



**VIPER  
GOLD LTD**

**Notice of Meeting  
and  
Information Circular**

**in respect of an**

**ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS  
to be held on April 25, 2014**

**INFORMATION CIRCULAR**

**Dated March 28, 2014**

**VIPER GOLD LTD.**  
**NOTICE OF MEETING OF SHAREHOLDERS**  
**to be held on April 25, 2014**

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Common Shares**") in the capital of Viper Gold Ltd. (the "**Corporation**") will be held at the offices of Norton Rose Fulbright Canada LLP, Suite 3800, Royal Bank Plaza, South Tower, 200 Bay Street, Toronto, Ontario on Friday, April 25, 2014 at 11:00 a.m. (Toronto time), for the following purposes:

1. to receive the audited financial statements for the year ended December 31, 2013 and the report of the auditors thereon;
2. to set the number of directors at five and to elect the directors of the Corporation for the ensuing year;
3. to appoint the auditors of the Corporation for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
4. to approve the stock option plan of the Corporation;
5. to consider and, if thought advisable, to approve a special resolution, the full text of which is in the accompanying Information Circular, approving the sale by the Corporation of all or substantially all of the assets of the Corporation;
6. to consider and, if thought advisable, to approve a special resolution, the full text of which is in the accompanying Information Circular, approving a name change of the Corporation to such name as the board of directors may determine;
7. to consider and, if thought advisable, to approve a special resolution, the full text of which is in the accompanying Information Circular, approving a consolidation of the Common Shares of the Corporation to such proportion as the board of directors may determine, up to and including a 10 to 1 share consolidation; and
8. to transact such other business as may properly be brought before the Meeting or any adjournment(s) thereof.

Shareholders of the Corporation are referred to the Information Circular accompanying this Notice for more detailed information with respect to the matters to be considered at the Meeting.

**If you are a registered Shareholder of the Corporation and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and return it in the envelope provided to TMX Equity Transfer Services Inc. at 200 University Avenue, Suite 300, Toronto Ontario M5H 4H1. In order to be valid and acted upon at the Meeting, proxies must be received at the aforesaid address by 11:00 a.m. (Toronto time) on Wednesday, April 23, 2014 or not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the commencement of any adjourned Meeting. You may also send your proxies via fax: (416) 595-9593 or vote your shares online at: [www.voteproxyonline.com](http://www.voteproxyonline.com).**

**If you are an unregistered Shareholder of the Corporation and received these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or by the other intermediary.**

The directors of the Corporation have fixed March 24, 2014 as the record date. Only Shareholders whose names are entered on the register of the Corporation at the close of business on March 24, 2014 will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent a Shareholder transfers the ownership of any Common Shares after the record date and the transferee of those Common Shares establishes ownership of such

Common Shares and demands, not later than 10 days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Common Shares at the Meeting.

DATED at Toronto, Ontario this 28<sup>th</sup> day of March, 2014.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(signed) "Paul C. Davis"* \_\_\_\_\_

Paul C. Davis

President and Chief Executive Officer

## VIPER GOLD LTD.

### INFORMATION CIRCULAR

#### FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON FRIDAY, APRIL 25, 2014

#### GENERAL PROXY INFORMATION

##### PURPOSE OF SOLICITATION

This Information Circular is furnished in connection with the solicitation of proxies by the management of Viper Gold Ltd. ("Viper Gold" or the "Corporation") for use at the annual and special meeting (the "Meeting") of the holders ("Shareholders") of common shares in the capital of the Corporation ("Common Shares"). The Meeting will be held at the offices of Norton Rose Fulbright Canada LLP, Suite 3800, Royal Bank Plaza, South Tower, 200 Bay Street, Toronto, Ontario on Friday, April 25, 2014 at 11:00 a.m. (Toronto time), and at any adjournments thereof for the purposes set forth in the Notice of Meeting of Shareholders accompanying this Information Circular. Information contained herein is given as of March 28, 2014 unless otherwise specifically stated.

Solicitation of proxies will be primarily by mail, but may also be by telephone, facsimile or in person by directors, officers and employees of the Corporation who will not be additionally compensated therefor. Brokers, nominees or other persons holding Common Shares in their names for others shall be reimbursed for their reasonable charges and expenses in forwarding proxies and proxy material to the beneficial owners of such Common Shares. The costs of soliciting proxies will be borne by the Corporation.

##### APPOINTMENT AND REVOCATION OF PROXIES

Enclosed herewith is a form of proxy for use at the Meeting. The persons named in the form of proxy are officers of the Corporation. **A Shareholder submitting a proxy has the right to appoint a nominee (who need not be a Shareholder) to represent him at the Meeting other than the persons designated in the enclosed proxy form by inserting the name of his chosen nominee in the space provided for that purpose on the form.**

A form of proxy will not be valid for the Meeting or any adjournment thereof unless it is signed by the Shareholder or by the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, it is executed by a duly authorized officer or attorney thereof. The proxy, to be acted upon, must be received by TMX Equity Transfer Services Inc. at 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1 or by fax: (416) 595-9593 or online: [www.voteproxyonline.com](http://www.voteproxyonline.com) by 11:00 a.m. (Toronto time) on Wednesday, April 23, 2014 or not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the commencement of any adjourned Meeting(s).

A Shareholder who has given a proxy may revoke it prior to its use, in any manner permitted by law, including by instrument in writing executed by the Shareholder or by the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, executed by a duly authorized officer or attorney thereof and deposited at the office of TMX Equity Transfer Services Inc. at any time up to and including the last business day preceding the day of the Meeting, or any adjournment(s) thereof, at which the proxy is to be used, or with the Chairman of the Meeting on the day of the Meeting or any adjourned Meeting(s).

##### ADVICE TO BENEFICIAL HOLDERS OF COMMON SHARES

**The information set forth in this section is of significant importance to many Shareholders of Viper Gold, as a substantial number of Shareholders do not hold Common Shares in their own name.** Shareholders who do not hold their Common Shares in their own name (referred to in this Information Circular as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders whose names appear on the records of Viper Gold as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If

Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the form of proxy provided to registered Shareholders by the Corporation. However, its purpose is limited to instructing the registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically asks Beneficial Shareholders to return the proxy forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge proxy cannot use that proxy to vote Common Shares directly at the Meeting - the proxy must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. A Beneficial Shareholder who wishes to attend the Meeting and indirectly vote his/her Common Shares as proxyholder for the registered Shareholder should enter his/her own name in the blank space on the instrument of proxy provided and return the same to his/her broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

## **VOTING OF PROXIES**

All Common Shares represented at the Meeting by properly executed proxies will be voted on any ballot that may be called for and, where a choice with respect to any matter to be acted upon has been specified in the accompanying form of proxy, the Common Shares represented by the proxy will be voted in accordance with such instructions. **In the absence of any such instruction, the persons whose names appear on the printed form of proxy will vote in favour of all the matters set out thereon. The enclosed form of proxy confers discretionary authority upon the persons named therein. If any other business or amendments or variations to matters identified in the Notice of Meeting properly comes before the Meeting, discretionary authority is conferred upon the person appointed in the proxy to vote in the manner they see fit, in accordance with their best judgment.**

At the time of printing of this Information Circular, the management of Viper Gold knows of no such amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting.

## **INFORMATION CONCERNING THE CORPORATION**

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

The directors of the Corporation have fixed March 24, 2014 as the record date. Holders of Common Shares at the close of business on March 24, 2014, are entitled to receive notice of the Meeting and to vote at the Meeting or at any adjournments thereof on the basis of one vote for each Common Share held, except to the extent that: (i) a registered Shareholder has transferred the ownership of any Common Shares subsequent to March 24, 2014; and (ii) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares and demands, not later than ten days before the Meeting, that his or her name be

included on the Shareholder list before the Meeting, in which case, the transferee shall be entitled to vote his or her Common Shares at the Meeting.

As at the date of this Information Circular, 18,272,000 Common Shares were issued and outstanding as fully paid and non-assessable.

As of the date of this Information Circular, to the knowledge of the directors and senior officers of the Corporation, there are no persons, firms or corporations that beneficially own, or control or direct, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Corporation.

As at the date of this Information Circular, the directors and officers as a group owned beneficially, directly and indirectly, 2,276,000 Common Shares of the Corporation, representing approximately 12.5% of the presently issued and outstanding Common Shares.

## INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

None of the directors or senior officers of Viper Gold, nominees for election or associates or affiliates of such persons has been indebted to the Corporation at any time since the beginning of the last completed financial year.

## STATEMENT OF EXECUTIVE COMPENSATION

### Summary Compensation Table

"**Named Executive Officer**" means each of the following individuals: (i) the Chief Executive Officer; (ii) the Chief Financial Officer; (iii) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the Chief Executive Officer and Chief Financial Officer, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000; and (iv) each individual who would be a Named Executive Officer under item (iii) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of that financial year.

For the year ended December 31, 2013, the Corporation had two Named Executive Officers: (i) Paul C. Davis, who has been the Corporation's President and Chief Executive Officer since August 17, 2010; and (ii) Joseph Del Campo, who was appointed Interim Chief Financial Officer of the Corporation effective January 1, 2011.

Name and Principal Position	Financial period ended December 31	Salary (\$)	Share-Based Awards (\$)	Option-Based Awards (\$) <sup>(1)</sup>	Non-Equity Incentive Plan Compensation		Pension Value (\$)	All Other Compensation (\$) <sup>(2)(3)</sup>	Total Compensation (\$)
					Annual Incentive Plans (\$)	Long-Term Incentive Plans (\$)			
Paul C. Davis President and Chief Executive Officer	2013	Nil	Nil	Nil	Nil	Nil	Nil	7,475	7,475
	2012	Nil	Nil	Nil	Nil	Nil	Nil	46,800	46,800
	2011	Nil	Nil	37,333	Nil	Nil	Nil	46,800	84,133
Joseph Del Campo Interim Chief Financial Officer	2013	Nil	Nil	Nil	Nil	Nil	Nil	12,000	12,000
	2012	Nil	Nil	Nil	Nil	Nil	Nil	12,000	12,000
	2011	Nil	Nil	37,333	Nil	Nil	Nil	12,000	49,333

#### Notes:

- (1) The Corporation follows the fair value method of accounting for all stock-based compensation arrangements. The values reported represent an estimate of the grant date fair value of the options calculated in accordance with the Black-Scholes option pricing model. Please see the audited annual financial statements of the Corporation for the year ended December 31, 2013 for details regarding the assumptions underlying these Black-Scholes estimates. The Black-Scholes model is a pricing model that may or may not reflect the actual value of the

options. The options have not and may never be exercised and the actual gain, if any, on exercise will depend on the value of the Common Shares on the date of exercise.

- (2) Pursuant to a consulting agreement, Mr. Davis is entitled to receive a *per diem* rate of \$650 to a maximum of \$4,000 per month and a vehicle allowance at a *per diem* rate of \$55 to a maximum of \$330 per month.
- (3) Pursuant to a consulting agreement, the Corporation pays Mr. Del Campo a monthly fee of \$1,000.

### Compensation Discussion and Analysis

To date, the Corporation has primarily compensated its executive officers with grants of stock options ("**Options**") to acquire Common Shares pursuant to its stock option plan (the "**Option Plan**"). Previous grants of Options are taken into account when considering new grants. In the year ended December 31, 2010, Viper Gold granted 100,000 Options to Paul Davis in his capacity as President and Chief Executive Officer and 100,000 Options to Joseph Del Campo upon his becoming a director. In 2011, the Corporation granted 150,000 Options to each of Messrs. Davis and Del Campo. None of the Options granted in 2010 or 2011 are in-the-money. No Options were granted in 2012 or 2013.

The Corporation has entered into a consulting services agreement with Paul Davis in his capacity as President and Chief Executive Officer of the Corporation. Pursuant to the agreement, Mr. Davis is entitled to receive a *per diem* rate of \$650 to a maximum of \$4,000 per month, representing a maximum annual remuneration in the amount of \$48,000. In addition, Mr. Davis receives a vehicle allowance at a per diem rate of \$55 to a maximum of \$330 per month.

The Corporation has entered into a consulting agreement with Joseph Del Campo, the Corporation's Interim Chief Financial Officer, to provide management services to the Corporation. Pursuant to the agreement, the Corporation pays Mr. Del Campo a monthly fee of \$1,000.

### Incentive Plan Awards

#### *Outstanding Option-Based Awards and Share-Based Awards*

The following table sets forth all Option-based awards held by the Named Executive Officers as at the year ended December 31, 2013. None of the persons depicted in the table held any share-based awards as at December 31, 2013.

Name and Principal Position	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 (\$) <sup>(1)</sup>	Number of Shares or Units of Share that Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested (\$)
Paul C. Davis President and Chief Executive Officer	150,000	\$0.40	January 26, 2016	Nil	N/A	N/A
	100,000	\$0.20	August 17, 2015	Nil	N/A	N/A
Joseph Del Campo Interim Chief Financial Officer	150,000	\$0.40	January 26, 2016	Nil	N/A	N/A
	100,000	\$0.20	August 17, 2015	Nil	N/A	N/A

**Note:**

- (1) Calculated by multiplying the number of Common Shares purchasable on exercise of the Options by the difference between the market price of the Common Shares at December 31, 2013 and the exercise price of the Options. The closing price of the Corporation's Common Shares on the TSXV on December 31, 2013 was \$0.01.

#### *Incentive Plan Awards - Value Vested or Earned During the Year*

The following table sets forth information in respect of the value of awards granted to the Named Executive Officers of the Corporation pursuant to the Option Plan vested during the year ended December 31, 2013.

Name and Principal Position	Option-Based Awards - Value Vested During Year (\$)	Share-Based Awards - Value Vested During Year (\$)	Non-Equity Incentive Plan Compensation Value Earned During Year (\$)
<b>Paul C. Davis</b> President and Chief Executive Officer	Nil <sup>(1)</sup>	N/A	N/A
<b>Joseph Del Campo</b> Interim Chief Financial Officer	Nil <sup>(1)</sup>	N/A	N/A

**Note:**

- (1) For this purpose, the Options are valued on the date of vesting. The "value vested" represents the aggregate dollar value that would have been realized if the Options under the option-based award had been exercised on the vesting date. This is calculated by computing the dollar value that would have been realized by determining the difference between the market price of the underlying securities at exercise and the exercise price of the Options under the option-based award on the vesting date.

**Pension Plan Benefits**

The Corporation has not established a pension plan, defined benefit plan or any retirement savings program for the Named Executive Officers or other employees of the Corporation.

**Deferred Compensation Plans**

The Corporation has not established a deferred compensation plan for the Named Executive Officers or other employees of the Corporation.

**Termination of Employment or Change of Control**

The Corporation has not entered into any employment agreements with any of its Named Executive Officers. As described above, the Corporation has entered into consulting agreements with Paul C. Davis in his capacity as President and Chief Executive Officer, and with Joseph Del Campo in his capacity as Interim Chief Financial Officer. However, there are no termination or change of control payments payable under the consulting agreements.

**Risk Assessment and Oversight**

The board of directors of the Corporation (the "**Board of Directors**" or the "**Board**") has considered the implications of the risks associated with the Corporation's compensation policies and practices. The Board of Directors has determined that the compensation policies and practices of the Corporation do not encourage Named Executive Officers to take inappropriate or excessive risks.

**Hedging Activities**

Although the Corporation does not have a policy which prohibits any Named Executive Officer or director from purchasing financial instruments designed to hedge or offset a decrease in market value of equity securities granted as compensation or held by the Named Executive Officer or director, no Named Executive Officer or director has entered into any such agreement.

**Compensation of Directors**

During the year ended December 31, 2013, no compensation was paid to the directors of Viper Gold for their services as directors. All directors are eligible to participate in the Corporation's Option Plan.

**Director Compensation Table**

The following table sets out all amounts of compensation provided to the directors of the Corporation (excluding directors who were also a Named Executive Officer) for the financial year ended December 31, 2013.



Name <sup>(1)(2)</sup>	Fees Earned (\$)	Share-based awards (\$) <sup>(3)</sup>	Option-based awards (\$) <sup>(3)</sup>	Non-equity incentive plan compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Melanie T. Blair	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Christopher M. Wolfenberg	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Gregory A. Jerome	Nil	Nil	Nil	Nil	Nil	Nil	Nil

**Notes:**

- (1) This director compensation table does not include information for Mr. Paul C. Davis who is a director and a Named Executive Officer. The compensation paid to Mr. Davis for the financial year ended December 31, 2013 has been reflected in the Named Executive Officer summary compensation table. Mr. Davis did not receive any compensation for his role as director for the financial year ended December 31, 2013.
- (2) This director compensation table does not include information for Mr. Joseph Del Campo who is a director and a Named Executive Officer. The compensation paid to Mr. Del Campo for the financial year ended December 31, 2013 has been reflected in the Named Executive Officer summary compensation table. Mr. Del Campo did not receive any compensation for his role as director for the financial year ended December 31, 2013.
- (3) The Corporation follows the fair value method of accounting for all stock-based compensation arrangements. The values reported represent an estimate of the grant date fair value of the Options calculated in accordance with the Black-Scholes option pricing model. Please see the audited annual financial statements of the Corporation for the year ended December 31, 2013 for details regarding the assumptions underlying these Black-Scholes estimates. The Black-Scholes model is a pricing model that may or may not reflect the actual value of the Options. The Options have not and may never be exercised and the actual gain, if any, on exercise will depend on the value of the Common Shares on the date of exercise. The Black-Scholes methodology was selected in order to maintain consistency with the Corporation's prior practice and because it is widely used by Canadian public companies for estimated option-based compensation.

**Director Compensation - Outstanding Option-Based Awards and Share-Based Awards**

The following table sets forth all Option-based awards held by the directors of the Corporation, who are not also Named Executive Officers, as at December 31, 2013.

Name	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options (\$) <sup>(1)</sup>	Number of Shares or Units of Share that Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested (\$)
Melanie T. Blair	52,000	\$0.40	January 26, 2016	Nil	N/A	N/A
Christopher M. Wolfenberg	52,000	\$0.40	January 26, 2016	Nil	N/A	N/A
Gregory A. Jerome	52,000	\$0.40	January 26, 2016	Nil	N/A	N/A

**Note:**

- (1) Calculated by multiplying the number of Common Shares purchasable on exercise of the Options by the difference between the market price of the Common Shares at December 31, 2013 and the exercise price of the Options. The closing price of the Corporation's Common Shares on the TSXV on December 31, 2013 was \$0.01.

**Director Compensation - Incentive Plan Awards - Value Vested or Earned During the Year**

The following table sets forth information in respect of the value of awards granted to the directors of the Corporation, who are not also Named Executive Officers of the Corporation, which vested during the year ended December 31, 2013.

Name	Option-Based Awards - Value Vested During Year (1) (\$)	Share-Based Awards - Value Vested During Year (\$)	Non-Equity Incentive Plan Compensation Value Earned During Year (\$)
Melanie T. Blair	Nil	N/A	N/A
Christopher M. Wolfenberg	Nil	N/A	N/A
Gregory A. Jerome	Nil	N/A	N/A

**Note:**

- (1) For this purpose, the Options are valued on the date of vesting. The "value vested" represents the aggregate dollar value that would have been realized if the Options under the option-based award had been exercised on the vesting date. This is calculated by computing the dollar value that would have been realized by determining the difference between the market price of the underlying securities at exercise and the exercise price of the Options under the option-based award on the vesting date.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

### Option Plan

The Corporation's Option Plan was adopted by the Board of Directors effective March 14, 2008. Pursuant to the terms of the Option Plan, the Board of Directors may from time to time, in its discretion, and in accordance with the requirements of the TSX Venture Exchange (the "TSXV"), grant to directors, officers, and technical consultants to the Corporation, non-transferable Options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the number of Common Shares that are issued and outstanding from time to time. Each Option will be exercisable for a period of up to five years from the date of grant. The number of Common Shares reserved for issuance to any individual director or officer will not exceed 5% percent of the number of Common Shares issued and outstanding from time to time and the number of Common Shares reserved for issuance to all technical consultants will not exceed 2% percent of the number of Common Shares issued and outstanding from time to time.

Options may be exercised until the greater of 12 months after the completion of the qualifying transaction pursuant to the policies of the TSXV (the "Qualifying Transaction") (which was completed on August 17, 2010) and 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the Option may be exercised within a maximum period of one year after such death, subject to the expiry date of such Option.

### Equity Compensation Plan Information as at December 31, 2013

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights (b)</b>	<b>Number of Securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b>
Equity compensation plans approved by security holders	656,000 Options	\$0.34	1,171,200
Equity compensation plans not approved by security holders	Nil	N/A	N/A
<b>Total</b>	<b>656,000 Options</b>	<b>\$0.34</b>	<b>1,171,200</b>

## CORPORATE GOVERNANCE DISCLOSURE

Under National Instrument 58-101 *Disclosure of Corporate Governance Practices*, the Corporation is required to include in its Information Circular the disclosure required under Form 58-102F2 with respect to its corporate governance practices. In establishing its corporate governance practices, the Board of Directors has been guided by Canadian securities legislation and the TSXV guidelines for effective corporate governance, including National Policy 58-201 *Corporate Governance Guidelines* and other regulatory requirements such as National Instrument 52-110 *Audit Committees* ("NI 52-110").

### Board of Directors

The Board of Directors is currently comprised of five individuals, two of whom are independent as that term is defined in NI 52-110 (Melanie T. Blair and Gregory A. Jerome). Both Paul C. Davis and Joseph Del Campo are executive officers of Viper Gold and, accordingly, are not independent within the meaning of that term set out in NI 52-110. Christopher M. Wolfenberg is not considered independent because he is a partner of Norton Rose Fulbright Canada LLP, a law firm that provides advisory services to Viper Gold.

## Orientation and Continuing Education

The Corporation does not currently have an orientation or continuing education program for new directors.

## Directorships

The following directors currently serve on the board of directors of the reporting issuers (or equivalent) listed below, each of which are reporting issuers in one or more Canadian (or foreign) jurisdictions:

Name		Name of other Reporting Issuer(s)
Joseph Del Campo		Unigold Inc. (TSXV) Duran Ventures Inc. (TSXV) Centurion Minerals Ltd. (TSXV) PJX Resources Inc. (TSXV) Golden Sun Capital Inc. (TSXV) MacMillan Minerals Inc. (TSXV)
Christopher M. Wolfenberg		Golden Sun Capital Inc. (TSXV)

## Ethical Business Conduct

The Board of Directors has an insider trading policy which is intended to ensure compliance with applicable securities laws governing trading in securities of the Corporation while in possession of material non-public information concerning the Corporation and the avoidance of tipping or disclosing material non-public information to unauthorized persons.

## Nomination of Directors

Responsibility for identifying new candidates to join the Board of Directors and recommending nominees for election as directors belongs to the Board of Directors as a whole. The Board of Directors will consider candidate independence, financial acumen, skills and available time to devote to the duties of the Board of Directors in making their recommendations for nomination.

## Compensation

The Board of Directors as a whole reviews the compensation of the Named Executive Officers and the directors.

## Assessments

The Board of Directors takes steps to satisfy itself that the Board, the Audit Committee and individual directors are performing effectively by providing each director with the opportunity to attend all meetings either in person or by teleconference at the cost of the Corporation.

## AUDIT COMMITTEE DISCLOSURE

Under NI 52-110, the Corporation is required to include in its Information Circular the disclosure required under Form 52-110F2 with respect to its Audit Committee. As a venture issuer, it is exempt from certain requirements of NI 52-110 regarding the composition of the Audit Committee and the obligation to provide disclosure in an annual information form.

## Audit Committee Terms of Reference

The Board of Directors has adopted written Terms of Reference for the Audit Committee, which are attached to this Information Circular as Appendix "A".

## Audit Committee

Since January 4, 2011, the Audit Committee has been comprised of three individuals (Melanie T. Blair, Gregory A. Jerome and Christopher M. Wolfenberg), two of whom are independent and all of whom are financially literate as

defined by NI 52-110. Mr. Wolfenberg is not considered independent because he is a partner of Norton Rose Fulbright Canada LLP, a law firm that provides advisory services to Viper Gold.

In considering criteria for the determination of financial literacy, the Board of Directors looks at the ability to read and understand financial statements. Mr. Jerome is considered to be financially literate because of his role as Chief Financial Officer of Sitka Exploration Ltd. since November 2011 and his roles prior thereto as Chief Financial Officer of Skana Exploration Ltd. from April 2007 to November 2011, Vice President, Finance of Esprit Energy Trust from May 1999 to March 2007 and Manager, Taxation at PricewaterhouseCoopers from February 1997 to May 1999. In addition, Mr. Jerome is a member of the Institute of Chartered Accountants of Alberta. Ms. Blair and Mr. Wolfenberg obtained financial experience and exposure to accounting and financial issues through their legal professions.

The Audit Committee reviews the interim and annual financial statements and related financial reporting of Viper Gold. The members of the Audit Committee have direct access to the external auditors of the Corporation. The Audit Committee or the full Board of Directors reviews the unaudited quarterly financial statements and management's discussion and analysis of financial results. At no time since the Corporation's inception was a recommendation of the audit committee to nominate or compensate an external auditor not adopted by the Board of Directors.

### **Fees Charged by External Auditors**

The following table sets out the aggregate fees billed by the Corporation's external auditors in the last two financial years for the category of fees described.

<b>Category</b>	<b>Year Ended December 31, 2013 (\$)</b>	<b>Year Ended December 31, 2012 (\$)</b>
Audit Fees <sup>(1)</sup>	\$22,000	\$22,000
Audit-Related Fees	Nil	Nil
Tax Fees <sup>(2)</sup>	\$2,000	\$2,000
All Other Fees	Nil	Nil
<b>Total</b>	<b>\$24,000</b>	<b>\$24,000</b>

#### **Notes:**

- (1) Audit fees consist of fees for the audit of the Corporation's annual financial statements or services that are normally provided in connection with statutory and regulatory filings or engagements.
- (2) Tax fees consist of fees for tax compliance reviews, tax advice and tax planning. The services provided in this category included assistance and advice in relation to the preparation of corporate income tax returns and other filings, and research and advice on certain tax matters.

### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

None of the directors or officers of the Corporation, nominees for election as a director of the Corporation, or associates of such persons have been indebted to the Corporation or any of its subsidiaries at any time since the beginning of the most recently completed fiscal year. No such person has been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Corporation or any of its subsidiaries in respect of the purchase of securities or otherwise.

### **INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS**

No director or officer of Viper Gold, proposed nominee for election as a director of the Corporation, Shareholder who beneficially owns more than 10% of the Common Shares of the Corporation, or any 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 material transaction since the commencement of the Corporation's last financial year except as otherwise disclosed in this Information Circular. None of the foregoing persons has any interest in any proposed transaction which has materially affected or would materially affect the Corporation except as otherwise described in this Information Circular.

## INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON

None of the directors or senior officers of Viper Gold is aware of any material interest of any director or nominee for director, or senior officer or anyone who has held office as such since the beginning of the Corporation's last financial year or of any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting other than as disclosed in this Information Circular except as otherwise described in this Information Circular.

## ANNUAL AND SPECIAL MEETING BUSINESS

### FINANCIAL STATEMENTS AND AUDITORS' REPORT

Audited financial statements for the year ended December 31, 2013 and the report of the auditors thereon will be mailed to Shareholders together with these Meeting materials and are also available on [www.sedar.com](http://www.sedar.com). The presentation of such audited financial statements to the Shareholders at the Meeting will not constitute a request for approval or disapproval.

### ELECTION OF DIRECTORS

The Articles of the Corporation provide that the Board of Directors shall consist of a minimum of one and a maximum of 11 directors to be elected annually. The term of office for each director is from the date of the meeting at which he or she is elected until the annual meeting next following or until his or her successor is duly elected or appointed.

The Board of Directors currently consists of five directors. It is proposed that the five current directors be re-elected at the Meeting.

**It is the intention of the persons named in the enclosed form of proxy, if not expressly directed to the contrary in such form of proxy, to vote such proxies FOR setting the number of directors to be elected at five and FOR the election of each of the nominees specified below as directors of the Corporation.** If, prior to the Meeting, any vacancies occur in respect to any proposed nominees herein submitted, the persons named in the enclosed form of proxy intend to vote FOR the election of any substitute nominee or nominees recommended by management of the Corporation and FOR the remaining proposed nominees. Management has been informed that each of the proposed nominees listed below is willing to serve as a director if elected.

The following table states the names of all persons proposed to be nominated for election as directors, the position or office now held by them, their principal occupation or employment, the date on which they became directors of Viper Gold and the number of Common Shares in the capital of the Corporation beneficially owned directly or indirectly or over which they exercise control or direction.

Name and Municipality of Residence	Office Held	Principal Occupation	Director Since	Number of Shares Held
Paul C. Davis <sup>(2)</sup> <i>Whitby, Ontario</i>	President and Chief Executive Officer and a Director	President and Chief Executive Officer of Viper Gold and Vice President, Exploration of First Nickel Inc.	August 17, 2010	971,000 <sup>(3)</sup>
Joseph Del Campo <sup>(2)</sup> <i>Toronto, Ontario</i>	Interim Chief Financial Officer and a Director	Interim Chief Financial Officer of Viper Gold.	August 17, 2010	315,000 <sup>(4)</sup>
Melanie T. Blair <sup>(1)</sup> <i>Calgary, Alberta</i>	Director	Senior Counsel, Sherritt International Corporation	February 25, 2008	330,000 <sup>(5)</sup>
Gregory A. Jerome <sup>(1)</sup> <i>Calgary, Alberta</i>	Director	Chief Financial Officer of Sitka Exploration Ltd.	February 25, 2008	330,000 <sup>(6)</sup>
Christopher M. Wolfenber <sup>(1)</sup> <i>Calgary, Alberta</i>	Corporate Secretary and a Director	Partner, Norton Rose Fulbright Canada LLP	January 29, 2008	330,000 <sup>(7)</sup>
			<b>Total:</b>	<b>2,276,000</b>

**Notes:**

(1) Member of the Audit Committee.

- (2) Member of the Management Committee.
- (3) In addition, Mr. Davis holds Options to acquire 100,000 Common Shares at a price of \$0.20 per share until August 17, 2015, Options to acquire 150,000 Common Shares at a price of \$0.40 per share until January 26, 2016 and warrants to acquire 400,000 Common Shares at a price of \$0.05 until July 10, 2014 and thereafter at a price of \$0.10 until July 10, 2015.
- (4) In addition, Mr. Del Campo holds Options to acquire 100,000 Common Shares at a price of \$0.20 per share until August 17, 2015 and Options to acquire 150,000 Common Shares at a price of \$0.40 per share until January 26, 2016.
- (5) In addition, Ms. Blair holds Options to acquire 52,000 Common Shares at a price of \$0.40 per share until January 26, 2016.
- (6) In addition, Mr. Jerome holds Options to acquire 52,000 Common Shares at a price of \$0.40 per share until January 26, 2016.
- (7) In addition, Mr. Wolfenbergh holds Options to acquire 52,000 Common Shares at a price of \$0.40 per share until January 26, 2016.

***Paul C. Davis, President, Chief Executive Officer and a Director***

Paul Davis has been the President and Chief Executive Officer of Viper Gold since August 17, 2010 and the Vice President, Exploration of First Nickel Inc. (TSX: FNI) since June 2005. Prior thereto, he was the Vice President, Exploration of Canadian Arrow Mines Limited (TSXV:CRO) from April 2004 to June 2005 and a Consultant at Larchex Inc. (a private mining and excavation company) from June 2003 to April 2004. Mr. Davis was a director of Canadian Arrow Mines Limited (TSXV:CRO) from April 2004 to June 2005 and a director of Black Pearl Minerals Consolidated Inc. (CDNX) from June 2000 to July 2001. Mr. Davis has been a member of the Association of Professional Geoscientists of Ontario since February 2004. He has a Master of Science from the University of Alabama and a Bachelor of Science (honours) from the University of Western Ontario.

***Joseph Del Campo, Interim Chief Financial Officer and a Director***

Joseph Del Campo has been the Interim Chief Financial Officer of Viper Gold since January 1, 2011. From June 2005 to December 2011 he was the Chief Financial Officer of First Nickel Inc. (TSX: FNI). Prior thereto, he was the Vice President, Finance and Chief Financial Officer of Unigold Inc. (TSXV: UGD) from January 2003 to May 2005. Mr. Del Campo currently serves on a number of public boards including Unigold Inc. (TSXV: UGD) since January 2003, Duran Ventures Inc. (TSXV: DRV) since July 2006, Centurion Minerals Ltd. (TSXV: CTN) since November 2008, PJX Resources Inc. (TSXV: PJX) since March 2011 and MacMillan Minerals Inc. (TSXV: MMX) since March 2013. Mr. Del Campo has had the designation of Certified Management Accountant since September 1977.

***Melanie T. Blair, Director***

Melanie Blair has been Senior Counsel, Oil, Gas and Power Division of Sherritt International since February 2008. Prior thereto, she was General Counsel at Calvalley Petroleum Inc. from January 2006 to February 2008 and a lawyer with the law firms of Macleod Dixon LLP from April 2003 to January 2006 and Torys LLP from May 1998 to April 2003. Ms. Blair holds a Bachelor of Arts from the University of Calgary and a Bachelor of Laws from Dalhousie University. She is a member of the law societies of Alberta and Upper Canada.

***Gregory A. Jerome, Director***

Gregory Jerome has been the Chief Financial Officer of Sitka Exploration Ltd. since November 2011. Prior thereto, he was the Chief Financial Officer of Skana Exploration Ltd. from April 2007 to October 2011, Vice President Finance of Esprit Energy Trust from May 1999 to March 2007 and Manager, Taxation and predecessor positions at PricewaterhouseCoopers from February 1997 to May 1999. Mr. Jerome obtained a Bachelor of Business Administration from Simon Fraser University and is a member of the Institute of Chartered Accountants of Alberta.

***Christopher M. Wolfenbergh, Corporate Secretary and a Director***

Mr. Wolfenbergh has been a lawyer with the law firm of Norton Rose Fulbright Canada LLP (formerly Macleod Dixon LLP) since July 2002. Mr. Wolfenbergh holds a Bachelor of Social Sciences from the University of Ottawa, a Bachelor of Laws from Queen's University and a Master of Laws from Cornell Law School. Mr. Wolfenbergh is a member of the Law Society of Alberta.

### **Penalties Or Sanctions**

No proposed director of Viper Gold has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority. Nor has any proposed director ever entered into a settlement agreement with a securities regulatory authority.

### **Corporate Cease Trade Orders**

No proposed director of Viper Gold has, within the ten years prior to the date of this Information Circular, been a director, chief executive officer or chief financial officer of any company that, while such person was acting in that capacity (or after such person ceased to act in that capacity but resulting from an event that occurred while that person was acting in such capacity) was the subject of a cease trade order, an order similar to a cease trade order, or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days.

### **Bankruptcies**

No proposed director of Viper Gold has, within the ten years prior to the date of this Information Circular, been a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

### **Personal Bankruptcies**

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

### **APPOINTMENT OF AUDITORS**

Viper Gold recommends that McGovern, Hurley, Cunningham, LLP, Chartered Accountants be appointed as auditors of the Corporation, to hold office until the next annual meeting of the Corporation at such remuneration as may be fixed by the Board of Directors. McGovern, Hurley, Cunningham, LLP have been the auditors of the Corporation since October 14, 2010.

**The persons designated in the enclosed form of proxy, unless instructed otherwise, intend to vote FOR the appointment of McGovern, Hurley, Cunningham, LLP, Chartered Accountants, as auditors of the Corporation.**

### **APPROVAL OF OPTION PLAN**

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, approve a resolution approving the Corporation's existing Option Plan. Annual shareholder approval of the Option Plan is required by the TSXV. The terms of the Option Plan are described in this Information Circular (see "*Securities Authorized for Issuance under Equity Compensation Plans – Option Plan*") and the Option Plan is the same as the one which was attached to the Corporation's information circular dated May 20, 2011 which can be found under the Corporation's profile at [www.sedar.com](http://www.sedar.com). No changes to the Option Plan are proposed.

The form of resolution to be considered by Shareholders at the Meeting is as follows:

#### **"BE IT RESOLVED THAT**

1. the Corporation's existing stock option plan be and is hereby approved; and

2. any one officer or director of the Corporation is hereby authorized to execute and deliver all such documents and to do all such acts and things as may be deemed advisable in such individual's discretion for the purpose of giving effect to this resolution."

To be effective, the resolution must be passed by at least a majority of the votes cast at the Meeting. **The persons designated in the enclosed form of proxy, unless instructed otherwise, intend to vote FOR the approval of the Option Plan.**

## **APPROVAL OF THE PROPOSED SALE OF ALL OR SUBSTANTIALLY ALL OF THE ASSETS OF THE CORPORATION**

### ***Background to the Proposed Sale***

Since completing its Qualifying Transaction on August 17, 2010, the Corporation has been focused on the precious metals potential of the "Gold Corridor" in Northern Peru.

In Peru, the Corporation entered into an option and joint venture agreement dated March 17, 2010 (the "**Option Agreement**") with Duran Ventures Inc. ("**Duran**"), an arm's length resource company focused on the exploration and development of porphyry copper, precious metal and polymetallic deposits in Peru, and its subsidiary Minera Aguila de Oro S.A.C. ("**MADOSAC**"). The Option Agreement, which constituted the Qualifying Transaction of the Corporation, provided the Corporation with the right to acquire a 50% interest in eleven mineral claims comprising a prospective gold property known as the Corongo Property, located in the Department of Ancash in the Republic of Peru, approximately 400 kilometres north of Lima (the "**Corongo Property**"). On January 24, 2012, the Corporation satisfied the terms of the Option Agreement and earned its 50% beneficial interest in the Corongo Property, resulting in a joint venture among Viper Gold, Duran and MADOSAC (the "**Joint Venture**"). The Joint Venture identified Copper/Molybdenum at the Corongo Property in a soil sample in 2012. Due to the lack of funds, no further exploration work was conducted on the Corongo Property.

In January 2014, Duran and Viper Gold were approached by Minera Peñoles de Peru S.A. ("**Peñoles**"), a Peruvian subsidiary of Industrias Peñoles S.A.B. de C.V., to express interest in making an offer to purchase the Corongo Property along with other properties held by Duran. Following discussions and negotiations, the Corporation entered into a conditional termination agreement effective March 3, 2014 with Duran, MADOSAC and Corongo Exploraciones S.A.C. (the "**Termination Agreement**"), which would effectively terminate the Operating Agreement and result in the disposition of the Corporation's 50% interest in the Corongo Property to Peñoles (the "**Proposed Sale**").

The purchase price for the Corporation's interest in the Corongo Property pursuant to the terms of the Termination Agreement is US \$200,000. Viper Gold intends to use the proceeds from the Proposed Sale to address its working capital deficiency, improve the Corporation's balance sheet, pursue other resource and mining opportunities and consider additional business opportunities outside of the mining and exploration field in the ordinary course of business. The Corporation sees the Proposed Disposition as an opportunity to increase its treasury without having a dilutive impact on its current Shareholders while maintaining an attractive share structure to advance on targeted prospects. The Corporation believes it can take advantage of continuing poor market conditions in the junior resource sector.

The Proposed Sale is subject to receipt of Shareholder approval and approval by the TSXV.

The Board of Directors as a whole, excluding Joseph Del Campo, who is also a director of Duran, has determined that the transactions contemplated pursuant to the Termination Agreement are in the best interests of the Corporation and its Shareholders. **The Board of the Corporation unanimously (with one abstention) recommends that Shareholders approve the Proposed Sale.**



### ***Summary of the Conditional Termination Agreement***

The Termination Agreement contemplates that the Corporation will terminate the Joint Venture and renounce its interest in the Corongo Property in exchange for an aggregate of US \$200,000. This would effectively constitute a sale of all or substantially all of the assets of the Corporation. As part of the Termination Agreement, Viper Gold and Duran each have provided the other with an indemnity for all liability arising out of the Joint Venture.

The Termination Agreement contains representations and warranties for each of Viper Gold and Duran that are customary for transactions of this nature. Pursuant to the terms of the Termination Agreement, the Proposed Sale is subject to receipt of Shareholder approval and approval by the TSXV. The Termination Agreement may be terminated upon the mutual written agreement of Viper and Duran or if the Proposed Sale has not occurred on or before May 31, 2014.

A copy of the Termination Agreement can be found under the Corporation's profile at [www.sedar.com](http://www.sedar.com).

### ***Reasons for the Recommendation***

In reaching its conclusions, the Board undertook a thorough review of strategic alternatives available to the Corporation and considered, among other things:

1. the negotiations with Peñoles were at arm's-length to both Viper Gold and Duran;
2. the purchase price meets the Board's valuation of the Corporation's interest in the Corongo Property;
3. no work has been done on the Corongo Property since 2012 and there are limited financial resources to advance the project at present;
4. the purchase price of US \$200,000 exceeded the market capitalization of the Corporation on the date of the Termination Agreement of approximately \$182,720 (based on there being 18,272,000 Common Shares outstanding at a trading price of \$0.01 per share on March 3, 2014);
5. the purchase price exceeds the net tangible assets (being total assets less total liabilities, goodwill and intangibles) of the Corporation, as reflected in the Corporation's audited financial statements for the year ended December 31, 2013;
6. the Corporation is experiencing an extremely difficult market environment for junior mining corporations; and
7. the Board carried out a detailed review of the financial terms and the merits of the proposed Termination Agreement and future investment of the funds versus the ability of the Corporation to provide value to its Shareholders absent a transaction.

### ***Effective Date of the Proposed Sale***

It is anticipated that the Proposed Sale will become effective after Shareholder and TSXV approvals have been obtained and all other conditions to the Termination Agreement have been satisfied or waived. It is currently anticipated that this date will be on or about April 25, 2014 and, in any event, not later than May 31, 2014.

### ***Shareholder Approval***

Pursuant to Section 190 of the ABCA, a sale of all or substantially all the property of a corporation other than in the ordinary course of business of the Corporation requires the approval of the shareholders by way of a special resolution. Accordingly, Shareholders will be asked to consider and, if thought appropriate, to pass, with or without variation, a resolution authorizing the Corporation to sell the Corongo Property, being all or substantially all of the property of the Corporation (the "**Sale Resolution**"). In order to be effective, the Sale Resolution requires the

approval by not less than 66⅔% of the votes cast by Shareholders who vote in respect of the resolution, excluding the votes cast by Joseph Del Campo and any of his associates and affiliates, since Mr. Del Campo is a director of both Viper and Duran and therefore is considered to be a non-arm's length party to the transaction.

The form of Sale Resolution to be considered by Shareholders at the Meeting is as follows:

**"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. the Corporation is authorized to sell all or substantially all of the property of the Corporation (the "**Proposed Sale**") pursuant to the conditional termination agreement dated effective March 3, 2014 among the Corporation, Duran Ventures Inc., Minera Aquila De Oro S.A.C. and Corongo Exploraciones S.A.C. (the "**Termination Agreement**"), as more particularly described in the Information Circular of the Corporation dated March 28, 2014;
2. notwithstanding that this special resolution has been duly passed by the shareholders of the Corporation, the board of directors of the Corporation may, in its sole discretion and without further approval of the shareholders of the Corporation, revoke this special resolution at any time prior to effecting the Proposed Sale and elect not to act on or carry out this special resolution; and
3. any one director or officer of the Corporation is authorized, for and on behalf of the Corporation, to execute and deliver all of the documents and do all other things as in the opinion of such director or officer may be necessary or desirable to implement this special resolution and matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of such document or instrument and the taking of any such action."

To be effective, the resolution must be passed by at least 66⅔% of the votes cast at the Meeting. **The persons designated in the enclosed form of proxy, unless instructed otherwise, intend to vote FOR the approval of the Sale Resolution.**

***Dissent Rights***

The following description of dissent rights ("**Dissent Rights**") to which registered Shareholders who dissent from the Sale Resolution ("**Dissenting Shareholders**") are entitled is not a comprehensive statement of the procedures to be followed by a Dissenting Shareholder who seeks payment of the fair value of such Dissenting Shareholder's Common Shares and is qualified in its entirety by the reference to the full text of Section 191 of the ABCA, which is attached to this Information Circular as Appendix "B". A Shareholder who intends to exercise Dissent Rights should carefully consider and comply with the provisions of Section 191 of the ABCA. Failure to strictly comply with the provisions of Section 191 of the ABCA and to adhere to the procedures established therein may result in the loss of all rights thereunder.

Under the ABCA, a registered holder of Common Shares is entitled, in addition to any other right such holder may have, to dissent and, upon strict compliance with the ABCA, to be paid the fair value of the Common Shares held by such Dissenting Shareholder in respect of which such Shareholder dissents, determined as of the close of business on the last business day before the day on which the resolution from which such Shareholder dissents was adopted. **Only registered holders of Common Shares may dissent. Beneficial Shareholders (ie: persons who are beneficial owners of Common Shares registered in the name of a broker, custodian, nominee or other intermediary) who wish to dissent, should be aware that they may only do so through the registered owner of such securities. A registered holder of Common Shares, such as a broker, who holds Common Shares as nominee for Beneficial Shareholders, some of whom wish to dissent, must exercise dissent rights on behalf of such Beneficial Shareholder with respect to the Common Shares held for such Beneficial Shareholder. In such case, the written objection should set forth the number of Common Shares covered by such objection.**

A registered holder of Common Shares who wishes to dissent must send to the Corporation, at or before the Meeting, a written notice of objection to the Proposed Sale, c/o Norton Rose Fulbright Canada LLP, Attention:

Christopher M. Wolfenber, either to the firm's address at Suite 3700, 400 3<sup>rd</sup> Avenue SW, Calgary, Alberta T2P 4H2, or by facsimile transmission to (403) 264-5973.

**A holder of Common Shares may not exercise dissent rights in respect of only a portion of such holder's Common Shares, but may dissent only with respect to all of the Common Shares held by the holder.**

An application may be made to the Court of Queen's Bench of Alberta (the "**Court**") by Viper Gold or by a Dissenting Shareholder after the adoption of the Sale Resolution to fix the fair value of the Dissenting Shareholder's Common Shares. If such an application to the Court is made by Viper Gold or a Dissenting Shareholder, Viper Gold must, unless the Court otherwise orders, send to each Dissenting Shareholder a written offer to pay the Dissenting Shareholder an amount considered by the Board to be the fair value of the Common Shares to which dissent rights are being exercised. The offer, unless the Court otherwise orders, will be sent to each Dissenting Shareholder at least 10 days before the date on which the application is returnable, if Viper Gold is the applicant, or within 10 days after Viper Gold is served with notice of the application, if a Dissenting Shareholder is the applicant. The offer will be made on the same terms to each Dissenting Shareholder and will be accompanied by a statement showing how the fair value was determined.

A Dissenting Shareholder may make an agreement with Viper Gold for the purchase of such holder's Common Shares in the amount of the offer made by Viper Gold or otherwise at any time before the Court pronounces an order fixing the fair value of the Common Shares.

A Dissenting Shareholder is not required to give security for costs in respect of an application and, except in special circumstances, will not be required to pay the costs of the application or appraisal. On the application, the Court will make an order fixing the fair value of the Common Shares of all Dissenting Shareholders who are parties to the application, giving judgment in that amount against Viper Gold and in favour of each of those Dissenting Shareholders and fixing the time within which Viper Gold must pay such amounts to the Dissenting Shareholders. The Court may in its discretion allow a reasonable rate of interest on the amount payable to each Dissenting Shareholder calculated from the date on which the Dissenting Shareholder ceases to have any rights as a Shareholder until the date of payment.

On the Proposed Sale becoming effective, or upon the making of an agreement between Viper Gold and the Dissenting Shareholder as to the payment to be made to the Dissenting Shareholder, or upon the pronouncement of a Court order fixing the fair value of the Dissenting Shareholder's Common Shares, whichever first occurs, the Dissenting Shareholder will cease to have any rights as a Shareholder other than the right to be paid the fair value of such holder's Common Shares in the amount agreed to between Viper Gold and the Dissenting Shareholder or in the amount of the Court judgment, as the case may be. Until one of these events occurs, the Dissenting Shareholder may withdraw the Dissenting Shareholder's dissent or, if the Proposed Sale has not yet become effective, Viper Gold may rescind the resolution approving the Proposed Sale, and in either event the dissent and appraisal proceedings in respect of that Dissenting Shareholder will be discontinued.

Viper Gold will not make a payment to any Dissenting Shareholder under Section 191 of the ABCA if there are reasonable grounds for believing that Viper Gold would after the payment be unable to pay its liabilities as they become due, or that the realizable value of the assets of Viper Gold would thereby be less than the aggregate of its liabilities. In such event, Viper Gold shall, within 10 days after (i) the pronouncement of an order of the Court fixing the fair value of the Common Shares of the Dissenting Shareholders or (ii) the making of an agreement between a Dissenting Shareholder and Viper Gold as to the payment to be made for the Dissenting Shareholder's Common Shares, notify each Dissenting Shareholder that it is unable lawfully to pay Dissenting Shareholders for their Common Shares, in which case a Dissenting Shareholder may, by written notice to Viper Gold within 30 days after receipt of such notice, withdraw such Dissenting Shareholder's written objection, in which case Viper Gold shall be deemed to consent to the withdrawal and such Dissenting Shareholder shall be reinstated with full rights as a Shareholder, failing which such Dissenting Shareholder retains status as a claimant against Viper Gold to be paid as soon as Viper Gold is lawfully entitled to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of Viper Gold but in priority to the Shareholders.

**The above summary does not purport to provide a comprehensive statement of the procedures to be followed by a Dissenting Shareholder who seeks payment of the fair value of their Common Shares. Section 191 of the**

**ABCA requires adherence to the procedures established therein and failure to do so may result in the loss of all rights thereunder. Accordingly, each Dissenting Shareholder who wishes to exercise dissent rights should carefully consider and comply with the provisions of that Section, the full text of which is set out in Appendix "B", and consult his or her own legal advisor.**

**Dissenting Shareholders should consult their own advisors with respect to the income tax considerations relevant to their particular circumstances.**

#### **APPROVAL OF CHANGE OF NAME OF THE CORPORATION**

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, approve a special resolution to authorize the change of the Corporation's name following the completion of the Proposed Sale to such other name as the Board of Directors in its sole discretion deems appropriate and as may be approved by any regulatory body having jurisdiction over the Corporation (the "**Name Change Resolution**").

The Board and management of the Corporation believe that it is in the best interests of the Corporation for Shareholders to approve the Name Change Resolution to allow the Board to have the ability to align the name of the Corporation with the future business entered into by the Corporation. Any change of name will be undertaken at the time that the Board deems appropriate, and the Board may elect not to proceed with any change of name.

Pursuant to Section 173 of the ABCA, an amendment of the articles of a corporation requires the approval of the Shareholders by way of a special resolution. Accordingly, the Name Change Resolution requires the approval by not less than 66⅔% of the votes cast by Shareholders who vote in respect of the resolution.

The form of Name Change Resolution to be considered by Shareholders at the Meeting is as follows:

#### **"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. the directors of the Corporation be authorized to change the Corporation's name to such other name as the directors in their sole discretion deem appropriate and to amend the Corporation's Articles of Incorporation to effect the same;
2. notwithstanding that this special resolution has been duly passed by the shareholders of the Corporation, the board of directors of the Corporation may, in its sole discretion and without further approval of the shareholders of the Corporation, revoke this special resolution at any time prior to effecting the change of name and elect not to act on or carry out this special resolution; and
3. any one director or officer of the Corporation is authorized, for and on behalf of the Corporation, to execute and deliver all of the documents and do all other things as in the opinion of such director or officer may be necessary or desirable to implement this special resolution and matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of such document or instrument and the taking of any such action."

To be effective, the resolution must be passed by at least 66⅔% of the votes cast at the Meeting. **The persons designated in the enclosed form of proxy, unless instructed otherwise, intend to vote FOR the approval of the Name Change Resolution.**

#### **APPROVAL OF SHARE CONSOLIDATION**

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, approve a special resolution (the "**Share Consolidation Resolution**") to authorize the consolidation of the issued and outstanding Common Shares following completion of the Proposed Sale in such proportion as the Board may determine, up to a consolidation ratio of (1) post-consolidation Common Share for every ten (10) pre-consolidation Common Shares (the "**Share Consolidation**"). Although the Board of Directors considers it to be in the best interests of the Corporation to have

the flexibility to consolidate the Common Shares following completion of the Proposed Sale, **completion of the Proposed Sale is not conditional upon receiving the approval of Shareholders for such a consolidation.**

**Viper Gold is seeking approval of the Shareholders to effect the Share Consolidation, although the implementation of the Share Consolidation will be undertaken at the time that the Board deems appropriate, and the Board may elect not to proceed with the Share Consolidation.**

Viper Gold currently has 18,272,000 Common Shares issued and outstanding.

The Board and management of the Corporation believe that it is in the best interests of the Corporation for Shareholders to approve the Share Consolidation because it may provide Viper Gold with increased flexibility to seek additional financing opportunities and to pursue strategic transactions as such a consolidation may improve the market's perception of Viper Gold.

No fractional Common Shares will be issued and if, as a result of the Share Consolidation, a Shareholder would otherwise be entitled to a fraction of a Common Share, the Shareholder will be entitled to receive the nearest whole number of Common Shares only, without compensation for the fractional interest. The change in the number of Common Shares outstanding that would result from the Share Consolidation will cause no change in the stated capital attributable to the Common Shares.

The Share Consolidation will not affect the percentage ownership in Viper Gold by Shareholders, even though such ownership would be represented by a smaller number of Common Shares. The Share Consolidation would merely proportionally reduce the number of Common Shares held.

If the Share Consolidation is approved by the Shareholders, and the Board determines it is appropriate to proceed with the Share Consolidation, the number of Common Shares issuable upon the exercise of outstanding Options, as well as the exercise prices therefor, will be adjusted proportionately to reflect the Share Consolidation.

Pursuant to Section 173 of the ABCA, a consolidation of the Common Shares of the Corporation requires the approval of the Shareholders by way of a special resolution. Accordingly, the Share Consolidation Resolution requires the approval by not less than 66 $\frac{2}{3}$ % of the votes cast by Shareholders who vote in respect of the resolution.

The form of Share Consolidation Resolution to be considered by Shareholders at the Meeting is as follows:

**"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. the board of directors of the Corporation may, in its sole discretion and at the time it deems appropriate, amend the articles of the Corporation to consolidate the then issued and outstanding Common Shares as the Board may determine on the basis of up to one (1) post-consolidation Common Share for every ten (10) pre-consolidation Common Shares, provided, however, that no fractional Common Shares will be issued in connection with the consolidation, and any holder of the then issued and outstanding Common Shares who might otherwise be entitled to receive a fractional Common Share as a result of the consolidation will be entitled to receive the nearest whole number of Common Shares only (rounded up or down as the case may be, with fractions equal to exactly 0.5 being rounded up), without compensation for the fractional interest;
2. notwithstanding that this special resolution has been duly passed by the shareholders of the Corporation, the board of directors of the Corporation may, in its sole discretion and without further approval of the shareholders of the Corporation, revoke this special resolution at any time prior to effecting the share consolidation and elect not to act on or carry out this special resolution; and
3. any one director or officer of the Corporation is authorized, for and on behalf of the Corporation, to execute and deliver all of the documents and do all other things as in the opinion of such director or officer may be necessary or desirable to implement this special resolution and matters

authorized hereby, such determination to be conclusively evidenced by the execution and delivery of such document or instrument and the taking of any such action."

To be effective, the resolution must be passed by at least 66 $\frac{2}{3}$ % of the votes cast at the Meeting. **The persons designated in the enclosed form of proxy, unless instructed otherwise, intend to vote FOR the approval of the Share Consolidation Resolution.**

In the event the Share Consolidation is approved by Shareholders and the Board determines to proceed with the Share Consolidation, TMX Equity Transfer Services Inc. will send to the registered holders of Common Shares, as soon as practicable following the filing of the Articles of Amendment, a letter of transmittal to be used by such Shareholders to exchange certificates representing existing Common Shares for certificates representing Common Shares on a post-consolidation basis.

The method of delivery of certificates representing Common Shares, the letter of transmittal and all other required documents will be at the option and risk of the person surrendering them. It is recommended that such documents be delivered by hand to TMX Equity Transfer Services Inc., at the address(es) to be noted in the letter of transmittal, and a receipt obtained therefore, or, if mailed, that registered mail, with return receipt requested, be used and that proper insurance be obtained.

In the event the Share Consolidation is completed, certificates formerly representing Common Shares on a pre-consolidation basis will continue to represent Common Shares on a post-consolidation basis prior to the exchange of such certificates in accordance with a duly completed letter of transmittal.

#### **OTHER BUSINESS**

Management is not aware of any other business to come before the Meeting other than as set forth in the Notice of Meeting of Shareholders. If any other business properly comes before the Meeting, it is the intention of the persons named in the Instrument of Proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

#### **ADDITIONAL INFORMATION**

Financial information relating to Viper Gold is provided in the Corporation's consolidated financial statements and management's discussion and analysis for the year ended December 31, 2013. Copies of this management proxy circular, the annual financial statements and any interim financial statements of the Corporation subsequent to the annual financial statements may be obtained without charge by writing to the Corporate Secretary of the Corporation at c/o Norton Rose Fulbright Canada LLP, Suite 3700, 400 Third Avenue S.W., Calgary, Alberta T2P 4H2, Attention: Christopher M. Wolfenber. Additional information relating to Viper Gold is available on SEDAR at [www.sedar.com](http://www.sedar.com).

## APPENDIX "A"

### VIPER GOLD LTD.

#### AUDIT COMMITTEE TERMS OF REFERENCE

---

The Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Viper Gold Ltd. (the "**Corporation**") shall have the oversight responsibility, authority and specific duties as described below.

#### **Composition**

The Committee will be comprised of two or more directors as determined by the Board. Each Committee member shall, to the extent possible, satisfy the independence, financial literacy and experience requirements of applicable securities laws and rules, any applicable stock exchange requirements 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.

Members of the Committee shall be appointed by the Board. Each member shall serve until his or her successor is appointed, unless he or she shall resign or be removed by the Board or he or she shall otherwise cease to be a director of the Corporation. The Board shall fill any vacancy if the membership of the Committee is less than two directors.

The Chair of the Committee may be designated by the Board or, if it does not do so, the members of the Committee may elect a Chair by vote of a majority of the full Committee membership.

#### **Communication, Authority to Engage Advisors and Expenses**

The Committee shall have access to such officers and employees of the Corporation, the Corporation's external auditor and to such information respecting the Corporation, as it considers to be necessary or advisable in order to perform its duties and responsibilities.

The Committee provides an avenue for communication, particularly for outside directors, with the external auditor, on the one hand, and senior management and the Board, on the other hand. The external auditor shall have a direct line of communication to the Committee through its Chair and shall report directly to the Committee. The Committee, through its Chair, may contact directly any employee of the Corporation, and any employee may bring before the Committee, on a confidential basis, any matter involving the Corporation's financial practices or transactions.

The Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to set the compensation for any such counsel and advisors. Any engagement of independent counsel or other advisors is to be at the Corporation's expense.

The Corporation shall be responsible for all expenses of the Committee that are deemed necessary or appropriate by the Committee in carrying out its duties.

#### **Meetings and Record Keeping**

Meetings of the Committee shall be conducted as follows:

1. the Committee shall meet at least four times annually at such times and at such locations as the Chair of the Committee shall determine, provided that meetings shall be scheduled so as to permit timely review of the quarterly and annual financial statements and reports. The external auditor or any two members of the Committee may also request a meeting of the Committee;

2. the quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or by other telecommunication device that permits all persons participating in the meeting to hear each other;
3. if the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee who is present at the meeting shall be chosen by the Committee to preside at the meeting;
4. the Chair shall, in consultation with the President and Chief Executive Officer and management and in consultation with the auditor, establish the agenda for the meetings and instruct management to ensure that properly prepared agenda materials are circulated to the Committee;
5. every question at a Committee meeting shall, if necessary, be decided by a majority of the votes cast;
6. the President and Chief Executive Officer and the Chief Financial Officer shall be available to advise the Committee, shall receive notice of meetings and may attend meetings of the Committee at the invitation of the Chair of the Committee. Other management representatives may be invited to attend as necessary; and
7. the Corporate Secretary or, in the absence of the Corporate Secretary, a Committee member or any other person selected by the Committee, shall act as secretary for the purpose of recording the minutes of each meeting.

The Committee shall provide the Board with a summary of all meetings together with a copy of the minutes from such meetings. Where minutes have not yet been prepared, the Chair shall provide the Board with oral reports on the activities of the Committee. All information reviewed and discussed by the Committee at any meeting shall be referred to in the minutes and made available for examination by the Board upon request to the Chair.

### **Responsibilities**

The Committee is part of the Board. Its primary functions are to assist the Board in fulfilling its oversight responsibilities with respect to: (i) the oversight, review and approval of the financial statements and the accounting and financial reporting processes of the Corporation; (ii) the assessment of the system of internal controls that management has established; and (iii) the external audit process. In addition, the Committee shall assist the Board, as requested, in fulfilling its oversight responsibilities with respect to (i) financial policies and strategies; (ii) financial risk management practices; and (iii) transactions or circumstances which could materially affect the financial profile of the Corporation.

The Committee shall be directly responsible, in its capacity as a committee of the Board, for recommending the external auditor, approving the compensation and retention of the external auditor and overseeing the work of the external auditor and the relationship of the external auditor with the Corporation (including the resolution of disagreements between management and the external auditor regarding financial reporting).

The Committee should have a clear understanding with the independent auditor that they must maintain an open and transparent relationship with the Committee, and that the ultimate accountability of the independent auditor is to the shareholders of the Corporation.

### **Specific Duties**

#### **A. Relationship with External Auditor**

The Committee shall:

1. consider and make a recommendation to the Board as to the appointment or re-appointment of the external auditor;



2. consider and make a recommendation to the Board as to the compensation of the external auditor which is to be paid by the Corporation;
3. oversee the work of the external auditor in performing their audit or review services, and oversee the resolution of any disagreements between management of the Corporation and the external auditor;
4. review and discuss with the external auditor all significant relationships that the external auditor and its affiliates have with the Corporation and its affiliates in order to determine the external auditor's independence, including, without limitation:
  - (a) requesting, receiving and reviewing, on a periodic basis, a formal written statement from the external auditor delineating all relationships that may reasonably be thought to bear on the independence of the external auditor with respect to the Corporation;
  - (b) discussing with the external auditor any disclosed relationships or services that may impact the objectivity and independence of the external auditor; and
  - (c) recommending that the Board take appropriate action in response to the external auditor's report to satisfy itself of the external auditor's independence;
5. review and discuss the audit plan of the external auditor with the external auditor, including the staffing thereof, prior to the commencement of the audit;
6. as may be required by applicable securities laws, rules and guidelines, either:
  - (a) 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 minimus* non-audit services, approve such non-audit services prior to the completion of the audit; or
  - (b) adopt specific policies and procedures for the engagement of the external auditor for the purposes of the provision of non-audit services; and
7. review and approve the hiring policies of the Corporation regarding partners and employees and former partners and employees of the present and former external auditor of the Corporation.

**B. Financial Statements and Financial Reporting**

The Committee shall:

1. review with management and the external auditor, and recommend to the Board for approval, the annual financial statements of the Corporation and related financial reporting, including management's discussion and analysis and earnings press releases. In particular, the Committee's review of such financial statements should include, but not be limited to:
  - (a) reviewing changes in accounting principles, or in their application, which may have a material effect on the current or future years' financial statements;
  - (b) reviewing significant accruals, reserves or other estimates;
  - (c) reviewing the accounting treatment of unusual or non-recurring transactions; and
  - (d) reviewing disclosure requirements for commitments and contingencies;
2. upon completion of each audit, review with the external auditor the results of such audit. This process should include but not be limited to:

- (a) reviewing the scope and quality of the audit work performed;
  - (b) reviewing the capability of the Corporation's financial personnel;
  - (c) reviewing the co-operation received from the Corporation's financial personnel during the audit;
  - (d) reviewing the internal resources used;
  - (e) reviewing significant transactions outside of the normal business of the Corporation; and
  - (f) reviewing significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems;
3. review with management, and recommend to the Board for approval, the interim financial statements of the Corporation and related financial reporting, including management's discussion and analysis and earnings press releases;
  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 or other public disclosure document of the Corporation;
  5. consider and be satisfied that adequate policies and 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 public disclosure referred to in clauses B.1 and B.3 above), and periodically assess the adequacy of such procedures;
  6. review with management, the external auditor and, if necessary, legal counsel, any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Corporation, and the manner in which these matters may be, or have been, disclosed in the financial statements; and
  7. review accounting, tax, legal and financial aspects of the operations of the Corporation as the Committee considers appropriate.

**C. Internal Controls**

The Committee shall review with management and the external auditor, the adequacy and effectiveness of the internal control and management information systems and procedures of the Corporation (with particular attention given to accounting, financial statements and financial reporting matters) and determine whether the Corporation is in compliance with applicable legal and regulatory requirements and with the Corporation's policies.

**D. Financial Risk Management**

The Committee may, if requested:

1. review the appropriateness and effectiveness of the Corporation's policies and business practices which impact on the financial integrity of the Corporation, including those relating to insurance, accounting, management reporting and risk management;
2. review with management and the external auditor their assessment of the significant financial risks and exposures of the Corporation and discuss with management the steps which the Corporation has taken to monitor and control such exposures;
3. review current and expected future compliance with covenants under any financing agreements;

4. review the activities of the Corporation's marketing group and the financial risks arising from such activities;
5. review the insurance program including coverage for such things as business interruption, general liabilities, and directors and officers liability;
6. review any other significant financial exposures including such things as tax audits, government audits or any other activities that expose the Corporation to the risk of a material financial loss;
7. report the results of such reviews to the Board for the purpose of assisting the Board in identifying the principal business risks associated with the businesses of the Corporation; and
8. review the appropriateness of the policies and procedures used in the preparation of the Corporation's financial statements and other required disclosure documents, and consider recommendations for any material change to such policies.

***E. Procedure For Complaints and Employee Submissions***

The Committee shall establish procedures for: (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

**Approval**

This Audit Committee Terms of Reference has been approved and adopted by Board effective March 14, 2008.

## APPENDIX "B"

### SECTION 191 OF THE BUSINESS CORPORATIONS ACT (ALBERTA)

---

The full text of Section 191 of the *Business Corporations Act* (Alberta) is set forth below:

#### Section 191

- (1) Subject to sections 192 and 242, a holder of shares of any class of a corporation may dissent if the corporation resolves to
  - (a) amend its articles under section 173 or 174 to add, change or remove any provisions restricting or constraining the issue or transfer of shares of that class,
  - (b) amend its articles under section 173 to add, change or remove any restrictions on the business or businesses that the corporation may carry on,
  - (b.1) amend its articles under section 173 to add or remove an express statement establishing the unlimited liability of shareholders as set out in section 15.2(1),
  - (c) amalgamate with another corporation, otherwise than under section 184 or 187,
  - (d) be continued under the laws of another jurisdiction under section 189, or
  - (e) sell, lease or exchange all or substantially all its property under section 190.
- (2) A holder of shares of any class or series of shares entitled to vote under section 176, other than section 176(1)(a), may dissent if the corporation resolves to amend its articles in a manner described in that section.
- (3) In addition to any other right the shareholder may have, but subject to subsection (20), a shareholder entitled to dissent under this section and who complies with this section is entitled to be paid by the corporation the fair value of the shares held by the shareholder in respect of which the shareholder dissents, determined as of the close of business on the last business day before the day on which the resolution from which the shareholder dissents was adopted.
- (4) A dissenting shareholder may only claim under this section with respect to all the shares of a class held by the shareholder or on behalf of any one beneficial owner and registered in the name of the dissenting shareholder.
- (5) A dissenting shareholder shall send to the corporation a written objection to a resolution referred to in subsection (1) or (2)
  - (a) at or before any meeting of shareholder at which the resolution is to be voted on, or
  - (b) if the corporation did not send notice to the shareholder of the purpose of the meeting or of the shareholder's right to dissent, within a reasonable time after the shareholder learns that the resolution was adopted and of the shareholder's right to dissent.
- (6) An application may be made to the Court by originating notice after the adoption of a resolution referred to in subsection (1) or (2),
  - (a) by the corporation, or

- (b) by a shareholder if he has sent an objection to the corporation under subsection (5),
- to fix the fair value in accordance with subsection (3) of the shares of a shareholder who dissents under this section, or to fix the time at which a shareholder of an unlimited liability corporation who dissents under this section ceases to become liable for any new liability, act or default of the unlimited liability corporation.
- (7) If an application is made under subsection (6), the corporation shall, unless the Court otherwise orders, send to each dissenting shareholder a written offer to pay him an amount considered by the directors to be the fair value of the shares.
- (8) Unless the Court otherwise orders, an offer referred to in subsection (7) shall be sent to each dissenting shareholder
- (a) at least 10 days before the date on which the application is returnable, if the corporation is the applicant, or
- (b) within 10 days after the corporation is served with a copy of the application, if a shareholder is the applicant.
- (9) Every offer made under subsection (7) shall
- (a) be made on the same terms, and
- (b) contain or be accompanied by a statement showing how the fair value was determined.
- (10) A dissenting shareholder may make an agreement with the corporation for the purchase of the shareholder's shares by the corporation, in the amount of the corporation's offer under subsection (7) or otherwise, at any time before the Court pronounces an order fixing the fair value of the shares.
- (11) A dissenting shareholder
- (a) is not required to give security for costs in respect of an application under subsection (6), and
- (b) except in special circumstances shall not be required to pay the costs of the application or appraisal.
- (12) In connection with an application under subsection (6), the Court may give directions for
- (a) joining as parties all dissenting shareholders whose shares have not been purchased by the corporation and for the representation of dissenting shareholders who, in the opinion of the Court, are in need of representation,
- (b) the trial of issues and interlocutory matters, including pleadings and questioning under Part 5 of the *Alberta Rules of Court*,
- (c) the payment to the shareholder of all or part of the sum offered by the corporation for the shares,
- (d) the deposit of the share certificates with the Court or with the corporation or its transfer agent,
- (e) the appointment and payment of independent appraisers, and the procedures to be followed by them,
- (f) the service of documents, and

- (g) the burden of proof on the parties.
- (13) On an application under subsection (6), the Court shall make an order
- (a) fixing the fair value of the shares in accordance with subsection (3) of all dissenting shareholders who are parties to the application,
  - (b) giving judgment in that amount against the corporation and in favour of each of those dissenting shareholders,
  - (c) fixing the time within which the corporation must pay that amount to a shareholder, and
  - (d) fixing the time at which a dissenting shareholder of an unlimited liability corporation ceases to become liable for any new liability, act or default of the unlimited liability corporation.
- (14) On
- (a) the action approved by the resolution from which the shareholder dissents becoming effective,
  - (b) the making of an agreement under subsection (10) between the corporation and the dissenting shareholder as to the payment to be made by the corporation for the shareholder's shares, whether by the acceptance of the corporation's offer under subsection (7) or otherwise, or
  - (c) the pronouncement of an order under subsection (13),
- whichever first occurs, the shareholder ceases to have any rights as a shareholder other than the right to be paid the fair value of the shareholder's shares in the amount agreed to between the corporation and the shareholder or in the amount of the judgment, as the case may be.
- (15) Subsection (14)(a) does not apply to a shareholder referred to in subsection (5)(b).
- (16) Until one of the events mentioned in subsection (14) occurs,
- (a) the shareholder may withdraw the shareholder's dissent, or
  - (b) the corporation may rescind the resolution,
- and in either event proceedings under this section shall be discontinued.
- (17) The Court may in its discretion allow a reasonable rate of interest on the amount payable to each dissenting shareholder, from the date on which the shareholder ceases to have any rights as a shareholder by reason of subsection (14) until the date of payment.
- (18) If subsection (20) applies, the corporation shall, within 10 days after
- (a) the pronouncement of an order under subsection (13), or
  - (b) the making of an agreement between the shareholder and the corporation as to the payment to be made for the shareholder's shares,
- notify each dissenting shareholder that it is unable lawfully to pay dissenting shareholders for their shares.
- (19) Notwithstanding that a judgment has been given in favour of a dissenting shareholder under subsection (13)(b), if subsection (20) applies, the dissenting shareholder, by written notice delivered to the corporation within 30 days after receiving the notice under subsection (18), may withdraw the shareholder's

notice of objection, in which case the corporation is deemed to consent to the withdrawal and the shareholder is reinstated to the shareholder's full rights as a shareholder, failing which the shareholder retains a status as a claimant against the corporation, to be paid as soon as the corporation is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the corporation but in priority to its shareholders.

- (20) A corporation shall not make a payment to a dissenting shareholder under this section if there are reasonable grounds for believing that
- (a) the corporation is or would after the payment be unable to pay its liabilities as they become due, or
  - (b) the realizable value of the corporation's assets would by reason of the payment be less than the aggregate of its liabilities.