ii) have the sole authority to retain and terminate any compensation consultant to assist in the evaluation of director compensation, including sole authority to approve fees and other terms of the retention; (iii) review and approve at least annually all compensation arrangements with the senior executives of the Corporation; (iv) review and approve at least annually all compensation arrangements with the directors of the Corporation; and (v) review the executive compensation sections disclosed in the Corporation's management proxy circular distributed to the Shareholders in respect of the Corporations annual meetings of Shareholders.

Compensation Process

The Board relies on the knowledge and experience of the directors thereon and the members of the Compensation & Nominating Committee to set appropriate levels of compensation for senior officers. Neither the Corporation nor the Board, nor the Compensation & Nominating Committee, currently has any contractual arrangement with any executive compensation consultant who has a role in determining or recommending the amount or form of senior officer compensation.

The Compensation & Nominating Committee reviews the various elements of the NEOs' compensation in the context of the total compensation package (including salary, consulting fees and prior awards under the Corporation's stock option plan) and recommends to the Board the NEOs' compensation packages. The Compensation & Nominating Committee's recommendations regarding NEO compensation are presented to the independent members of the Board for their consideration and approval.

Principles/Objectives of the Compensation Program

The primary goal of the Corporation's executive compensation program is to attract, motivate and retain top quality individuals at the executive level. The program is designed to ensure that the compensation provided to the Corporation's senior officers is determined with regard to the Corporation's business strategy and objectives and financial resources, and with the view of aligning the financial interests of the senior officers with the financial interests of the shareholders of the Corporation.

Compensation Program Design and Analysis of Compensation Decisions

Standard compensation arrangements for the Corporation's senior officers are composed of the following elements, which are linked to the Corporation's compensation and corporate objectives as follows:

Compensation Element	Link to Compensation Objectives	Link to Corporate Objectives
Base Salary and/or Consulting Fees	Attract and Retain	Competitive pay ensures access to skilled employees necessary to achieve corporate objectives.
Stock Options	Motivate and Reward Align interests with shareholders	Long-term incentives motivate and reward senior officers to increase shareholder value by the achievement of long-term corporate strategies and objectives.

Performance and Compensation

The Corporation is an exploration stage mining company and does not expect to be generating revenues from operations in the foreseeable future. As a result, the use of traditional performance standards such as corporate profitability is not considered by the Board or Compensation Committee to be appropriate in the evaluation of corporate or NEO performance. The compensation of senior officers is based, in part, on trends in the mineral exploration industry as well as achievement of the Corporation's business plans. The Board did not establish any quantifiable criteria during the Last Financial Year with respect to base compensation payable or the amount of equity compensation granted to NEOs and did not benchmark against a peer group of companies.

Base Salaries and Consulting Fees

The Corporation is currently determining an appropriate compensation package with the aim of providing senior officers with base salaries or consulting fees which represent their minimum compensation for services rendered, or expected to be rendered. NEOs' base compensation will depend on the scope of their experience, responsibilities, leadership skills, performance, length of service, generally industry trends and practices competitiveness, and the Corporation's existing financial resources. Base salaries will be reviewed annually by the Compensation & Nominating Committee. During the Last Financial Year the Corporation did not pay a base salary or consulting fee to any of its NEOs or senior officers.

Stock Options

The grant of options pursuant to the Corporation's stock option plan is an integral component of the compensation arrangements of the senior officers of the Corporation. The Board believes that the grant of options to senior officers and common share ownership by such officers serves to motivate such officers to strive towards achievement of the Corporation's long-term strategic objectives, which will benefit all shareholders of the Corporation. Options are awarded to employees of the Corporation by the Board, based on the recommendations of the Compensation Committee. Decisions with respect to options granted are based upon the individual's level of responsibility and their contribution towards the Corporation's goals and objectives, and additionally may be awarded in recognition of the achievement of a particular goal or extraordinary service. The Board considers the overall number of options that are outstanding relative to the number of outstanding Common Shares in determining whether to make any new grants of options and the size of such grants. During the Last Financial Year, the Board granted 450,000 stock options to purchase Common Shares.

Summary Compensation Table

The following tables provides information for the Last Financial Year and the years ended December 31, 2012 and December 31, 2011 regarding compensation earned by each of the following NEOs:

Name and principal position	Year Ended December 31	Salary (\$)	Share-based awards (\$)	Option-based awards ⁽⁴⁾ (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Roger Dent ⁽¹⁾ Chief Executive Officer	2013	Nil	Nil	4,990	Nil	Nil	Nil	Nil	4,990
	2012	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2011	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Bryan Knebel ⁽²⁾ Chief Financial Officer	2013	Nil	Nil	2,495	Nil	Nil	Nil	Nil	2,495
	2012	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2011	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Roy Zanatta ⁽³⁾ Former President, Chief Executive Officer and Chief Financial Officer	2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2012	Nil	Nil	Nil	Nil	Nil	Nil	134,975 ⁽⁵⁾	134,975
	2011	Nil	Nil	Nil	Nil	Nil	Nil	142,223 ⁽⁵⁾	142,223

Notes:

- (1) Mr. Dent was appointed Chief Executive Officer of the Corporation effective October 29, 2013.
- (2) Mr. Knebel was appointed Chief Financial Officer of the Corporation effective October 18, 2013.
- (3) Mr. Zantta resigned as President, Chief Executive Officer and Chief Financial Officer of the Corporation effective October 18, 2013.
- (4) On October 29, 2013, the Corporation granted 450,000 options to a number of its directors, officers and consultants with an exercise price of \$0.10 and an expiry date of October 29, 2018, of which Mr. Dent received 100,000 options and Mr. Knebel received 50,000 options. The fair value of these options at the date of grant was estimated using the Black-Scholes valuation model with the following assumptions: a five (5) year expected term; 132% volatility; risk-free interest rate of 1.70% per annum; and a dividend rate of 0%.
- (5) A company controlled by Mr. Zanatta charged such amounts in respect management and administration services during the years ended December 31, 2011 and 2012.

Incentive Plan Awards

The following table provides information regarding the incentive plan awards for each NEO outstanding as of December 31, 2013.

Outstanding Share Awards and Option Awards

Name	Option-based Awards				Share-based Awards	
	Number of Common Shares underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share awards that have not vested (\$)
Roger Dent	100,000	0.10	October 29, 2018	2,000	N/A	N/A
Bryan Knebel	50,000	0.10	October 29, 2018	1,000	N/A	N/A
Roy Zanatta	Nil	N/A	N/A	N/A	N/A	N/A

Note:

- (1) Aggregate dollar amount of in-the-money unexercised options held as at December 31, 2013. This figure is computed based on the difference between the market value of the Common Shares on the Canadian Securities Exchange (“CSE”) as at December 31, 2013 and the exercise price of the option. The closing price of the Common Shares on the CSE on December 31, 2013 was \$0.12.

Incentive Plan Awards – Value Vested or Earned During the Year

Name	Option-based awards – Value vested during the year⁽¹⁾ (\$)	Share-based awards – Value vested (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Roger Dent	Nil	N/A	N/A
Bryan Knebel	Nil	N/A	N/A
Roy Zanatta	N/A	N/A	N/A

Note:

- (1) Aggregate dollar value that would have been realized if the options had been exercised on the vesting date (computed based on the difference between the market price of the Common Shares and the exercise price of the options on the vesting date).

Pension Plan Benefits

As at the date of this Circular, the Corporation does not have any pension plans.

Termination and Change of Control Benefits

As at the date of this Circular, there are no agreements, compensation plans, contracts or arrangements whereby a NEO is entitled to receive payments from the Corporation in the event of the resignation, retirement or other termination of the NEO’s employment with the Corporation, change of control of the Corporation or a change in the NEO’s responsibilities following a change in control.

Director Compensation

The Board determines the level of compensation for directors based on recommendations from the Compensation & Nominating Committee. The Board reviews directors’ compensation as needed, taking into account time commitment, risks and responsibilities to ensure that the amount of compensation adequately reflects the responsibilities and risks of being a director and makes adjustments as deemed necessary.

As of the date hereof, the Board has not adopted a cash compensation program for its directors with respect to general director’s duties, meeting attendance, or for additional service on Board committees. Directors are also reimbursed for all reasonable out-of-pocket expenses incurred in attending Board, committee or Shareholder meetings and otherwise incurred in carrying out their duties as directors of the Corporation.

Directors may receive option grants as determined by the Board pursuant to the Corporation’s incentive stock option plan. The exercise price of such options is determined by the Board, but shall in no event be less than the market price of the Common Shares at the time of the grant of the options.

Director Compensation Table

The following table provides information regarding compensation paid to the Corporation's directors, other than the NEOs, during the financial year ended December 31, 2013:

Name ⁽¹⁾	Fees earned (\$)	Share-based awards (\$)	Option-based awards ⁽³⁾ (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Eric Szustak	Nil	Nil	7,485	Nil	Nil	Nil	7,485
Michael Newman ⁽²⁾	Nil	Nil	2,495	Nil	Nil	Nil	2,495
Mark Steinley	Nil	Nil	2,495	Nil	Nil	Nil	2,495
Bryan Beer ⁽²⁾	500	Nil	Nil	Nil	Nil	Nil	500
TOTALS	500	Nil	12,475	Nil	Nil	Nil	12,975

Notes:

- (1) Messrs. Dent and Zantta were directors and Named Executive Officers during the Last Financial Year. Any compensation received by them in their capacities as directors of the Corporation is reflected in the Summary Compensation Table for the Named Executive Officers.
- (2) Mr. Newman was appointed, and Mr. Beer resigned, as a director of the Corporation effective October 18, 2013.
- (3) On October 29, 2013, the Corporation granted 450,000 options to a number of its directors, officers and consultants with an exercise price of \$0.10 and an expiry date of October 29, 2018, of which Messrs. Szustak, Newman and Steinley received 150,000, 50,000 and 50,000 options, respectively. The fair value of these options at the date of grant was estimated using the Black-Scholes valuation model with the following assumptions: a five (5) year expected term; 132% volatility; risk-free interest rate of 1.70% per annum; and a dividend rate of 0%.

Incentive Plan Awards

The following table provides information regarding the incentive plan awards for each director outstanding as of December 31, 2013:

Outstanding Share Awards and Options Awards

Name ⁽¹⁾	Option-based Awards				Share-based Awards	
	Number of Securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽²⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Eric Szustak	150,000	0.10	Oct. 29, 2018	3,000	N/A	N/A
Michael Newman	50,000	0.10	Oct. 29, 2018	1,000	N/A	N/A
Mark Steinley	50,000	0.10	Oct. 29, 2018	1,000	N/A	N/A
Bryan Beer	N/A	N/A	N/A	N/A	N/A	N/A

Notes:

- (1) Messrs. Dent and Zanatta were directors and Named Executive Officers during the Last Financial Year. Any compensation received by

then in their capacities as directors of the Corporation is reflected in the Summary Compensation Table for the Named Executive Officers.

- (2) Aggregate dollar amount of in-the-money unexercised options held as at December 31, 2013. This figure is computed based on the difference between the market value of the Common Shares on the CSE as at December 31, 2013 and the exercise price of the option. The closing price of the Common Shares on the CSE on December 31, 2013 was \$0.12.

The following table provides information regarding the value vested or earned on incentive plan awards for each director during the Last Financial Year:

Incentive Plan Awards – Value Vested or Earned During the Year

Name⁽¹⁾	Option awards – Value vested during the year⁽²⁾ (\$)	Share awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Eric Szustak	Nil	N/A	Nil
Michael Newman	Nil	N/A	Nil
Mark Steinley	Nil	N/A	Nil
Bryan Beer	N/A	N/A	N/A

Notes:

- (1) Messrs. Dent and Zanatta were directors and Named Executive Officers during the Last Financial Year. Any compensation received by then in their capacities as directors of the Corporation is reflected in the Summary Compensation Table for the Named Executive Officers.
- (2) Aggregate dollar value that would have been realized if the options had been exercised on the vesting date (computed based on the difference between the market price of shares at exercise and the exercise price of the options on the vesting date).

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Stock Option Plan

The Corporation adopted an incentive stock option plan dated April 20, 2004, and amended effective November 23, 2006 (the “**Plan**”). Shareholders ratified and approved the Plan on June 29, 2007. The Plan is the Corporation’s only equity compensation plan. As of the date of this Circular, the Corporation has 450,000 options outstanding to purchase Common Shares.

The Plan is a rolling stock option plan, under which 10% of the outstanding Common Shares at any given time are available for issuance thereunder. The exercise price of each option may not be less than the market price of the Common Shares as calculated on the date of grant less an applicable discount. The options can be granted for a maximum term of five (5) years and vesting periods are determined by the Board. The purpose of the Plan is to advance the interests of the Corporation by (i) providing certain employees, officers, directors or consultants of the Corporation (collectively, the “**Optionees**”) with additional performance incentives; (ii) encouraging Common Share ownership by the Optionees; (iii) increasing the proprietary interest of the Optionees in the success of the Corporation; (iv) encouraging the Optionees to remain with the Corporation; and (v) attracting new employees, officers, directors and consultants to the Corporation.

Equity Compensation Plan Information

The following table provides details of the equity securities of the Corporation authorized for issuance as of the financial year ended December 31, 2013 pursuant to the Corporation's equity compensation plan currently in place:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))⁽¹⁾
Equity compensation plans approved by securityholders	450,000	\$0.10	1,927,766
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	450,000 ⁽²⁾		1,927,766

Notes:

(1) Based on a total of 2,377,766 stock options issuable pursuant to the Plan as at the date hereof.

(2) Representing approximately 3.1% of the issued and outstanding Common Shares as at December 31, 2013.

MATTERS TO BE ACTED UPON

Appointment of Auditors

MNP LLP ("MNP") are the independent registered certified auditors of the Corporation. Dale, Matheson, Carr-Hilton, Labonte, Chartered Accountants ("DMCL"), the former independent certified auditors of the Corporation, were replaced by MNP as the independent registered certified auditors of the Corporation effective January 7, 2014. MNP audited the financial statements of the Corporation for the Last Financial Year.

Management now proposes that the appointment of MNP, effective January 7, 2014, be ratified and that MNP be appointed as the Corporation's auditors to hold office until the next annual meeting of Shareholders, at a remuneration to be fixed by the Board.

DMCL has been informed that their appointment as auditors of the Corporation will not be proposed to the Shareholders. On the recommendation of the Audit Committee, the Board approved a proposal to engage the accounting firm of MNP as auditors for the Corporation for the 2013 fiscal year and beyond.

During DMCL's appointment, there were no disagreements with DMCL on any matter of accounting principles or practices, financial statement disclosure, auditing scope or procedure, or any reportable events. DMCL did not have any reservation in their auditor's report for the financial statements of the Corporation for the previously completed fiscal year or for any period subsequent thereto for which an audit report was issued and preceding the termination of DMCL.

Attached to this Circular as Schedule "B" is the "reporting package" as such term is defined in Canadian Securities Administrator's National Instrument 51-102 – *Continuous Disclosure Obligations* that has been filed with the requisite securities regulatory authorities.

Unless the Shareholder has specifically instructed in the enclosed form of proxy that the Common Shares represented by such proxy are to be withheld or voted otherwise, the persons named in the accompanying proxy will vote FOR the appointment and ratification of MNP as auditors of the Corporation to hold office until the next annual meeting of Shareholders or until a successor is appointed and to authorize the Board to fix the remuneration of the auditors.

Election of Directors

At the Meeting, the following four (4) persons named hereunder will be proposed for election as directors of the Corporation. Management does not contemplate that any of the nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, it is intended that discretionary authority shall be exercised by the persons named in the accompanying proxy to vote the proxy for the election of any other person or persons in place of any nominee or nominees unable to serve. Each director elected will hold office until the close of the next annual meeting of Shareholders, or until his successor is duly elected unless prior thereto he resigns or his office becomes vacant by reason of death or other cause.

Shareholders have the option to (i) vote for all of the directors of the Corporation listed in the table below; (ii) vote for some of the directors and withhold for others; or (iii) withhold for all of the directors. **Unless the Shareholder has specifically instructed in the enclosed form of proxy that the Common Shares represented by such proxy are to be withheld or voted otherwise, the persons named in the accompanying proxy will vote FOR the election of each of the proposed nominees set forth below as directors of the Corporation.**

The following table, among other things, sets forth the name of all persons proposed to be nominated for election as directors, their place of residence, position held, and periods of service with, the Corporation, or any of its affiliates, their principal occupations and the approximate number of Common Shares of the Corporation beneficially owned, controlled or directed, directly or indirectly, by them.

Name, Province or State and Country of Residence	Date First Became a Director	Present Principal Occupation and Positions Held During the Preceding Five Years	Number of Common Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Direction is Exercised⁽¹⁾
Roger Dent ⁽³⁾⁽⁴⁾ <i>Ontario, Canada</i>	October 29, 2013	Portfolio manager with Matrix Fund Management Inc.	8,500,000
Eric Szustak ⁽²⁾ <i>Ontario, Canada</i>	June 27, 2013	Chief Financial Officer, Castle Resources Inc.	1,417,200
Michael Newman ⁽²⁾⁽³⁾⁽⁴⁾ <i>Ontario, Canada</i>	October 18, 2013	Managing Director of Adevam Investments Inc. and Boardwalk Capital Inc.	400,000
Mark Steinley ⁽²⁾⁽³⁾⁽⁴⁾ <i>Oregon, United States</i>	March 23, 2004	Managing Partner, BKM Capital LLC, President of Microtec Innovations Inc. and Director at ABB Equity Ventures.	200,000

Notes:

- (1) The information with respect to the Common Shares beneficially owned, controlled or directed is not within the direct knowledge of the Corporation and has been furnished by the respective individuals.
- (2) Member of the Audit Committee. Michael Newman is the Chairman.
- (3) Member of the Compensation & Nominating Committee. Michael Newman is the Chairman.
- (4) Member of the Corporate Governance Committee. Michael Newman is the Chairman.

As a group, the proposed directors beneficially own, control or direct, directly or indirectly, 10,517,200 Common Shares, representing approximately 44.2% of the issued and outstanding Common Shares as of the date hereof.

Roger Dent – Mr. Dent has been involved in the Canadian financial markets for over 25 years and has extensive experience in “small cap” evaluation and investment. Most recently, he was a noted portfolio manager with Matrix Fund Management Inc., where he guided the Matrix Small Companies Fund and the Matrix Strategic Small Cap Fund. Previously, he was Vice Chairman of one of Canada’s largest independent investment dealers.

Michael Newman – Mr. Newman has over 35 years of senior management and public company experience. Mr. Newman is currently the interim Chairman of Gensource Capital Corporation and a member of the Independent Review Committee of Energy Income Fund and Citadel Income Fund. Mr. Newman also serves on the Board of Directors of China Green Star Agricultural Corporation (TSX-V: GRE), Leo Acquisitions Corp. (TSX-V: LEQ) and AH Capital Corp. Mr. Newman is the founder, and from 1997 to 2009 was the President and CEO of InterRent Estate Investment Trust. He is the Managing Director of two family owned merchant banks, Boardwalk Capital Inc. and Adevam Investments Inc.

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No individual set forth in the above table is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that:

- (a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued while such individual was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after such individual ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while such proposed director was acting in the capacity as director, chief executive officer or chief financial officer.

No individual set forth in the above table (or any personal holding company of any such individual) is, as of the date of this Circular, or has been within ten (10) years before the date of this Circular, a director or executive officer of any company (including the Corporation) that, while such individual 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.

No individual as set forth in the above table (or any personal holding company of any such individual) has, within the ten (10) years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such individual.

No individual set forth in the above table (or any personal holding company of any such individual) 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 investor in making an investment decision.

Elimination of Accumulated Deficit by Reduction of Stated Capital

General

Pursuant to subsection 38(1) of the *Canada Business Corporations Act* (“CBCA”), a company may reduce the stated capital of any class of its shares for any purpose, including a reduction of the stated capital account of a class of

shares by an amount which does not exceed the stated capital of that class if the company believes that the amount of the stated capital of the class is not represented by the value of the company's realizable assets.

The Shareholders must authorize a reduction in the stated capital account of any class of shares. Therefore, in order to reduce the stated capital of the Common Shares, the Corporation must:

1. obtain a special resolution of Shareholders (which special resolution must be approved by not less than sixty-six and two-thirds percent (66 $\frac{2}{3}$ %) of the votes cast by the Shareholders of the Corporation who vote in respect of the special resolution either in person or by proxy at the Meeting) approving the reduction in stated capital; and
2. have reasonable grounds for believing that (i) the Corporation is, or would, after the reduction in stated capital be, able to pay its liabilities as they become due, and (ii) the realizable value of the Corporation's assets would thereby be equal to or greater than the aggregate of the Corporation's liabilities.

Background and Reasons for the Reduction of Stated Capital

Generally, the stated capital of a class or series of shares is the amount paid to the company in consideration of the issuance of the shares of that class or series. As at December 31, 2013, the Corporation had stated capital of \$2,311,107 and an accumulated deficit of \$1,531,009.

Under the provisions of the *CBCA*, a company is prohibited from taking certain actions, including purchasing its own shares and declaring or paying dividends on its shares, if, among other things, there are reasonable grounds for believing that the realizable value of the corporation's assets would thereby be less than the aggregate of its liabilities and stated capital of all classes of shares.

Based on the Board's assessment of the Corporation's financial requirements and the value of its net realizable assets, the Board determined that the Corporation should reduce the stated capital account of the Common Shares. The purpose of reducing the stated capital of the Corporation and the subsequent elimination of the accumulated deficit through an offsetting entry (the "**Deficit Elimination**") by the Corporation is mainly to recognize significant management changes from October, 2013 and a shift in the Corporation's business practices beginning in the last quarter of fiscal 2013, which is now geared to invest in undervalued companies in the small cap market space. The deficit was almost entirely accumulated during the implementation of Corporation's pre-existing business model and as such the Deficit Elimination will more accurately reflect, upon review and analysis of future financial statements, the current business and affairs of the Corporation. In order to better reflect the Corporation's actual capitalization and Shareholders' equity, the Board wishes to reduce the stated capital of the Corporation by an amount equal to the accumulated deficit of the Corporation as shown on its balance sheet as at December 31, 2013 and has therefore agreed to reduce the stated capital account by \$1,531,009 (the "**Stated Capital Reduction Amount**") which reduction would give the Board the necessary flexibility in managing the Corporation's capital structure on a go-forward basis and address the limitations under the *CBCA* noted above. The Stated Capital Reduction Amount is the maximum amount that may be taken at this time under the law due to the restriction that a company cannot reduce its stated capital below zero.

The reduction of the Corporation's stated capital will not result in the return of any capital to the Shareholders nor will any creditors of the Corporation be prejudiced as a result of the reduction of the Corporation's stated capital. There may be future tax consequences relating to the reduction of stated capital in certain circumstances. Shareholders are advised to seek independent tax advice.

Management and the Board have reviewed the implications of the Deficit Elimination with the Corporation's auditors and have recommended that the Corporation request authorization from its Shareholders to proceed with the Deficit Elimination.

The Shareholders will be asked to consider and, if deemed advisable, to authorize and approve a special resolution in the form set out below, approving the Deficit Elimination (the "**Deficit Elimination Resolution**").

Shareholder Approval Authorizing the Deficit Elimination

Shareholders will be asked to consider and, if deemed advisable, to authorize and approve the Deficit Elimination Resolution. Pursuant to the provisions of the CBCA, in order to be effective, the Deficit Elimination Resolution must be approved by 66⅔% of the votes cast in respect thereof by Shareholders present in person or by proxy at the Meeting.

Unless the Shareholder has specifically instructed in the enclosed form of proxy that the Common Shares represented by such proxy are to be voted against the Deficit Elimination Resolution, the persons named in the accompanying proxy will vote FOR the Deficit Elimination Resolution.

The following is the text of the Deficit Elimination Resolution which will be put forward for approval by the Shareholders at the Meeting:

“BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. pursuant to the provisions of Section 38 of the CBCA, the Corporation is authorized to reduce the stated capital of the Corporation by up to an amount equal to the accumulated deficit of the Corporation as shown on its balance sheet as at December 31, 2013, being \$1,531,009;
2. any director or officer of the Corporation be, and such director or officer of the Corporation hereby is, authorized, instructed and empowered, acting for, in the name of and on behalf of the Corporation, to do or to cause to be done all such other acts and things in the opinion of such director or officer of the Corporation as may be necessary or desirable in order to fulfill the intent of this foregoing resolution; and
3. notwithstanding that this resolution has been duly passed by the Shareholders, the Board is hereby authorized and empowered, if it decides not to proceed with this resolution, to revoke the Deficit Elimination in whole or in part at any time prior to it being given effect without further notice to, or approval of, the Shareholders.”

Other Matters

Management of the Corporation knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting accompanying this Circular. However, if any other matter properly comes before the Meeting, the form of proxy furnished by the Corporation will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

STATEMENT OF CORPORATE GOVERNANCE

Board of Directors

The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Corporation. The Board is committed to a high standard of corporate governance practices. The Board believes that this commitment is not only in the best interest of the Shareholders, but that it also promotes effective decision making at the Board level.

NI 58-101 defines an “independent director” as a director who has no direct or indirect “material relationship” with the issuer. A “material relationship” is as a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a member’s independent judgment. The Board maintains the exercise of independent supervision over management by ensuring that the majority of its directors are independent.

The Board is currently comprised of four (4) directors being Roger Dent, Eric Szustak, Michael Newman and Mark Steinley. Messrs. Newman and Steinley are independent within the meaning of NI 58-101. Messrs. Dent and Szustak are not independent as they are both officers of the Corporation and thereby have a “material relationship” with the Corporation.

The Board believes that it functions independently of management and reviews its procedures on an ongoing basis to ensure that it is functioning independently of management. The Board meets without management present, as circumstances require. When conflicts arise, interested parties are precluded from voting on matters in which they may have an interest. In light of the suggestions contained in National Policy 58-201 – *Corporate Governance Guidelines*, the Board convenes meetings, as deemed necessary, of the independent directors, at which non-independent directors and members of management are not in attendance.

Other Public Company Directorships

The following member of the Board currently holds a directorship in another reporting issuer as set forth below:

Name of Director	Name of Reporting Issuer	Market
Roger Dent	Quia Resources Inc.	TSX-V
	California Nanotechnologies Corp.	TSX-V
Michael Newman	Augustine Ventures Inc.	CSE
	Leo Acquisitions Corp.	TSX-V
	GreenStar Agricultural Corp.	TSX-V

Orientation and Continuing Education of Board Members

The Board, together with the Compensation & Nominating Committee is responsible for providing a comprehensive orientation and education program for new directors which fully sets out:

- the role of the Board and its committees;
- the nature and operation of the business of the Corporation; and
- the contribution which individual directors are expected to make to the Board in terms of both time and resource commitments.

In addition, the Board, together with the Compensation & Nominating Committee, is also responsible for providing continuing education opportunities to existing directors so that individual directors can maintain and enhance their abilities and ensure that their knowledge of the business of the Corporation remains current.

Ethical Business Conduct

In addition to those matters which, by law, must be approved by the Board, the approval of the Board is required for:

- the Corporation’s annual business plan and budget;
- material transactions not in the ordinary course of business; and
- transactions which are outside of the Corporation’s existing business.

To ensure the directors exercise independent judgment in considering transactions and agreements in which a director or officer has a material interest, all such matters are considered and approved by the independent directors. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors which evoke such a conflict.

The Corporation believes that it has adopted corporate governance procedures and policies which encourage ethical behaviour by the Corporation's directors, officers and employees.

Nomination of Directors

The Compensation & Nominating Committee holds the responsibility for the appointment and assessment of directors.

The Compensation & Nominating Committee seeks to achieve a balance of knowledge, experience and capability among the members of the Board. When considering candidates for director, the Compensation & Nominating Committee takes into account a number of factors, including the following (although candidates need not possess all of the following characteristics and not all factors are weighted equally):

- Personal qualities and characteristics, accomplishments and reputation in the business community;
- Current knowledge and contacts in the countries and/or communities in which the Corporation does business and in the Corporation's industry sectors or other industries relevant to the Corporation's business; and
- Ability and willingness to commit adequate time to Board and committee matters, and be responsive to the needs of the Corporation.

The Board will periodically assess the appropriate number of directors on the Board and whether any vacancies on the Board are expected due to retirement or otherwise. If vacancies are anticipated, or otherwise arise, or the size of the Board is expanded, the Compensation & Nominating Committee will consider various potential candidates for director. Candidates may come to the attention of the Compensation & Nominating Committee through current directors or management, stockholders or other persons. These candidates will be evaluated at regular or special meeting of the Compensation & Nominating Committee, and may be considered at any point during the year.

Compensation

The Compensation & Nominating Committee assists the Board in its oversight role with respect to (i) the Corporation's global human resource strategy, policies and programs, and (ii) all matters relating to the proper utilization of human resources within the Corporation, with special focus on management succession, development and compensation.

The Compensation & Nominating Committee:

- reviews and makes recommendations to the Board at least annually regarding the Corporation's remuneration and compensation policies, including short and long-term incentive compensation plans and equity-based plans, bonus plans, pension plans (if any), executive stock option plans including the Plan and grants and benefit plans;
- has sole authority to retain and terminate any compensation consultant to assist in the evaluation of director compensation, including sole authority to approve fees and other terms of the retention;
- reviews and approves at least annually all compensation arrangements with the senior executives of the Corporation;
- reviews and approves at least annually all compensation arrangements with the directors of the Corporation; and
- reviews the executive compensation sections disclosed in annual management proxy circular distributed to the shareholders in respect of the Corporation's annual meetings of Shareholders.

Other Board Committees

The Board has no standing committees other than the Audit Committee, the Compensation & Nominating Committee and the Corporate Governance Committee.

Assessments

The Board does not consider formal assessments useful given the stage of the Corporation's business and operations. However, the chairman of the Board meets annually with each director individually, which facilitates a discussion of his contribution and that of other directors. When needed, time is set aside at a meeting of the Board for a discussion regarding the effectiveness of the Board and its committees. If appropriate, the Board then considers procedural or substantive changes to increase the effectiveness of the Board and its committees. On an informal basis, the chairman of the Board is also responsible for reporting to the Board on areas where improvements can be made. Any agreed upon improvements required to be made are implemented and overseen by the Nominating Committee. A more formal assessment process will be instituted as, if, and when the Board considers it to be necessary.

AUDIT COMMITTEE INFORMATION

The Audit Committee's Charter

The directors of the Corporation have adopted a Charter for the Audit Committee, which sets out the Audit Committee's mandate, organization, powers and responsibilities. The full text of the Audit Committee Charter is attached hereto as Appendix "A" to this Circular.

Composition of the Audit Committee

The members of the Audit Committee are Michael Newman (Chairman), Mark Steinley and Eric Szustak. Messrs. Newman and Steinley are independent (as defined in National Instrument 52-110 – *Audit Committees* ("NI 52-110") adopted by the Canadian Securities Administrators), while Mr. Szustak is not independent as he is an officer of the Corporation, and all members are financially literate (as defined in NI 52-110).

Name of Member	Independent⁽¹⁾	Financially Literate⁽²⁾
Michael Newman (Chair)	Yes	Yes
Mark Steinley	Yes	Yes
Eric Szustak	No	Yes

Notes:

- (1) To be considered independent, a member of the Audit Committee must not have any direct or indirect "material relationship" with the Corporation. A "material relationship" is a relationship which could, in the view of the board of directors of the Corporation, be reasonably expected to interfere with the exercise of a member's independent judgment.
- (2) To be considered financially literate, a member of the Committee must have 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 Corporation's financial statements.

Relevant Education and Experience

Mr. Newman has over 35 years of public markets background and experience as an officer and director of a number of TSX and TSX-V listed companies.

Mr. Steinley has an M.B.A. degree from the Marriott School of Management at Brigham Young University and has over 10 years' experience in finance, venture capital and the energy industry.

Mr. Szustak is a CPA, CA with over 28 years of financial service, business development, marketing, accounting, and CFO experience. Mr. Szustak has worked at both small and large accounting firms advising a wide range of businesses. Mr. Szustak holds a B.A. Honors Chartered Accountant Studies and Economics from the University of Waterloo and received his Chartered Accountant designation in 1985.

Audit Committee Oversight

At no time during the Last Financial Year have any recommendations by the Audit Committee respecting the appointment and/or compensation of the external auditors of the Corporation not been adopted by the Board.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in its Charter.

External Auditor Services Fees (By Category)

The following table discloses the fees billed to the Corporation by its external auditor during the last two completed financial years:

Financial Year Ending	Audit Fees ⁽¹⁾	Audit Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees ⁽⁴⁾
December 31, 2013	\$7,500	Nil	Nil	Nil
December 31, 2012	\$9,000	Nil	900	Nil

Notes:

- (1) The aggregate fees billed for professional services rendered by the auditor for the audit of the Corporation's annual financial statements.
- (2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not disclosed in the "Audit Fees" column.
- (3) The aggregate fees billed for tax compliance, tax advice, and tax planning services.
- (4) No other fees were billed by the auditor of the Corporation other than those listed in the other columns.

Exemption

Since the Corporation is a "Venture Issuer" pursuant to NI 52-110 (its securities are not listed or quoted on any of the Toronto Stock Exchange, a market in the United States of America, or a market outside of Canada and the United States of America), it is exempt from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

During the year ended December 31, 2013, no director, executive officer or associate of any director or executive officer of the Corporation was indebted to the Corporation, nor were any of these individuals indebted to any other entity which indebtedness was the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Corporation, including under any securities purchase or other program.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Since the commencement of the Corporation's most recently completed financial year, no informed person of the Corporation, or any associate or affiliate of any informed person or nominee, has or had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or will materially affect the Corporation or any of its subsidiaries.

ADDITIONAL INFORMATION

Additional information relating to the Corporation may be found under the Corporation's profile on SEDAR at www.sedar.com. Inquiries including requests for copies of the Corporation's financial statements and management's

discussion and analysis for the year ended December 31, 2013 may be directed to the Corporation by telephone at 905.330.7948. Additional financial information is provided in the Corporation's comparative financial statements and management's discussion and analysis for the year ended December 31, 2013 which is also available on SEDAR.

APPROVAL

The contents of this Circular and the sending thereof to the Shareholders have been approved by the Board.

BY ORDER OF THE BOARD OF DIRECTORS

“Roger Dent”

Roger Dent
Chief Executive Officer and Director

APPENDIX “A” AUDIT COMMITTEE CHARTER

The Audit Committee Charter

Mandate

Role and Objectives

The Audit Committee (the “**Committee**”) is a committee of the board of directors (the “**Board**”) of Quinsam Capital Corporation (the “**Corporation**”) established for the purpose of overseeing the accounting and financial reporting process of the Corporation, the external audits of the consolidated financial statements of the Corporation and the relationship with the external auditor. In connection therewith, the Committee assists the Board in fulfilling its oversight responsibilities in relation to the Corporation's internal accounting standards and practices, financial information, accounting systems and procedures, financial reporting and statements and the nature and scope of the annual external audit. The Committee also recommends for Board approval the Corporation's audited annual and unaudited quarterly consolidated financial statements and other mandatory financial disclosure.

The Corporation's external auditor reports formally to the shareholders of the Corporation. The external auditor shall also present its more detailed audit findings (including any recommendations for improvements to accounting systems, procedures and internal controls) directly to the Committee. The Committee shall be directly responsible for overseeing the relationship with the external auditor. The Committee shall have such access to the external auditor as it considers necessary or desirable in order to perform its duties and responsibilities.

The objectives of the Committee are as follows:

1. to be satisfied with the credibility and integrity of financial reports;
2. to support the Board in meeting its oversight responsibilities in respect of the preparation and disclosure of financial reporting, including the consolidated financial statements of the Corporation;
3. to facilitate communication between the Board and the external auditor and, to receive on behalf of the Board the reports of the external auditor concerning the detailed findings of the external audit directly from the external auditor;
4. to be satisfied with the external auditor's independence and objectivity; and
5. to strengthen the role of independent directors by facilitating in-depth discussions between members of the Committee, management and the Corporation's external auditor.

Composition

1. Members of the Committee shall be appointed by the Board. Each member shall serve until his successor is appointed, unless he shall resign or be removed by the Board or he shall otherwise cease to be a director of the Corporation.
2. Each Committee member shall satisfy the financial literacy and experience requirements of applicable securities laws, any applicable stock exchange requirements or guidelines and any other applicable regulatory rules. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the full Board.

3. The Committee shall have access to such officers and employees of the Corporation and its subsidiaries and to such information respecting the Corporation and its subsidiaries and associates as it considers to be necessary or advisable in order to perform its duties and responsibilities.

Meetings

1. At all meetings of the Committee, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the matter will be referred to the Board for decision.
2. A quorum for meetings of the Committee shall be a majority of its members.
3. Meetings of the Committee shall be scheduled as it deems appropriate. The Committee may hold *in camera* sessions of the Committee, without management present, at every meeting.
4. The Committee shall report the results of meetings and reviews undertaken and any associated recommendations to the Board.
5. The Committee shall meet as it deems appropriate with the Corporation's external auditor, part or all of each such meeting to be in the absence of management.

Responsibilities

Review with management all interim consolidated financial statements of the Corporation and related financial reporting including Management's Discussion and Analysis and any earnings press releases (collectively "**Quarterly Financial Disclosure**") and, if thought fit, approve all Quarterly Financial Disclosure.

As discussed above, the Committee is established to assist the Board in fulfilling its oversight responsibilities with respect to the accounting and financial reporting processes of the Corporation and external audits of the Corporation's consolidated financial statements. In that regard, the Committee shall:

1. Satisfy itself on behalf of the Board with respect to the Corporation's internal control systems including identifying, monitoring and mitigating business risks as well as compliance with legal, ethical and regulatory requirements. The Committee shall also review with management, the external auditor and, if necessary, legal counsel, any litigation, claim or other contingency (including tax assessments) that could have a material effect on the financial position or operating results of the Corporation (on a consolidated basis), and the manner in which these matters may be, or have been, disclosed in the financial statements;
2. Review with management and the external auditor the annual consolidated financial statements of the Corporation, the reports of the external auditor thereon and related financial reporting, including Management's Discussion and Analysis and any earnings press releases (collectively, "**Annual Financial Disclosure**") prior to their public disclosure. This process should include, but not be limited to:
 - a. reviewing changes in accounting principles, or in their application, which may have a material impact on the current or future year's financial statements;
 - b. reviewing financial statements and all items raised by the external auditor, whether or not included in the financial statements; and
 - c. reviewing unresolved differences between the Corporation and the external auditor.

Following such review, the Committee shall recommend to the Board for approval all Annual Financial Disclosure;

3. Be satisfied 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, other than Annual Financial Disclosure or Quarterly Financial Disclosure, and shall periodically assess the adequacy of those procedures;

4. Review with management and recommend to the Board for approval any financial statements of the Corporation which have not previously been approved by the Board and which are to be included in a prospectus of the Corporation;
5. If the Corporation files an annual information form under applicable securities laws review with management and recommend to the Board for approval, the Corporation's annual information form;
6. With respect to the external auditor:
 - a. consider and make a recommendation to the Board as to the appointment or reappointment of the external auditor, being satisfied that such auditor is a participant in good standing pursuant to applicable securities laws;
 - b. review the terms of engagement of the external auditor, including the appropriateness and reasonableness of the auditor's fees, and make a recommendation to the Board as to the compensation of the external auditor;
 - c. when there is to be a replacement of the external auditor, review with management the reasons for such replacement and the information to be included in any required notice to securities regulators and recommend to the Board for approval the replacement of the external auditor along with the content of any such notice;
 - d. oversee the work of the external auditor in performing its audit or review services and oversee the resolution of any disagreements between management and the external auditor;
 - e. as may be required by applicable securities laws, either:
 - i. pre-approve all non-audit services to be provided by the external auditor to the Corporation (and its subsidiaries, if any), or, in the case of *de minimis* non-audit services, approve such non-audit services prior to the completion of the audit; or
 - ii. adopt specific policies and procedures for the engagement of the external auditor for the purposes of the provision of non-audit services; and
 - f. review and approve the hiring policies of the Corporation regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation;
7. Establish procedures 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; and
8. Engage independent counsel and other advisors as it determines necessary to carry out its duties and set and pay the compensation for any such advisors.

APPENDIX “B” REPORTING PACKAGE



Quinsam Capital Corporation

390 Bay Street, Suite 806
Toronto, Ontario M5H 2Y2

TO: Dale Matheson Carr-Hilton Labonte LLP, Chartered Accountants

AND TO: MNP LLP, Chartered Accountants

TAKE NOTICE THAT:

- (a) Dale Matheson Carr-Hilton Labonte LLP, Chartered Accountants, the former auditors of Quinsam Capital Corporation (the “Company”) tendered their resignation (the “Resignation” effective January 7th, 2014. MNP LLP, Chartered Accountants, successor auditors have been appointed as Auditors of the Corporation;
- (b) The former auditors of the Company resigned at the request of the Company;
- (c) The resignation of Dale Matheson Carr-Hilton Labonte LLP, Chartered Accountants, and the appointment of MNP LLP, Chartered Accountants, in their place has been approved by the Board of Directors of the Company;
- (d) For the Audits conducted in the past two fiscal years of the Corporation, and in the period to the date of this notice, there have been no reservations contained in the former auditors’ reports on any of the financial statements of the Company;
- (e) There are no reportable events as defined in National instrument 51-102 – Continuous Disclosure Obligations.

Dated at Toronto, Ontario this 7th day of January, 2014

Yours very truly,

“Eric Szustak”

President and Director



January 7, 2014

To: Ontario Securities Commission
British Columbia Securities Commission
Alberta Securities Commission
Autorite Des Marches Financiers

Dear Sirs/Mesdames:

Re: Quinsam Capital Corporation

We have reviewed the information contained in the Notice of Change of Auditor of Quinsam Capital Corporation dated January 7, 2014, ("the Notice"), which we understand will be filed pursuant to Section 4.11 of National Instrument 51-102 and confirm our agreement with the information contained in the Notice.

Yours very truly,

MNP LLP

MNP LLP

Chartered Professional Accountants



ACCOUNTING › CONSULTING › TAX
701 EVANS AVENUE, 8TH FLOOR, TORONTO ON, M9C 1A3
P: 416.626.6000 F: 416.626.8650 **MNP.ca**



DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED ACCOUNTANTS & BUSINESS ADVISORS

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1500 – 1140 W. Pender Street
Vancouver, BC V6E 4G1
TEL 604.687.4747 | FAX 604.689.2778

TRI-CITIES
700 – 2755 Lougheed Hwy.
Port Coquitlam, BC V3B 5Y9
TEL 604.941.8266 | FAX 604.941.0971

WHITE ROCK
301 – 1656 Martin Drive
White Rock, BC V4A 6E7
TEL 604.531.1154 | FAX 604.538.2613

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January 7, 2014

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
9th Floor - 701 West Georgia Street
Vancouver, B.C. V7Y 1L2

Ontario Securities Commission
20 Queen Street West, 20th Floor
Toronto, ON M5H 3S8

Alberta Securities Commission
4th Floor - 300 - 5th Avenue S.W.
Calgary, AB T2P 3C4

Autorité Des Marchés Financiers
Place de la Cité, tour Cominar
2640 boulevard Laurier bureau 400
Québec (Québec) G1V 5C1

Dear Sirs:

Re: Quinsam Capital Corporation
Notice Pursuant to National Instrument 51-102 - Change of Auditor

As required by the National Instrument 51-102 and in connection with us resigning as auditors of the Company, we have reviewed the information contained in the Company's Notice of Change of Auditor, dated January 7, 2014, and agree with the information contained therein, based upon our knowledge of the information relating to the said notice and of the Company at this time.

Yours very truly,

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED ACCOUNTANTS & BUSINESS ADVISORS

cc: TSX Venture Exchange

PARTNERSHIP OF:

VANCOUVER Robert J. Burkart, Inc. James F. Carr-Hilton Ltd. Kenneth P. Chong Inc. Alvin F. Dale Ltd. David J. Goertz, Inc. Barry S. Hartley, Inc. Reginald J. LaBonte Ltd. Robert J. Matheson, Inc. Rakesh I. Patel Inc. Brad A. Robin Inc. F.M. Yada FCA Inc. **WHITE ROCK** Michael K. Braun Inc. Peter J. Donaldson, Inc. Harjit S. Sandhu, Inc. **TRI-CITIES** G.D. Lee Inc. Fraser G. Ross, Ltd. Brian A. Shaw Inc.