



**NOTICE OF ANNUAL GENERAL MEETING
MANAGEMENT PROXY CIRCULAR**

**FOR THE
ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**TO BE HELD
WEDNESDAY, NOVEMBER 4, 2015
10:00 A.M. (PACIFIC)
SUITE 1305, 1090 WEST GEORGIA STREET
VANCOUVER, BRITISH COLUMBIA, CANADA**

ROCKSHIELD CAPITAL CORP.

#1305 - 1090 West Georgia Street
Vancouver, BC, V6E 3V7

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders (the "**Meeting**") of Rockshield Capital Corp. (the "**Company**") will be held at Suite 1305, 1090 West Georgia Street, Vancouver, British Columbia on Wednesday, November 4, 2015 at 10:00 a.m. (Pacific time), for the following purposes:

1. To receive the audited consolidated financial statements of the Company for the fiscal year ended November 30, 2014, together with the report of the auditors therein;
2. To fix the number of directors at five (5);
3. To elect directors;
4. To re-appoint Davidson & Company LLP, Chartered Accountants, as the auditor of the Company for the ensuing year and to authorize the directors to fix the auditor's remuneration; and
5. To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice of Meeting is a Management Information Circular, together with a Form of Proxy and a Request Form for Annual and Interim Financial Statements. The accompanying Management Information Circular provides information relating to the matters to be addressed at the meeting and is incorporated into this Notice of Meeting.

To be valid, the accompanying form of Proxy, duly completed, dated and signed, must arrive at the office of the Registrar and Transfer Agent of the Company, Computershare Investor Services Inc., not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or delivered to the Chairman of the Meeting on the day of but prior to the commencement of the Meeting.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the Income Tax Act (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the "Intermediary"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 30th day of September, 2015.

BY ORDER OF THE BOARD

"Frank Taggart"

Frank Taggart,
President and CEO

ROCKSHIELD CAPITAL CORP.
#1305 - 1090 West Georgia Street
Vancouver, British Columbia V6E 3V7

MANAGEMENT INFORMATION CIRCULAR
(Containing information as at September 30, 2015, unless otherwise stated)

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “**Proxy**”) are directors and/or officers of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered shareholders may choose one of the following options to submit their proxy and returning it to the Company’s transfer agent, **Computershare Investor Services Inc. (the “Transfer Agent”), Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1**, ensuring that the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used.

Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose

names appear on the records of the Company as the registered holders of Common Shares) or as set out in the following disclosure.

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker (an "intermediary"). In the United States, the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of meetings of shareholders. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

There are two kinds of Beneficial owners – those who object to their name being made known to the issuers of securities which they own (called "OBOs" for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called "NOBOs" for Non-Objecting Beneficial Owners).

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

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

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge") in the United States and in Canada. Broadridge mails a VIF in lieu of a proxy provided by the Company. The VIF will name the same persons as the Company's Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), other than any of the persons designated in the VIF, to represent your Common Shares at the Meeting, and that person may be you. To exercise this right, you should insert the name of the desired representative (which may be yourself) in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting, and the appointment of any shareholder's representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your Common Shares voted at the Meeting and to vote your Common Shares at the Meeting.**

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to delivered to the head office of the Company located at Suite 1305, 1090 West Georgia Street, Vancouver, British Columbia V6E 3V7 (Attention: Corporate Secretary), at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or
- (b) personally attending the Meeting and voting the registered shareholder's Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

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

Except as disclosed herein, no person who has been a director or executive officer of the Company at any time since the beginning of the last financial year, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of any of the foregoing, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon other than the election of directors or the appointment of auditors. Directors and senior officers may, however, be interested in the general authorization granted to the directors with respect to stock options to insiders as detailed herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized capital of the Company consists of an unlimited number of Common Shares without par value. As at September 30, 2015 (the "**Record Date**"), the Company had 45,527,855 Common Shares issued and outstanding.

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

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

To the knowledge of the directors and senior officers of the Company, the following are the only persons or companies who beneficially own, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company as of the close of business on September 30, 2015:

<u>Name</u>	<u>Number of Shares</u>	<u>Percentage</u>
Planet Mining Exploration Inc. ⁽¹⁾	6,023,000	13.23%

(1) *Planet Mining Exploration Inc. is a mineral exploration company which is listed for trading on the TSX Venture Exchange.*

ELECTION OF DIRECTORS

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

The following table and notes thereto set out the name of each of management's five (5) nominees for election as a director, the province and country in which he is ordinarily resident, all offices of the Company now held by him, his principal occupation, the period of time he has been a director of the Company, and the number of shares of the Company beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at the date of this Information Circular.

Name, Position and Province and Country of Residence⁽¹⁾	Principal Occupation and, if not at present an elected Director, Occupation during the past five years⁽¹⁾	Director Since	No. of Shares beneficially held⁽²⁾
Frank Taggart President, Chief Executive Officer and Director Panama City, Republic of Panama	President and CEO of the Company since June 3, 2014. Independent Consultant, director of Saber Capital Corp. Mr. Taggart is a Canadian born, Panama based entrepreneur, experienced in corporate development, funding and building companies predominantly in the resource sector, with a background in corporate governance and finance. Mr. Taggart has been operating in the business development consulting business since 1996, he also serves as advisory council to public companies to effectively optimize their capital market strategies and oversee their business development and corporate communications.	August 16, 2013	1,442,250 Common shares
Nick DeMare⁽³⁾ Chief Financial Officer, Corporate Secretary and Director British Columbia, Canada	Chartered Accountant; principal of Chase Management Ltd. since 1991 and is a director and/or officer of several publicly listed companies since 1986.	June 14, 2010	223,000 Common Shares
David J. Doherty⁽³⁾ Director British Columbia, Canada	Director of the Company since June 2010. Mr. Doherty is the founder and President of DD Mercantile Corp, offering merchant banking and corporate advisory services to a number of companies across many sectors.	June 14, 2010	868,000 Common Shares

Name, Position and Province and Country of Residence ⁽¹⁾	Principal Occupation and, if not at present an elected Director, Occupation during the past five years ⁽¹⁾	Director Since	No. of Shares beneficially held ⁽²⁾
Marc Cernovitch ⁽³⁾ Director Ontario, Canada	Independent Consultant, director of Sendero Mining Corp. President and CEO of the Company from July 2013 to June 2014. Formerly President and Director of Halo Resources Ltd. from November 2011 to July 2013. Director of Rochester Resources Ltd. from October 2007 to present.	June 20, 2013	60,000 Common shares
Luke Norman Director British Columbia, Canada	President, Chief Executive Officer, Chief Financial Officer and Director of the BRS Ventures Ltd. since May 30, 2012. Co-founder and previous director of Stratton Resources Inc. Co-founder Gold Standard Ventures. Mining consultant for over 10yrs.	June 25, 2015	30,000 Common shares

NOTES:

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

Corporate Cease Trade Orders or Bankruptcies

Other than as disclosed below, none of the proposed directors of the Company or any of their personal holding companies:

- (a) is, as at the date of this Information Circular, or has been, within ten years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any Company, including the Company, that:
 - (i) was subject to a cease trade order or similar 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 while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (ii) was subject to a cease trade or similar order or an order that denied the 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 the person ceased to be a director, chief executive officer or chief financial officer of the Company 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) is as at the date of this Information Circular or has been within the 10 years before the date of this Information Circular, a director or executive officer of any Company, including the Company, that while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

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

None of the proposed directors or any of their personal holding companies has been subject to:

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

Nick DeMare, a director and officer of the Company, was an independent director of Andean American Resources Limited ("**Andean American**") from August, 2002 until January, 2011. On August 2, 2007, Andean American was issued a cease trade order by the British Columbia Securities Commission for deficiencies in Andean American's continuous disclosure material related to its resource properties for deficiencies in a previously filed National Instrument 43-101 technical report. On October 22, 2007, Andean American filed an amended technical report and issued a clarifying release. The cease trade order was lifted and the shares resumed trading on October 24, 2007.

On August 13, 2009, Andean American was issued a cease trade order by the British Columbia Securities Commission for Andean American's failure of filing its annual financial statements and the accompanying management's discussion and analysis for the year ended March 31, 2009. Andean American filed such documents on August 14, 2009, and the cease trade order was revoked and the shares resumed trading on August 17, 2009.

Mr. DeMare is a director of Salazar Resources Limited ("**Salazar**"). On September 10, 2010, Salazar was issued a cease trade order by the British Columbia Securities Commission for deficiencies in Salazar's continuous disclosure material related to its resource properties for deficiencies in a previously filed National Instrument 43-101 technical report. On October 14, 2010, Salazar filed an amended technical report and issued a clarifying release. The cease trade order was lifted and the shares resumed trading on October 18, 2010.

Marc Cernovitch is the Chairman and a director of Sendero Mining Corp. ("**Sendero**"). On May 11, 2015, Sendero was issued a cease trade order by the British Columbia Securities Commission for failing to file its comparative financial statements for its financial year ended December 31, 2014 and Form 51-102F1 Management's Discussion and Analysis for the period ended December 31, 2014. As of the date of this information circular, trading in the shares of Sendero remains suspended.

STATEMENT OF EXECUTIVE COMPENSATION

For the purposes of this Information Circular, a "**Named Executive Officer**", or "**NEO**", means each of the following individuals:

1. a Chief Executive Officer ("**CEO**") of the Company;
2. a Chief Financial Officer ("**CFO**") of the Company,
3. each of the Company's three most highly compensated executive officers or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 as determined in accordance with subsection 1.3(6) of Form 51-102F6, for the November 30, 2014 financial year; and

4. each individual who would be a NEO under paragraph 3 but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity as at November 30, 2014.

During the financial year ended November 30, 2014, the Company had three NEOs: Frank Taggart, President and CEO; Nick DeMare, CFO; and Marc Cernovitch, former President and CEO.

COMPENSATION DISCUSSION AND ANALYSIS

Compensation, Philosophy and Objectives

The Board meets to discuss and determine management compensation, without reference to formal objectives, criteria or analysis. The general objectives of the Company's compensation strategy are to (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value; (b) align management's interests with the long-term interests of shareholders; and (c) ensure that the total compensation package is designed in a manner that takes into account the constraints that the Company is under by virtue of the fact that it is an investment company without a history of earnings.

The Board, as a whole, ensures that total compensation paid to all Named Executive Officers (or NEOs), as hereinafter defined, is fair and reasonable. The Board as a whole recommends levels of executive compensation that are competitive, motivating and commensurate with the time spent by executive officers in meeting their obligations. While the Board does not have direct experience related to executive compensation, the Board relies on their experience as officers and directors with other junior mining companies in assessing compensation levels.

Analysis of Elements

Base salary is used to provide the Named Executive Officers a set amount of money during the year with the expectation that each Named Executive Officer will perform his responsibilities to the best of his ability and in the best interests of the Company.

The Company considers the granting of incentive stock options to be a significant component of executive compensation as it allows the Company to reward each NEO's efforts to increase value for shareholders without requiring the Company to use cash from its treasury. Stock options are generally awarded to executive officers at the commencement of employment and periodically thereafter. The terms and conditions of the Company's stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Company's stock option plan (the "**Option Plan**"). A description of the significant terms of the Option Plan is found under the heading "Stock Option Plan".

The Company does not determine executive compensation based on the share price performance. Overall the salaries or consulting fees payable to the NEOs, in particular to the Company's CEO, have had a minor upward trend in order to provide competitive levels of compensation necessary to attract and maintain executive talent.

The Board has considered the implications of the risks associated with the Company's compensation practices. The Board acknowledges that the Company, as a junior natural resource company, does not presently generate any revenues, and that all management compensation to date has been derived solely from cash in the Company's treasury, acquired by way of equity financings to date, and the grant of incentive stock options to directors, management, contractors and employees. Salary compensation to the Named Executive Officers is provided for under verbal understandings or written consulting agreements with the Named Executive Officers or management companies under their control. Upon the occurrence of certain events, the Company's early termination of these contracts may also trigger additional balloon payments, which could adversely impact the Company's working capital.

Risks Associated with the Company's Compensation Practices

The Board has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The Board has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Board considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

The Company has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Company, none of the executive officers or directors have purchased such financial instruments.

Base Salary or Consulting Fees

The Company has just commenced operations in a new industry and at this time, given the start-up situation, has established low base level compensation. There are no agreements in place at this time. The Company has determined to review compensation arrangements over the coming year.

Benefits and Perquisites

The Company does not, as of the date of this Information Circular, offer any benefits or perquisites to its NEOs other than potential grants of incentive stock options as otherwise disclosed and discussed herein.

Hedging by Named Executive Officers or Directors

The Company has not, to date, adopted a policy restricting its executive officers and directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, which are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by executive officers or directors. As of the date of this Information Circular, entitlement to grants of incentive stock options under the Company's Stock Option Plan is the only equity security element awarded by the Company to its executive officers and directors (see heading "Stock Option Plan" below for a description of the Company's stock option plan).

OPTION-BASED AWARDS

The Company has no long-term incentive plans other than the Option Plan. The Company's directors, employees, officers and certain consultants are entitled to participate in the Option Plan. The Option Plan is designed to encourage share ownership and entrepreneurship on the part of the senior management and other employees. The Board believes that the Option Plan aligns the interests of the NEOs and the Board with shareholders by linking a component of executive compensation to the longer term performance of the Company's common shares.

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

In addition to determining the number of options to be granted pursuant to the methodology outlined above, the Board also makes the following determinations:

- parties who are entitled to participate in the Option Plan;
- the exercise price for each stock option granted, subject to the provision that the exercise price cannot be lower than the prescribed discount permitted by the Canadian Securities Exchange (the "**Exchange**") from the market price on the date of grant;

- the date on which each option is granted;
- the vesting period, if any, for each stock option;
- the other material terms and conditions of each stock option grant; and
- any re-pricing or amendment to a stock option grant.

The Board makes these determinations subject to and in accordance with the provisions of the Option Plan. The Board reviews and approves grants of options on an annual basis and periodically during a financial year.

There is no restriction on NEOs or Directors regarding the purchase of financial instruments, including prepaid variable forward contracts, equity swaps, collars or units or exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held directly or indirectly by the NEO or Director for the financial year ended November 30, 2014.

No NEO or Director, directly or indirectly, purchased any financial instruments or employed a strategy to hedge or offset a decrease in market value of equity securities granted as compensation or held.

SUMMARY COMPENSATION TABLE

The following Summary Compensation Table provides a summary of the compensation paid by the Company to the NEOs Frank Taggart, , the Company's President and CEO; Nick DeMare, CFO; and Marc Cernovitch, former President & CEO for the most recently completed financial years ended November 30, 2014, 2013 and 2012. For the information concerning compensation related to previous years, please refer to the Company's previous management proxy circulars available at www.sedar.com.

Name and principal position	Year ⁽¹⁾	Salary (\$)	Option-based awards ⁽²⁾ (\$)	Non-equity incentive plan compensation (\$)		All other compensation (\$)	Total compensation (\$)
				Annual Incentive plans	Long-term incentive plans		
Frank Taggart ⁽³⁾ President & CEO	2014	30,000 ⁽³⁾	Nil	Nil	Nil	15,000 ⁽³⁾	45,000
	2013	N/A	N/A	N/A	N/A	N/A	N/A
	2012	N/A	N/A	N/A	N/A	N/A	N/A
Nick DeMare CFO	2014	30,000	Nil	Nil	Nil	38,200 ⁽⁴⁾	68,200
	2013	30,000	Nil	Nil	Nil	37,600	67,600
	2012	30,000	Nil	Nil	Nil	46,250 ⁽⁴⁾	76,250
Marc Cernovitch ⁽⁵⁾ former President & CEO	2014	30,000 ⁽⁵⁾	Nil	Nil	Nil	15,000 ⁽⁵⁾	45,000
	2013	15,000	Nil	Nil	Nil	Nil	15,000
	2012	N/A	N/A	N/A	N/A	N/A	N/A

NOTES:

- (1) Financial years ended November 30.
- (2) Figures represent the grant date fair value of the options. The Company used the Black-Scholes option pricing model for calculating such fair value, as such model is commonly used by junior public companies.
- (3) Mr. Taggart was appointed President and CEO on June 3, 2014. Mr. Taggart was paid a total of \$15,000 (\$2,500 per month) for fees earned as a non-NEO director of the Company and \$30,000 (\$5,000 per month) in his capacity as a NEO.
- (4) Paid to Chase Management Ltd. ("**Chase**"), a private company owned by Mr. DeMare, for accounting, secretarial and management services performed by Chase staff, other than Mr. DeMare.

- (5) Mr. Cernovitch was appointed as the President and CEO of the Company on July 10, 2013 and served until June 3, 2014. Mr. Cernovitch was paid \$30,000 (\$5,000 per month) in his capacity as the Company's President and CEO to May 2014 and \$15,000 (\$2,500 per month) as a non-NEO director of the Company.

SHARE-BASED AND OPTION-BASED AWARDS

No share-based awards were granted to any of the NEOs during the financial year ended November 30, 2014. The following table sets forth the incentive stock options (option-based awards) granted to the NEOs pursuant to the Option Plan, which were outstanding as at November 30, 2014.

Name and Position	Option-based Awards				
	Option grant date	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)
Frank Taggart	N/A	Nil	N/A	N/A	N/A
Nick DeMare	Apr. 20/11 Aug. 24/11	100,000 100,000 ⁽²⁾	1.00 2.00	Apr. 20/16 Aug. 24/16	Nil Nil
Marc Cernovitch	Apr. 20/11 Aug. 24/11	175,000 100,000	1.00 2.00	Apr. 20/16 Aug. 24/16	Nil Nil

NOTES:

- (1) The amount is calculated as the difference between \$0.065, the market value of the securities underlying the options on November 26, 2014, being the last day the Company's common shares traded for the financial year, and the exercise price of the option.
- (2) Includes 50,000 options granted to Chase.

INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED DURING THE YEAR

The following table sets forth, for the NEOs, the value of all incentive plan awards vested during the financial year ended November 30, 2014.

Name	Option-based awards - Value vested during the year (\$) ⁽¹⁾
Frank Taggart	Nil
Nick DeMare	Nil
Marc Cernovitch	Nil

NOTE:

- (1) Figures represent the grant date fair value of the options. The Company used the Black-Scholes option pricing model for calculating such fair value, as such model is commonly used by junior mineral exploration public companies.

TERMINATION AND CHANGE OF CONTROL BENEFITS

The Company does not have in place any compensatory plan, severance pay provisions or other arrangement with any NEO as of the financial year ended November 30, 2014 that would be triggered by the resignation, retirement or other termination of employment of such officer, resulting from a change of control of the Company or change in the executive's responsibilities following any such change in control.

PENSION PLAN BENEFITS

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

DIRECTOR COMPENSATION

DIRECTOR COMPENSATION TABLE

No share-based awards have been granted to any of the directors. The following table sets forth all amounts of compensation provided to each director, other than the NEOs, during the Company's financial year ended on November 30, 2014.

Name and principal position	Fees Earned (\$)	Option-based awards ⁽¹⁾ (\$)	Non-equity incentive plan compensation (\$)	All other compensation (\$)	Total compensation (\$)
David J. Doherty	34,000	Nil	Nil	Nil	34,000

NOTE:

- (1) Figures represent the grant date fair value of the options. The Company used the Black-Scholes option pricing model for calculating such fair value, as such model is commonly used by junior mineral exploration public companies.

Outstanding Option-Based Awards

The following table sets forth for each director, other than the NEOs, all option-based awards outstanding as at November 30, 2014, the end of the most recently completed financial year.

Name and Position	Option-based Awards				
	Option grant date	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)
David J. Doherty	Apr. 20/11 Aug. 24/11	70,000 90,000	1.00 2.00	Apr. 20/16 Aug. 24/16	Nil Nil

NOTE:

- (1) The amount is calculated as the difference between \$0.065, the market value of the securities underlying the options on November 26, 2014, being the last day the Company's common shares traded for the financial year, and the exercise price of the option.

INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED DURING THE YEAR

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

Name	Option-based Awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
David J. Doherty	Nil	Nil	Nil

NOTE:

- (1) Figures represent the grant date fair value of the options. The Company used the Black-Scholes option pricing model for calculating such fair value, as such model is commonly used by junior mineral exploration public companies.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information regarding compensation plans under which securities of the Company are authorized for issuance to directors, officers, employees and consultants in effect as of the end of the Company's most recently completed fiscal year end:

Plan Category	Column (a) Number of Securities to be Issued Upon Exercise of Outstanding Options	Column (b) Weighted-Average Exercise Price of Outstanding Options	Column (c) 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 (the Stock Option Plan)	785,000	1.37	3,767,785
Equity Compensation Plans Not Approved By Securityholders	N/A	N/A	N/A
Total	785,000	1.37	3,767,785

NOTE:

- (1) Based upon the Company having 45,527,855 common shares issued and outstanding as at November 30, 2014. The Company currently has in place a "rolling" stock option plan whereby the maximum number of common shares that may be reserved for issuance pursuant to the such plan will not exceed 10% of the issued shares of the Company at the time of the stock option grant.

STOCK OPTION PLAN

In July 2011 the Company adopted a "rolling" stock option plan (the "**2011 Plan**"), which makes a total of 10% of the issued and outstanding shares of the Company available for issuance thereunder. The 2011 Plan, as ratified and approved by the shareholders in 2012 and 2013, was designed in accordance with the policy requirements of the TSXV Venture Exchange ("**TSXV**").

On May 2, 2014, the Company voluntarily delisted its shares from the TSXV and commenced trading on the Canadian Securities Exchange ("**CSE**"). With the move from the TSXV to the CSE, management deemed it appropriate to adopt a new 10% rolling stock plan (the "**2014 Plan**"), with all stock options outstanding under the 2011 Plan being rolled into the 2014 Plan. The 2014 Plan, which was approved by the Board on September 17, 2014, is substantially similar to the 2011 Plan, except that it does not contain references to the TSXV or its policies.

As with the previous Plan, the purpose of the 2014 Plan is to provide the Company with a share related mechanism to enable the Company to attract, retain and motivate qualified directors, officers, employees and other service providers, to reward directors, officers, employees and other service providers for their contribution toward the long term goals of the Company and to enable and encourage such individuals to acquire shares of the Company as long term investments.

The following information is intended to be a brief description of the 2014 Plan and is qualified in its entirety by the full text of the 2014 Plan which is available for review by any Shareholder at the Company's head

office at Suite 1305, 1090 West Georgia Street, Vancouver, British Columbia, and will be available at the Meeting:

- The 2014 Plan provides that up to 10% of the issued and outstanding common shares from time to time may be reserved for issue, less any common shares reserved for issuance under any other share compensation arrangement. The options are non-assignable and may be granted for a term not exceeding ten years.
- The exercise price shall not be lower than the greater of the closing market price of the common shares on (a) the trading day prior to the date of grant of the stock options; and (b) the date of grant of the stock options.
- The terms of an option may not be amended once issued. If an option is cancelled prior to its expiry date, the Company shall not grant new options to the same person until 30 days have elapsed from the date of cancellation.
- the maximum number of options which may be granted to any one option holder under the 2014 Plan within any 12 month period shall be 5% of the outstanding issue on the date of grant (unless the Company has obtained disinterested shareholder approval, if required by Regulatory Rules);
- if required by Regulatory Rules, disinterested shareholder approval is required to the grant to Insiders, within a 12 month period, of a number of options which, when added to the number of outstanding incentive stock options granted to Insiders within the previous 12 months, exceed 10% of the issued shares;
- the maximum number of options which may be granted to any one consultant within any 12 month period must not exceed 2% of the outstanding Issue; and
- the maximum number of options which may be granted within any 12 month period to employees or consultants engaged in investor relations activities must not exceed 2% of the outstanding Issue and such options must vest in stages over 12 months with no more than 25% of the options vesting in any three month period.

A copy of the 2014 Plan will be available for inspection at the Meeting.

A shareholder may also obtain a copy of the 2014 Plan by contacting the Company at #1305 – 1090 W. Georgia Street, Vancouver, British Columbia V6E 3V7 Tel: (604) 685-9316 or Fax No.: (604) 683-1585.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of September 30, 2015, the date of this Information Circular, no director, executive officer, employee, proposed management nominee for election as a director of the Company, nor any associate of any such director, executive officer, or proposed management nominee of the Company, or any former director, executive officer or employee of the Company or any of its subsidiaries, was indebted to the Company or any of its subsidiaries, or indebted to another entity where such indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

None of the proposed directors, directors or executive officers of the Company, a director or executive officer of a person or company that is itself an informed person (as defined in National Instrument 51-102 *Continuous Disclosure Obligations*) or subsidiary of the Company, nor any person or company who beneficially owns, or controls or directs, directly or indirectly, Common Shares or a combination of both, carrying more than 10% of the voting rights attached to the outstanding Common Shares nor an associate or affiliate of any of the foregoing persons has since December 1, 2013 (being the commencement of the Company's last completed financial year) any material interest, direct or indirect, in any transactions which materially affected or would materially affect the Company or any of its subsidiaries.

APPOINTMENT OF AUDITOR

Davidson & Company LLP, Chartered Accountants, Suite 1200 – 609 Granville Street, Vancouver, British Columbia Canada V7Y 1G6, will be nominated at the Meeting for appointment as auditor of the Company at a remuneration to be set by the directors. Davidson & Company LLP were first appointed on July 22, 2010.

MANAGEMENT CONTRACTS

The Company has no management or consulting contracts in place.

AUDIT COMMITTEE

Under National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"), companies are required to provide disclosure with respect to their audit committee, including the text of the audit committee's charter, the composition of the audit committee and the fees paid to the external auditor.

Audit Committee

The overall purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities with respect to: the financial reporting process and the quality, transparency and integrity of the financial statements and other related public disclosures; internal controls over financial reporting; compliance with legal and regulatory requirements relevant to the financial statements and financial reporting; ensuring that there is an appropriate standard of corporate conduct for senior financial personnel and employees including, if necessary, adopting a corporate code of ethics; the external auditors' qualifications and independence; and the performance of the internal audit function and the external auditor.

Audit Committee Charter

The Company has adopted a Charter of the Audit Committee of the Board of Directors, the text of which is set out in the attached Schedule "A" to this Information Circular.

Composition of the Audit Committee

The following are the members of the Audit Committee:

	Independent ⁽¹⁾	Financially Literate
Nick DeMare	N	Y
David Doherty	Y	Y
Marc Cernovitch	Y	Y

(1) As defined in National Instrument 52-110 – *Audit Committees* ("**NI 52-110**").

The Company is relying on the exemption provided under Section 6.1 of NI 52-110.

Relevant Education and Experience

Set out below is a general description of the education and experience of each current Audit Committee member which is relevant to the performance of his responsibilities as an Audit Committee member, as set out in National Instrument Form 52-110F2:

Nick DeMare - Mr. DeMare holds a Bachelor of Commerce degree from the University of British Columbia and is a member in good standing of the Institute of Chartered Accountants of British Columbia. Mr. DeMare has served as a director and officer for several public reporting companies, gaining a range of experience in dealing with audit committee matters of junior exploration companies.

David Doherty - Mr. Doherty holds a Bachelor of Arts Degree from Simon Fraser University, with a major in Finance. Mr. Doherty has over 13 years of investment and finance experience and has been an investment advisor with Canaccord Capital Corporation. Mr. Doherty is also the Founder and President of DD Mercantile Corp., offering merchant banking and Corporate Advisory services to a number of companies across many sectors.

Marc Cernovitch – Mr. Cernovitch is a business executive with extensive experience in the industry. Mr. Cernovitch studied Economics at McGill University and started his career in the financial sector as a stockbroker in Montreal, Calgary, Vancouver, New York and Toronto. Since leaving the brokerage industry, Mr. Cernovitch has focused on corporate development, funding and building companies primarily in the resource and energy technology fields. He has a strong background in corporate governance and finance and has served as a director and/or officer of several other public companies engaged in mineral exploration and development.

Audit Committee Oversight

At no time since the commencement of the Company's year ended November 30, 2014 was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Reliance on Certain Exemptions

During its most recently completed financial year, the Company has not relied on any exemptions under NI 52-110. The Board of Directors has adopted the recommendation of the Audit Committee on the compensation of the external auditor. However, the Company is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110 given that it is a venture issuer as defined in NI 52-110.

Pre-Approval Policies and Procedures

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

External Auditor Service Fees (By Category)

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

Fees	Year Ended November 30, 2014 (\$)	Year Ended November 30, 2013 (\$)
Audit Fees ⁽¹⁾	24,440	46,410
Audit Related Fees ⁽²⁾	Nil	Nil
Tax Fees ⁽³⁾	Nil	Nil
All other fees ⁽⁴⁾	Nil	Nil
Total fees	22,440	46,410

NOTES:

- (1) Audit Fees consist of fees paid or accrued for the annual audit of the Company's financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements.
- (2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Issuer's financial statements that are not included under the heading "Audit Fees"
- (3) The aggregate fees billed for professional services rendered for tax compliance, tax advice and tax planning.

- (4) The aggregate fees billed for products and services other than as set out under the headings “Audit Fees”, “Audit Related Fees” and “Tax Fees”. These fees related to work done in conjunction with the Company’s qualifying transaction.

Exemption

The Company is currently a “Venture Issuer”, as defined in Section 1.1 of NI 52-110. Accordingly, in providing the disclosure contained herein, the Company is relying upon the exemption in Section 6.1 of NI 52-110 (which is available to all Venture Issuers).

CORPORATE GOVERNANCE PRACTICE

National Instrument 58-101, *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) requires issuers to disclose their governance practices in accordance with that instrument. The Company is a “venture issuer” within the meaning of NI 58-101.

The Board has adopted certain corporate governance policies to reflect the Company’s commitment to good corporate governance, and to comply with NI 58-101, Form 58-101F2 - *Corporate Governance Disclosure (Venture Issuers)* and National Policy 58-201 - *Corporate Governance Guidelines*. The Board periodically reviews these policies and proposes modifications to the Board for consideration as appropriate. The Company considers good corporate governance to be central to the effective and efficient management and operation of the Company, and the Board is directly responsible for developing the Company’s approach to corporate governance issues. A discussion of the Company’s governance practices within the context of NI 58-101 is set out below:

Statement of Corporate Governance Practices

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

Board of Directors

The Board is of the view that maintaining effective corporate governance practices is an important factor which contributes to the general success of the Company. The Board is responsible for the supervision of the Company’s business and affairs.

As of the date hereof, the Board is composed of five (5) directors, Messrs. Taggart, DeMare, Doherty, Cernovitch and Norman. The independent members of the Board are Messrs. Doherty, Cernovitch and Norman, within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) adopted by the Canadian Securities Administrators. The non-independent members of the Board are Mr. Taggart (CEO and President) and Mr. DeMare (CFO). Messrs. Taggart and DeMare have been determined to be non-independent within the meaning of NI 58-101 by virtue of their positions with the Company.

The Board is of the opinion that its proposed size is adequate, given the purpose of the Company, and will further the efficiency of its deliberations, while ensuring a diversity of opinion and experience. The Company believes that each and every current and proposed director is eager to fulfil his obligations and assume his

responsibilities in the best interests of the Company and of all the shareholders and not in the best interests of himself or a particular group of shareholders.

The Board facilitates its independent supervision over management by conducting a quarterly review of the Company's financial statements and management discussion and analysis as well as requiring material transactions to be approved by the Board prior to the transaction taking place.

The independent directors did not hold any regularly scheduled meetings during the year ended November 30, 2013, at which non-independent directors and members of management were not in attendance. To facilitate open and candid discussion among its independent directors, at Board meetings, as applicable, non-independent directors have been asked to leave the meeting. In addition, any item which could involve a potential conflict of interest among one or more directors is voted on by those directors that are not related to the conflict in question. It is anticipated that independent directors' meetings will be held as deemed appropriate during the current financial year.

Directorships

The following summarizes current directorships of other reporting issuers for the current directors of the Company:

Frank Taggart: Saber Capital Corp.

Nick DeMare: Aguila American Gold Limited, Cliffmont Resources Ltd., East West Petroleum Corp., Flinders Resources Limited, GGL Resources Corp., Hansa Resources Ltd., Kingsmen Resources Ltd., Mitchell Resources Ltd., Lariat Energy Ltd., Mawson Resources Ltd., Mirasol Resources Ltd., Rochester Resources Ltd., Salazar Resources Limited, Tasman Metals Ltd. and Tinka Resources Limited.

David Doherty: Saber Capital Corp.

Marc Cernovitch: North South Petroleum Corp., Rochester Resources Ltd., Sendero Mining Corp., Tembo Gold Corp.

Luke Norman: BRS Ventures Ltd.

Orientation and Continuing Education

While the Company does not have a formal orientation and training program, new Board members are provided with:

- (a) information respecting the functioning of the Board and its committees;
- (b) information respecting the nature and operation of the business of the Company;
- (c) access to recent, publicly filed documents of the Company, technical reports and the Company's internal financial information;
- (d) access to management and technical experts and consultants; and
- (e) a summary of significant corporate and securities responsibilities.

New directors of the Company are provided with insight from other Board members and management regarding the contribution which they are expected to make to the Board in terms of both time and resource commitments. Board members are also encouraged to communicate with management, auditors, technical experts and consultants to keep themselves current with industry trends and developments and changes in legislation; and to attend related industry seminars and visit the Company's operations, to ensure that each member of the Board maintains the skill and knowledge necessary to meet their obligations as directors.

Ethical Business Conduct

The Board has adopted a written Code of Business Ethics and Conduct (the “**Code**”) intended to document the principles of conduct and ethics to be followed by the employees, officers, directors and consultants of the Company and its subsidiaries. The Code provides guidance to employees, officers, directors and consultants of the Company and its subsidiaries on how to conduct the Company’s business and to identify critical issues requiring ethical and legal consideration. The Code is designed to help prevent and detect unethical behaviour and/or potential conflicts of interest. Specifically, it deals with fostering a non-discriminatory work environment, dealing with third party relationships, legal compliance, confidential information and records, use of the Company’s property and assets, reporting violations of the Code and the review process for the Code.

The Company also has adopted a written Whistleblower Policy (the “**Whistleblower Policy**”) which establishes procedures for dealing with submissions related to complaints and violations of, among other things, the Code.

The Code has been filed under the Company’s profile on SEDAR at www.sedar.com.

Nomination of Directors

The Corporate Governance and Nominating Committee has the responsibility for identifying potential Board candidates. It monitors and assesses the mix of skills and competencies required in order for the Board to fulfil its role effectively. Representatives of the mining industry are also consulted for possible candidates. In addition, the Corporate Governance and Nominating Committee discusses with each individual Board member his intention to continue to serve as a Board member in order to plan and prepare for succession at the Board level in a seamless manner.

Compensation

While the Company does not have a compensation committee, the independent directors of the Board will review the compensation that may be payable to the executive officers and other key employees from time to time. Currently, no compensation, other than the grant of options, is paid to the directors of the Company in their capacity as directors. The allocation of options is made by the Board as a whole. The Board approves levels of executive compensation that are competitive and motivating in order to attract, hold and inspire the executive officers and other key employees. The Board reviews all compensation arrangements for the executive officers of the Company including salaries and equity based compensation plans. The Board ensures that the compensation paid to the Company’s directors, executive officers and other key employees is comparable to compensation paid by other reporting issuers having operations of a similar nature and size, to ensure that such compensation is fair and reasonable from an objective standpoint.

Other Board Committees

The Board has no standing committees other than the audit committee. The Board is satisfied that in view of the size and composition of the Board, it is more efficient and cost effective for the full board to perform the duties that would be required by standing committees, other than the audit committee.

Assessments

The Corporate Governance and Nominating Committee is responsible for assessing the effectiveness and contributions of the Board as a whole, its committees and individual directors.

ANY OTHER MATTERS

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

ADDITIONAL INFORMATION

Additional information regarding the Company and its business activities is available on the Company's profile on SEDAR website located at www.sedar.com. The Company's financial information is provided in the Company's audited comparative financial statements and related management discussion and analysis for its most recently completed financial year and may be viewed on the SEDAR website at the website noted above. Shareholders of the Company may request copies of the Company's financial statements and related management discussion and analysis by contacting the Company at:

Rockshield Capital Corp.
#1305 – 1090 W. Georgia Street
Vancouver, BC, V6E 3V7
Tel: (604) 685-9316 | Fax: (604) 683-1585

BOARD APPROVAL

The contents of this Information Circular and its distribution to shareholders have been approved by the Board.

DATED at Vancouver, British Columbia, September 30, 2015.

BY ORDER OF THE BOARD

"Frank Taggart"

Frank Taggart,
President and CEO

Schedule "A"

This is Schedule "A" to the Information Circular of Rockshield Capital Corp.

ROCKSHIELD CAPITAL CORP.
(formerly Cuoro Resources Corp.)

**CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS**

I. PURPOSE

1. The Audit Committee (the "**Committee**") is a committee of the board of directors (the "**Board**") of Cuoro Resources Corp. (the "**Company**"). Its purpose is to assist the Board in fulfilling its oversight responsibilities with respect to:
 - (a) the financial reporting process and the quality, transparency and integrity of the Company's financial statements and other related public disclosures;
 - (b) the Company's internal controls over financial reporting;
 - (c) the Company's compliance with legal and regulatory requirements relevant to the financial statements and financial reporting;
 - (d) ensuring that there is an appropriate standard of corporate conduct for senior financial personnel and employees including, if necessary, adopting a corporate code of ethics;
 - (e) the external auditors' qualifications and independence; and
 - (f) the performance of the internal audit function and the external auditors.
2. The function of the Committee is oversight. The members of the Committee are not full-time employees of the Company. The Company's management is responsible for the preparation of the Company's financial statements in accordance with applicable accounting standards and applicable laws and regulations. The Company's external auditors are responsible for the audit or review, as applicable, of the Company's financial statements in accordance with applicable auditing standards and laws and regulations.

II. COMPOSITION

1. The Committee shall be appointed annually by the Board and shall be comprised of a minimum of three directors. If an appointment of members of the Committee is not made as prescribed, the members shall continue as such until their successors are appointed. The Board may remove a member of the Committee at any time in its sole discretion by resolution of the Board.
2. All of the members of the Committee shall be directors whom the Board has determined meet all applicable rules and regulations of securities regulatory authorities and/or stock exchanges, including but not limited to, being independent and "financially literate" within the meaning of National Instrument 52-110 Audit Committees.
3. The Chair of the Committee will be designated by the Board from among the members of the Board. Such Chair shall serve as a liaison between members and senior management. If for any reason a Chair of the Committee is not appointed by the full Board, members of the Committee may designate a Chair of the Committee by majority vote of the full membership of the Committee.

III. MEETINGS

1. The Committee shall have a minimum of four meetings per year, to coincide with the Company's financial reporting cycle. Additional meetings will be scheduled as considered necessary or appropriate, including to consider specific matters at the request of the external auditors or the Chief Financial Officer.
2. The time and place of the meetings of the Committee, the calling of meetings and the procedure and agenda for such meetings shall be determined by the Chair of the Committee. A meeting of the Committee may be called by notice, which may be given by written notice, telephone, facsimile, email or other communication equipment at least 48 hours prior to the time of the meeting provided that no notice of a meeting will be necessary if all of the members are present either in person or by means of conference telephone or if those absent waive notice or otherwise signify their consent to the holding of such meeting.
3. A majority of members of the Committee will constitute a quorum at each meeting.
4. The Committee will hold an in camera session without any members of management present at each meeting.
5. The Committee will keep minutes of its meetings which shall be available for review by the Board.
6. The Committee may appoint any individual, who need not be a member, to act as the secretary at any meeting.
7. The Committee may invite such directors, senior officers and other employees of the Company and such other advisors and persons as is considered appropriate to attend any meeting of the Committee.
8. Any matter to be determined by the Committee will be decided by a majority of the votes cast at a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chair will not have a deciding or casting vote in the case of an equality of votes. Any action of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee (including in counterpart) and any such action will be as effective as if it had been decided by a majority of the votes cast at a meeting of the Committee called for such purpose.
9. The Committee will report its determinations and recommendations to the Board. All determinations and recommendations of the Committee shall require the approval of the Board prior to implementation, unless otherwise delegated to the Committee by the Board.

IV. RESOURCES AND AUTHORITY

1. The Committee has the authority to:
 - (a) engage, at the expense of the Company, independent counsel, accounting and other experts or advisors as considered advisable in its sole discretion, at the expense of the Company, which shall provide adequate funding for such purposes;
 - (b) determine and pay the compensation for any independent counsel, accounting and other experts or advisors retained by the Committee;
 - (c) conduct any investigation in the Company's business or affairs that it considers appropriate; and

- (d) request unrestricted access to the books and records of the Company, management, the external and internal auditors, and to communicate directly with such external and internal auditors (including private meetings), as it considers necessary or appropriate to discharge its duties and responsibilities.

V. DUTIES AND RESPONSIBILITIES

1. The responsibilities of a member of the Committee shall be in addition to such member's duties as a member of the Board. The duties and responsibilities of the Committee shall be as follows:

Financial Reporting and Disclosure

- (a) The Committee has the duty to determine whether the Company's financial disclosures are complete, accurate, are in accordance with generally accepted accounting principals and financial reporting standards and fairly present the financial position and risks of the organization. The Committee should, where it deems appropriate, resolve disagreements, if any, between management and the external auditor, and review compliance with laws and regulations and the Company's own policies.
- (b) Review and discuss with management and the external auditor at the completion of the annual examination:
 - (i) the Company's audited financial statements and related notes;
 - (ii) the external auditor's audit of the annual financial statements and their report thereon;
 - (iii) any significant changes required in the external auditor's audit plan;
 - (iv) any serious difficulties or disputes with management encountered during the course of the audit; and
 - (v) other matters related to the conduct of the audit, which are to be communicated to the Committee under generally accepted auditing standards.
- (c) Review and discuss with management and, where authorized by the Board, the external auditor at the completion of any review engagement or other examination of the Company's quarterly unaudited financial statements:
 - (i) the Company's unaudited financial statements and related notes;
 - (ii) any significant changes required in the external auditor's audit plan resulting from the preparation of the unaudited financial statements;
 - (iii) any serious difficulties or disputes with management encountered during the course of the preparation of the unaudited financial statements; and
 - (iv) other matters related to the preparation of the unaudited financial statements, which are to be communicated to the Committee.
- (d) Approve, or recommend to the Board for approval, the unaudited financial statements and the notes thereto and the Company's management discussion and analysis with respect to such financial statements.
- (e) As applicable, review, discuss with management annual reports, quarterly reports, related management discussion and analysis, annual information forms, any prospectuses and other financial disclosures and, if thought advisable, recommend the acceptance of such documents to the Board for approval.
- (f) Review disclosure respecting the activities of the Committee included in the Company's annual filings.

- (g) Review and discuss with management any guidance being provided to shareholders on the expected future results and financial performance of the Company and provide their recommendations on such documents to the Board.
- (h) Inquire of the auditors the quality and acceptability of the Company's accounting principles, including the clarity of financial disclosure and the degree of conservatism or aggressiveness of the accounting policies and estimates.
- (i) Meet independently with the external auditor and management in separate executive sessions, as necessary or appropriate.
- (j) Ensure that management has the proper systems in place so that the Company's financial statements, financial reports and other financial information satisfy legal and regulatory requirements. Based upon discussions with the external auditor and the financial statement review, if it deems appropriate, provide the Board with such recommendations and reports with respect to the financial disclosures of the Company.

External Auditor

- (k) Retaining and terminating, and/or making recommendations to the Board and the shareholders with respect to the retention or termination of, an external auditing firm to prepare an auditor's report or perform other audit, review or attest functions for the Company.
- (l) Directly overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreement between management and the external auditor regarding financial reporting.
- (m) Obtaining and reviewing an annual report prepared by the external auditors describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues.
- (n) Evaluating the independence of the external auditor and any potential conflicts of interest and (to assess the auditors' independence) all relationships between the external auditors and the Company, including obtaining and reviewing an annual report prepared by the external auditors describing all relationships between the external auditors and the Company.
- (o) Recommending to the Board for approval all audit engagement fees and terms, as well as pre-approving all non-audit engagements of the external auditors prior to the commencement of the engagement.
- (p) Reviewing with the external auditors the plan and scope of the quarterly review and annual audit engagements.
- (q) Setting hiring policies with respect to the employment of current or former employees of the external auditors.

Internal Controls and Audit

- (r) Reviewing and discussing with management, the external auditors and the Chief Financial Officer the effectiveness of the Company's internal controls over financial reporting, including reviewing and discussing any significant deficiencies in the design or operation of internal

controls, and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls over financial reporting.

- (s) Discussing the Company's process with respect to risk assessment (including fraud risk), risk management and the Company's major financial risks and financial reporting exposures, all as they relate to internal controls over financial reporting, and the steps management has taken to monitor and control such risks.
- (t) Reviewing and discussing with management the Company's Code of Business Conduct and Ethics and the actions taken to monitor and enforce compliance.
- (u) Establishing procedures for:
 - (i) the receipt, retention and treatment of complaints regarding accounting, internal controls or auditing matters, including, if applicable, reviewing and discussing Whistleblower Policy with management; and
 - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting, internal controls or auditing matters.
- (v) Reviewing and discussing with management, the external auditors and the Chief Financial Officer the responsibilities and effectiveness of the Company's internal audit function, including reviewing the internal audit mandate, independence, organizational structure, internal audit plans and adequacy of resources, receiving periodic internal audit reports and meeting privately with the head of internal audit on a periodic basis.

Other

- (w) Provide oversight with respect to related party transactions entered into by the Company.
- (x) Assist with the Company's Code of Business Conduct and Ethics and Whistleblower Policy as provided for therein.
- (y) Reporting regularly to the Board.
- (z) Reviewing and assessing its mandate and recommending any proposed changes to the Board on an annual basis.
- (aa) Evaluating the functioning of the Committee on an annual basis, including with reference to the discharge of its mandate, with the results to be reported to the Board.
- (bb) Review periodically the directors' and officers' liability insurance and indemnities of the Company and consider the adequacy of such coverage.

VI. ADOPTION

This Charter was adopted and approved by the Board on May 1, 2012.