

# **DISSIDENT PROXY CIRCULAR**

PREPARED IN CONNECTION WITH THE ANNUAL GENERAL MEETING OF THE  
SHAREHOLDERS OF

## **AURWEST RESOURCES CORPORATION**

SCHEDULED TO BE HELD AT 10:00 AM (PACIFIC TIME) ON  
FEBRUARY 28, 2020

THIS CIRCULAR SOLICITS GREEN PROXIES BY AND ON BEHALF OF  
COLIN CHRISTENSEN, ELMER STEWART, WARREN BROWN AND CAMERON  
MACDONALD,

(collectively, the “Concerned Shareholders”)

*This proxy circular solicits the Concerned Shareholder **GREEN PROXIES** opposed to those solicited by the management of Aurwest Resources Corporation. Please follow the instructions set forth herein on how to deposit a **GREEN PROXY**. The Concerned Shareholders urge you to disregard any management form of proxy received.*

### **RECOMMENDATION**

THE CONCERNED SHAREHOLDERS OF AURWEST RESOURCES CORPORATION RECOMMEND THAT YOU VOTE FOR THE CONCERNED SHAREHOLDERS NOMINEES NAMED IN THIS CIRCULAR (AND THE ACCOMPANYING GREEN PROXY) AS DIRECTORS OF AURWEST RESOURCES CORPORATION AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS SCHEDULED TO BE HELD AT 10:00 AM (PACIFIC TIME) ON FEBRUARY 28, 2020.

YOUR VOTE IS VERY IMPORTANT TO THE FUTURE OF YOUR INVESTMENT IN THE CORPORATION. IF YOU AGREE THAT THE PROPOSED CHANGES TO THE BOARD OF DIRECTORS OF AURWEST RESOURCES CORPORATION ARE DESIRABLE, PLEASE FOLLOW THE INSTRUCTIONS SET FORTH IN THIS CIRCULAR UNDER “*QUESTIONS ABOUT VOTING MY SHARES*” TO VOTE FOR THE CONCERNED SHAREHOLDERS NOMINEES NAMED IN THIS CIRCULAR AND THE ACCOMPANYING GREEN PROXY.

IF YOU HAVE ANY QUESTIONS OR NEED ASSISTANCE VOTING YOUR SHARES, CALL:

COLIN CHRISTENSEN AT 403-483-8363 OR CAMERON MACDONALD AT  
403-585-9875

Dated February 7, 2020

**YOUR VOTE IS EXTREMELY IMPORTANT – VOTE YOUR GREEN PROXY TODAY**

February 7, 2020

Dear Fellow Aurwest Shareholder:

I am writing to you on behalf of a group of shareholders of Aurwest Resources Corporation (“**Aurwest**” or the “**Corporation**”) (formerly Shamrock Enterprises Inc.) (CSE: AWR) led by Colin Christensen, Elmer B. Stewart, Warren Brown and myself, Cameron MacDonald (the “**Concerned Shareholders**”), to ask for your support at the annual general meeting of the Corporation scheduled to be held at 10:00 a.m. (Pacific time) on Friday, February 28, 2020 in Vancouver, British Columbia (the “**Meeting**”).

The Concerned Shareholders hold a significant interest in the Corporation and thus our interests are aligned with yours. As has been publicly disclosed, the Concerned Shareholders control over **11.49%** of the issued and outstanding shares of the Corporation, which is almost 9x (times) the amount owned by the current management and board of directors. **The ownership position of the Concerned Shareholders should NOT be viewed as a vote of confidence for the current management or board of directors who have repeatedly destroyed value at Aurwest and continue to do so today.** The Concerned Shareholders have made attempts to encourage the current officers and directors of the Corporation to make significant changes in order to avoid a costly proxy fight, but it appears that the current directors want to waste additional shareholder capital to entrench themselves further.

According to continuous disclosure filings, the current management and board members of the Corporation (“**Current Board**”) **own approximately 1.3%** of the issued and outstanding shares of the Corporation. According to insider trading reports (SEDI filings), Mr. Bob Faris, current CEO and Director of the Corporation, currently owns **ZERO** shares and has not participated in any financings personally nor has he invested any material amounts of capital in the business. It is clear Mr. Faris' interests are not aligned with those of the shareholders of Aurwest (the “**Shareholders**”). Based on current management's information circular for the Meeting filed on SEDAR (the “**Management Circular**”), Mr. Charlie Greig (current director) owns 82,500 shares (post consolidation) representing a 0.639% interest in the Corporation and Scott Ansell (current director) owns 91,666 shares. Mr. Nizar Rayani has only recently become a director and based on the Management Circular is not being put forward for re-election as a director of the Corporation at the Meeting.

The Concerned Shareholders have prepared a financial and business plan that can lead to a more secure future for Aurwest under the qualified, experienced and motivated leadership of the Concerned Shareholders Nominees (defined below). As further described below, the Concerned Shareholders Nominees' business plan is to (a) appoint a new President and Chief Executive Officer; (b) finalize, adopt and execute a financial plan, utilizing the network and contacts of its proposed directors and corporate finance advisors; and (c) explore and develop the Corporation's properties while looking to acquire other strategic assets and/or pursue other potential sectors/opportunities.

The Concerned Shareholders are nominating a slate of growth-oriented directors that are experienced, motivated, skilled and connected in the resource and capital markets business. The Concerned Shareholders Nominees are: Colin Christensen, Elmer B. Stewart, Warren Brown and Cameron MacDonald (collectively, the “**Concerned Shareholders Nominees**”). A dynamic new future is planned for the Corporation under the strong and dedicated leadership of the Concerned Shareholders Nominees.

The Concerned Shareholders Nominees have a track record of reorganizing, recapitalizing and operating both public and private business in the resource and other business sectors. In addition, the Concerned Shareholders have prepared a financing plan which we expect will be supported by the general Aurwest

## **YOUR VOTE IS EXTREMELY IMPORTANT – VOTE YOUR GREEN PROXY TODAY**

shareholder base. This plan should build momentum, expand Aurwest’s presence in the market and create a more liquid market for Aurwest’s common shares.

The Concerned Shareholders seek to reverse the current course of the Corporation at the Meeting and look forward to engaging with Aurwest’s Shareholders in the coming weeks to share their views on these vital issues. Your support to reverse the direction of present management and create a new dynamic future for Aurwest is greatly appreciated.

### **YOUR VOTE AT THE MEETING WILL DETERMINE THE FUTURE OF AURWEST**

#### **Aurwest**

The Corporation has a land position prospective for precious and base metal mineral exploration located near Houston, British Columbia (the “**Stellar Project**” and “**Buckley Project**”, collectively, the “**Property**”). The Concerned Shareholders believe that the market has considerably underestimated the value of the Property and that the assets, once developed, have considerable potential.

Aurwest’s 100% owned Stellar Project consists of the Stellar claims and the recently acquired adjoining Buckley Project mineral claims. The Stellar Project is located approximately 25 kilometres southwest of Houston B.C. The combined mineral properties cover an area of 18,546 hectares, and partially surround M3 Metals Corp.’s exciting new Stars porphyry discovery. This land acquisition makes Aurwest one of the largest landholders in the area. M3 Metals Corp. has recently announced results from preliminary drilling which suggests that they have made a new copper porphyry discovery in north-central British Columbia.

The current management and board **own approximately 1.3%** of the Corporation, while the **Concerned Shareholders hold greater than 11.49% of the common shares of the Corporation.**

The Concerned Shareholders are enthusiastic about the potential of these assets to be explored and developed. However, we have no confidence in the Current Board who, through their actions, have shown that they lack the integrity and ability to finance the Corporation. Furthermore, the Current Board members hold immaterial ownership positions in the Corporation and have shown limited to no commitment to successfully lead the Corporation.

***In light of the actions of the Current Board, can you trust them to protect your interests?***

#### **The Concerned Shareholders Nominees**

The Concerned Shareholders Nominees offer Shareholders the experience, expertise, vested interest (owning greater than 11.49% of the common shares in the Corporation) and motivation to maximize the Corporation’s true value.

Colin Christensen, Elmer B. Stewart, Warren Brown and Cameron MacDonald have a broad range of skills, including significant share ownership, experience and expertise in the mining resources industry, public companies, corporate governance, corporate finance, capital markets and other matters that are critical to ensuring that Aurwest has the necessary leadership to steward and develop the assets of Aurwest. Please refer to their credentials in the attached circular. The Concerned Shareholders believe that, once elected, the Concerned Shareholders Nominees will create value for all Shareholders.

## **YOUR VOTE IS EXTREMELY IMPORTANT – VOTE YOUR GREEN PROXY TODAY**

### ***An Experienced New Board***

The Concerned Shareholders Nominees have significant public and private financing experience in the Canadian and U.S. markets, and have been successful in raising significant amounts of capital. In addition, the proposed team has deep retail and institutional buy-side relationships with Investment Regulatory Organization of Canada firms, plus over 100+ years of combined public company and investment banking experience in the resource sector. The Concerned Shareholders Nominees have extensive connections to projects and financing, having operated companies on five of the seven continents globally, specifically in the resource sector. The Concerned Shareholders Nominees will utilize these connections to network, create interest and raise capital that will be strategically deployed by Aurwest to create shareholder value.

### **The Concerned Shareholders Nominees' Business Plan**

The Concerned Shareholders Nominees' plan is to:

- (a) appoint Colin Christensen as President and Chief Executive Officer;
- (b) finalize, adopt and execute the Financial Plan (defined below), utilizing the network and contacts of its proposed directors and corporate finance advisors to market Aurwest to a large national and international audience; and
- (c) pursue the exploration and development of the Property, look to acquire other strategic assets and/or pursue other potential sectors/opportunities.

### ***Colin Christensen as President and Chief Executive Officer***

The Concerned Shareholders Nominees plan is to appoint Colin Christensen as the President and Chief Executive Officer of the Corporation. Mr. Christensen has over 35+ years of active participation in the Canadian public equity markets, from 10 years as a financial advisor in the investment community, through 25 years involved as a director and/or officer of various public resource companies trading on the TSX Venture Exchange. Mr. Christensen's public company experience has included the financing, managing and directing of mineral exploration activities in Eastern Europe, the financing and development of two small scale heap leach gold mines in Kazakhstan, and the acquisition, financing, and project development of various mineral projects in North America. Mr. Christensen has a Bachelor of Commerce degree from the University of Calgary. Mr. Christensen controls 394,250 (3.1%) common shares of Aurwest.

### ***The Financial Plan***

The Concerned Shareholders Nominees' financial plan (the "**Financial Plan**") is formulated to raise sufficient funds to advance both current and future mineral assets held by the Corporation and potentially pursue other sectors/opportunities. There are three components to the Financial Plan:

1. Build a corporate boardroom of experienced, dedicated and qualified directors. These individuals are proven professionals with domestic and international investment relationships.
2. Engage a lead broker of a reputable brokerage firm with extensive securities and investment industry experience. The broker will lead the turnaround and potential future financings for Aurwest.
3. Engage a corporate finance expert, well known to the industry, to co-ordinate and optimize the boardroom and brokerage financings to best suit the current and future financial needs of the Corporation.

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The proposed Financial Plan structure is currently in place to turnaround the Corporation once the Concerned Shareholders Nominees are elected as directors of the Corporation.

Currently, Aurwest's common shares are thinly traded and lack market support. The Concerned Shareholders Nominees intend to implement the Financial Plan to help alleviate these issues. **Through the Financial Plan, it is expected that Aurwest and its Shareholders will benefit from improved market liquidity and growth through strategic financings.**

### *Exploration and Development of the Property*

The Property is an important asset of the Corporation. Certain funds raised under the Financial Plan will be used for the exploration and development of the Property, as appropriate and in response to market conditions.

The Concerned Shareholders Nominees intend to use these financings to evaluate and develop Aurwest's assets with a view to unlocking the Property's full potential for the benefit of all Shareholders of Aurwest.

It is now time to bring in a dedicated team of directors who will work together to explore and develop the Property for the benefit of Aurwest and its Shareholders.

### **We Want and Need Your Support**

We ask that you read the attached dissident proxy circular and are confident that, after you do, you will reach the same conclusion we have: It is time for Shareholders to reverse the direction of the Current Board by electing the Concerned Shareholders Nominees to help Aurwest realize its full potential.

Regardless of the number of shares you own, your vote is extremely important. Please refer to the instructions in the accompanying dissident proxy circular and sign, date and return the enclosed **GREEN PROXY** to Olympia Trust Company prior to 10:00 a.m. (Pacific Time) on Tuesday, February 25, 2020. Even if you have previously signed a form of proxy for management, a later dated **GREEN PROXY** will automatically revoke the earlier one.

We know that there are many of you who feel the same way we do. What we need now is for this support to manifest itself in proxy votes for the Concerned Shareholders Nominees. Vote your **GREEN PROXY FOR** fixing the number of directors of Aurwest at four (4) and **FOR** the election of the Concerned Shareholders Nominees. Time is short, don't delay.

If you have any questions regarding how to ensure your vote is recognized at the Meeting, or need assistance in completing your GREEN PROXY, please contact:

**COLIN CHRISTENSEN** by e-mail at [colinc8@telus.net](mailto:colinc8@telus.net) or by phone at **(403) 483-8363**  
**CAMERON MACDONALD** by e-mail at [camerontmacdonald@gmail.com](mailto:camerontmacdonald@gmail.com) or by phone at **(403) 585-9875**

Thank you for your consideration,

*(signed) "Cameron MacDonald"*

**Cameron MacDonald,**  
**on behalf of the Concerned Shareholders**  
**of Aurwest Resources Corporation**

YOUR VOTE IS EXTREMELY IMPORTANT – VOTE YOUR GREEN PROXY TODAY

## QUESTIONS ABOUT VOTING MY SHARES

If you have any questions, or require assistance in voting your GREEN PROXY, please contact one of the following:

<b>Colin Christensen</b>	Phone:	403-483-8363
	E-mail:	colinc8@telus.net
	<b>Or</b>	
<b>Cameron MacDonald</b>	Phone:	403-585-9875
	E-mail:	camerontmacdonald@gmail.com

**YOUR VOTE IS VERY IMPORTANT TO THE FUTURE OF YOUR INVESTMENT IN THE CORPORATION.**

**IF, AFTER READING THIS PROXY CIRCULAR, YOU AGREE THAT THE PROPOSED CHANGES TO THE BOARD OF DIRECTORS OF THE CORPORATION ARE DESIRABLE, PLEASE SIGN, DATE AND RETURN THE ENCLOSED GREEN PROXY VIA:**

- **BY FAX TO [OLYMPIA TRUST COMPANY](https://www.olympiatrust.com) AT 403-668-8307 OR;**
- **BY EMAIL AT [PROXY@OLYMPIATRUST.COM](mailto:PROXY@OLYMPIATRUST.COM) OR;**
- **BY WEB VOTING AT <https://css.olympiatrust.com/pxlogin> OR;**
- **BY MAIL TO OLYMPIA TRUST COMPANY PO BOX 128, STN M CALGARY, AB T2P 2H6**

**NO LATER THAN TUESDAY, FEBRUARY 25, 2020. THE REQUIRED DOCUMENTS WILL BE SUBMITTED TO THE OFFICIALS CONDUCTING THE MEETING ON YOUR BEHALF.**

**THE GREEN PROXY AUTOMATICALLY REVOKES ANY EARLIER PROXY.**

**YOUR VOTE IS EXTREMELY IMPORTANT – VOTE YOUR GREEN PROXY TODAY**

**PROXY CIRCULAR**

This proxy circular (the “**Circular**”) and the accompanying **GREEN** form of proxy (the “**GREEN PROXY**”) are furnished to you in connection with the solicitation of proxies by Cameron MacDonald on his own behalf and on behalf of certain other shareholders named in this Circular (collectively, the “**Concerned Shareholders**”) of Aurwest Resources Corporation (“**Aurwest**” or the “**Corporation**”) (formerly Shamrock Enterprises Inc.) to be used at the annual general meeting (the “**Meeting**”) of holders of common shares (the “**Shareholders**”) in the capital of the Corporation (the “**Common Shares**”), scheduled to be held at Suite 1100-1111 Melville Street, Vancouver, British Columbia V6E 3V6 on February 28, 2020 at 10:00 am (Pacific time) and at any and all adjournments or postponements thereof. In the event that the Meeting is adjourned or re-scheduled, this Circular is furnished in respect of the solicitation of proxies for such adjourned or rescheduled meeting.

There are currently four directors serving on the board of the Corporation (the “**Current Board**”). Three members of the Current Board have been nominated by management for election at the Meeting.

The Concerned Shareholders are soliciting **GREEN PROXIES** and recommending the Shareholders vote **FOR**:

- (a) a motion to fix the number of directors of the Corporation at four (4); and
- (b) the election of the following nominees to the board of directors of the Corporation, namely:
  - (i) Colin Christensen;
  - (ii) Elmer B. Stewart;
  - (iii) Warren Brown; and
  - (iv) Cameron MacDonald(collectively, the “**Concerned Shareholders Nominees**”)

**This solicitation is being made by the Concerned Shareholders and not by the management of the Corporation (“**Management**”).**

Management of Aurwest has previously caused to be forwarded to you a management information circular dated January 28, 2020 (the “**Management Circular**”) and a form of proxy (the “**Management Proxy**”).

**THE CONCERNED SHAREHOLDERS URGE YOU TO DISCARD THE MANAGEMENT PROXY.**

The Concerned Shareholders collectively hold approximately 11.49% of the issued and outstanding Common Shares of the Corporation.

The Concerned Shareholders are focused on implementing a new financing and marketing future for the Corporation. They are nominating a growth-oriented slate of directors that combine experienced and committed directors. The proposed directors have a long history of building, financing and growing public and private companies.

**YOUR VOTE IS VERY IMPORTANT TO THE FUTURE OF YOUR INVESTMENT IN THE CORPORATION. IF, AFTER READING THIS PROXY CIRCULAR, YOU AGREE THAT THE PROPOSED CHANGES TO THE BOARD OF DIRECTORS OF THE CORPORATION ARE DESIRABLE, PLEASE SIGN, DATE AND RETURN THE ENCLOSED GREEN PROXY VIA:**

**YOUR VOTE IS EXTREMELY IMPORTANT – VOTE YOUR GREEN PROXY TODAY**

- **BY FAX TO OLYMPIA TRUST COMPANY AT 403-668-8307 OR;**
- **BY EMAIL AT [PROXY@OLYMPIATRUST.COM](mailto:PROXY@OLYMPIATRUST.COM) OR;**
- **BY WEB VOTING AT <https://css.olympiatrust.com/pxlogin> OR;**
- **BY MAIL TO OLYMPIA TRUST COMPANY PO BOX 128, STN M CALGARY, AB T2P 2H6**

**NO LATER THAN TUESDAY, FEBRUARY 25, 2020. THE REQUIRED DOCUMENTS WILL BE SUBMITTED TO THE OFFICIALS CONDUCTING THE MEETING ON YOUR BEHALF. THE GREEN PROXY AUTOMATICALLY REVOKES ANY EARLIER PROXY.**

Unless otherwise noted, the information concerning the Corporation contained in this Circular has been taken from or is based upon publicly available documents or records on file with Canadian securities regulators and other public sources.

Although the Concerned Shareholders have no knowledge that would indicate that any statements contained therein are untrue or incomplete, they do not assume responsibility for the accuracy or completeness of such information or for any failure by the Corporation to disclose material information which may affect the significance or accuracy of such information. Information concerning the Corporation is available for review on the System for Electronic Document Analysis and Retrieval (“SEDAR”) at [www.sedar.com](http://www.sedar.com).

This Circular does not constitute an offer to sell, or a solicitation of an offer to purchase, any securities, or the solicitation of a proxy, by any person in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such an offer or solicitation of an offer or proxy solicitation. The delivery of this Circular will not, under any circumstances, create an implication that there has been no change in the information set forth herein since the date as of which such information is given in this Circular.

A copy of this Circular, including the accompanying letter to Shareholders, and GREEN PROXY, may be obtained, on request, without charge from the Concerned Shareholders, by contacting COLIN CHRISTENSEN AT 403-483-8363 OR CAMERON MACDONALD AT 403-585-9875, or may be obtained on SEDAR at [www.sedar.com](http://www.sedar.com), under the issuer profile of Aurwest.

**Cautionary Statement regarding Forward-Looking Information**

Information included, attached to or incorporated by reference into this Circular may contain forward-looking statements. All statements, other than statements of historical fact, included or incorporated by reference in this Circular are forward-looking statements, including, without limitation, statements regarding activities, events or developments that the Concerned Shareholders expect or anticipate may occur in the future. These forward-looking statements can be identified by the use of forward-looking words such as “possibly”, “will”, “expect”, “intend”, “plan”, “estimate”, “potential”, “anticipate”, “believe” or “continue” or similar words or the negative thereof and include statements concerning support for the Concerned Shareholders, the implementation and timing of the Corporation’s business strategy, the plans and intentions for the future by the Concerned Shareholders Nominees, the role for members of current management, transition plans, financing arrangements and the future market for and liquidity of the Corporation’s shares. The forward-looking statements are based on understandings and reasonable assumptions, beliefs, opinions and expectations of the Concerned Shareholders at the time they are made. There can be no assurance that the plans, intentions or expectations upon which these forward-looking statements are based will occur. We caution readers of this Circular not to place undue reliance on forward looking statements contained in this Circular, which are not a guarantee of performance and are subject to a number of uncertainties and other factors that could cause actual results to differ materially



## **YOUR VOTE IS EXTREMELY IMPORTANT – VOTE YOUR GREEN PROXY TODAY**

from those expressed or implied by such forward-looking statements. These factors include shareholder actions, court decisions, the timing of the Meeting, actions by the Corporation, its management, members of the Current Board, unexpected change of control consequences, the status of Aurwest's assets, financial condition and corporate books and records, general economic and market conditions, availability of capital, changes in law, regulatory processes, actions of competitors, and the ability to implement business strategies and pursue business opportunities and financing alternatives after a state of uncertainty. Holders of Common Shares in the capital of the Corporation are cautioned that all forward-looking statements involve risks and uncertainties, including those risks and uncertainties detailed in Aurwest's filings with applicable Canadian securities commissions, copies of which are available at [www.sedar.com](http://www.sedar.com). We urge you to carefully consider those factors. The forward-looking statements contained in this Circular are expressly qualified in their entirety by this cautionary statement. The forward-looking statements included in this Circular are made as of the date of this Circular and the Concerned Shareholders undertake no obligation to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise, except as required by law.

### **IMPORTANT INFORMATION**

**In some cases the procedures for voting your shares can be complicated and time consuming. If you support the election of the Concerned Shareholders Nominees, you must act quickly to complete your GREEN PROXY and other appropriate documents.**

**See “*Appointment and Revocation of Proxies*” on page 17 in this Circular for information about the voting process.**

**GREEN PROXIES must be received by OLYMPIA TRUST COMPANY no later than 10:00 a.m. (Pacific Time) on Tuesday, February 25, 2020. GREEN PROXIES will then be forwarded to the officials conducting the Meeting.**

### **BACKGROUND AND REASONS FOR THIS SOLICITATION**

#### **Purpose of the Solicitation**

The purpose of this solicitation of proxies by the Concerned Shareholders is to seek your support in replacing the Current Board with the Concerned Shareholders Nominees as described under the heading “PARTICULARS OF MATTERS TO BE ACTED UPON - Election of the Concerned Shareholder Nominees” below and fixing the number of directors of the Corporation at four (4) directors. Set forth below are the principal reasons that the Concerned Shareholders believe a new board of directors is needed at the Corporation.

We believe that Shareholders need to be made aware of the facts regarding the oppressive conduct, poor governance, and board entrenchment conducted by Aurwest. When presented with the facts, the need for change is obvious.

#### **The Concerned Shareholders**

The Concerned Shareholders consist of the following shareholders of the Corporation: Colin Christensen, Elmer B. Stewart, Warren Brown and Cameron MacDonald. Collectively, the Concerned Shareholders represent approximately 11.49% of the issued and outstanding Common Shares.

## **YOUR VOTE IS EXTREMELY IMPORTANT – VOTE YOUR GREEN PROXY TODAY**

**Notwithstanding the identification of these shareholders as a “group” in this Circular, these shareholders have not entered into any agreements, commitments or understandings in relation to the voting of the Common Shares other than agreeing to work together to replace the Current Board with the Concerned Shareholders Nominees, whose interests are better aligned with those of the Shareholders of the Corporation.**

### **Composition of the Current Board**

The Corporation’s recent public disclosure documents filed on SEDAR indicate that the current board of directors of the Corporation consists of the following individuals: Bob Faris, Nizar Rayani, Scott Ansell and Charles J. Greig. Based on the public records of the Corporation as at the date of this Circular, the Concerned Shareholders believe that the above individuals are the Current Board.

### **WHY IS CHANGE NECESSARY?**

Aurwest Resources Corporation is a company attempting to position itself in the Canadian junior mining sector. Currently the Corporation’s only asset which is prospective for precious and base metal mineral exploration is located near Houston, British Columbia (the "**Stellar Property**" and the contiguous "**Buckley Property**", collectively, the "**Property**"). While the Property has considerable technical merit based on the exploration activity of other companies in the area, due to the consistent inability and mismanagement of the Current Directors and management, shareholder value of Aurwest has been continually eroded. Also, to the best of our knowledge, unless there is capital used for exploration on the Property this year, it will have to be returned to the British Columbia government.

In addition, several members of the Current Board of the Corporation: Bob Faris, Scott Ansell and Charles J. Greig have taken actions or omissions which the Concerned Shareholders believe are not in the best interests of the Corporation or its shareholders. These actions are set out below.

### **No Material Ownership by Management or Board Members**

According to continuous disclosure filings, the Current Board and management of the Corporation (as a group) **own approximately 1.3%** of the issued and outstanding shares of the Corporation. According to insider trading reports (SEDI filings), Mr. Bob Faris, current CEO and Director of the Corporation, currently owns **ZERO** shares and has not participated in any financings personally nor has he invested any material amounts of capital in the business. It is clear Mr. Faris' interests are not aligned with those of the Shareholders of Aurwest. Based on the Management Circular, Mr. Charlie Greig (current director) owns 82,500 shares (post consolidation) representing a 0.639% interest in the Corporation and Scott Ansell (current director) owns 91,666 shares. Mr. Nizar Rayani has only recently become a director and based on the Management Circular is not being put forward for re-election as a director of the Corporation at the Meeting.

### **Poor Track Record of Current Management and Board Members**

Since Mr. Faris was appointed CEO and Director of Aurwest on September 26, 2014, Aurwest’s balance sheet has significantly deteriorated. Over the course of this time, Aurwest has increased its Accumulated Deficit from \$1,806,474 (as of November 30, 2014) to \$3,970,111 (as of August 31, 2019), a decrease of \$2,163,637 (54.49%) all while not adding any meaningful new development to any of Aurwest’s property assets which would allow for the raising of additional capital.

## **YOUR VOTE IS EXTREMELY IMPORTANT – VOTE YOUR GREEN PROXY TODAY**

### **Compensation to Management and Board Members**

Executive compensation and payments to related parties within the Corporation was \$415,031 from May 31, 2014 to May 31, 2018 and in our view this is unacceptable as concerned shareholders. These non-arm's length payments have been made while eroding the balance sheet and diluting existing Shareholders by ineffective management and board governance.

### **Track Record of Value Destruction**

The Current Board and management of the Corporation seem more concerned with their entrenched positions than with raising capital to advance the Corporation's mineral properties, many of which have been failures, over their tenures. Since Mr. Faris was appointed CEO and Director on September 24, 2014, the Corporation's number of issued and outstanding shares has increased over 140%, from 22,860,892 to 54,817,333 (pre-consolidation) with no material improvement to the Corporation's mineral assets or balance sheet. The Corporation's total assets have declined 81% from \$1,136,588 as at May 31, 2014 to \$211,139 as at May 31, 2018. It is clear that the Current Board and management have **NO REAL PLAN** - they are unable to raise capital, have completed a distracting name change and share consolidation (4 for 1) and will only further destruct shareholder value. **Shareholders now have an opportunity to vote at the Meeting to effect material change for the Corporation.**

### **No Material Advances in Any Mineral Assets**

Over the course of the last five (5) years, the current management and board has not added any significant improvements or advancements to the Corporation's mineral assets. The current management and board have demonstrated that they are unable to raise significant amounts of capital to grow or further develop the business.

In addition, under the current management and board of directors, Aurwest has continued to dilute itself, all while having to relinquish all past properties, save for the Property. Unless additional expenditure is made on the Property this year, the land tenure could lapse and the Property will have to be returned to the British Columbia government. In such event Aurwest will hold no property assets and will essentially become a public shell company. Shares and cash payments have been made to third parties and insiders, yet no material improvements or advancements have been made on the past properties. There have been several attempts to raise capital; however, no material financings have been completed to further work on the Corporation's properties. While meetings did take place with investment bankers and brokers, no material capital was raised. We can only attribute this to the lack of confidence or credibility in the Current Board and management and the deteriorating condition of the Corporation's balance sheet, which upon inspection would suggest that Aurwest is insolvent.

### **Conflicts of Interest**

The Current Board has entered into transactions with non-arm's length parties that may have been detrimental to Aurwest shareholders. In particular, on December 10, 2018 the Corporation executed an Option Agreement with C.J. Greig & Associates (the "**Optionor**") on the Milly Project ("**Milly Option**"), which Mr. Greig (current Director of Aurwest) is also a principal of C.J. Greig & Associates. After the Aurwest board approved the Milly Option non-arm's length payments were made by existing management to the Optionor. However, the Corporation subsequently terminated the Milly Option effective October 29, 2019 with no transparent reason or explanation given for this termination thereby enriching C.J. Greig & Associates and indirectly Charlie Greig at the cost of Aurwest Shareholders.

## **YOUR VOTE IS EXTREMELY IMPORTANT – VOTE YOUR GREEN PROXY TODAY**

### **Erosion of Shareholder Value**

The Corporation's share price has steadily fallen from \$0.20 in September 2014 to \$0.02 in January 2020. The shocking erosion of Shareholder value that has occurred over this time represents a ~90% decline in share value. This is ample evidence of the problems with the lack of confidence in the marketplace and the non-existent strategic plan that is being pursued by management and the Current Board.

### **No Real Plan by the Current Board and Management**

Since the recent stock consolidation (4 for 1 common share) (the "**Consolidation**") the share price of Aurwest has decreased by ~50%. The recent name change from Shamrock to Aurwest and the Consolidation is nothing more than a distraction that adds no real value and is **NOT** in the best interest of the Shareholders.

The Current Board has no interest, desire or ability to raise capital to complete material activities to generate Shareholder value and it is clear that they have **NO REAL PLAN** for Aurwest.

It is the plan of the Concerned Shareholders Nominees', upon their election to the board of directors of the Corporation, to complete the Financial Plan and work to bring Aurwest into an era of prosperity. See "*The Concerned Shareholders Nominees' Plans – The Financial Plan*" below.

### **AT THE MEETING, THE CONCERNED SHAREHOLDERS ARE ASKING YOU TO VOTE FOR THE CONCERNED SHAREHOLDERS' NOMINEES.**

### **THE CONCERNED SHAREHOLDERS NOMINEES' PLANS**

The Concerned Shareholders believe the Corporation and all of its Shareholders would benefit from a new vested board of directors with a real and focused vision for the future. The Concerned Shareholders Nominees have significant public and private company experience in various sectors including the resources sector. The Concerned Shareholders Nominees, if elected, intend to create shareholder value by exploring and developing the Corporation's Property, potentially acquiring additional strategic assets and possibly pursuing various other sectors/opportunities.

The Concerned Shareholders Nominees' plans are to:

1. appoint an invested, experienced and professional President and Chief Executive Officer;
2. finalize, adopt and execute a financial plan for the Corporation (the "**Financial Plan**"), utilizing the network and contacts of its proposed directors and corporate finance advisors to market Aurwest to a large national and international audience; and
3. pursue the exploration and development of the Property, look to acquire other strategic assets and/or pursue other potential sectors/opportunities.

### ***An Experienced, Professional President and Chief Executive Officer***

The Concerned Shareholders Nominees plan to appoint Colin Christensen as the President and Chief Executive Officer of the Corporation. Mr. Christensen has over 35+ years of active participation in the Canadian public equity markets, from 10 years as a financial advisor in the investment community, through 25 years involved as a director and/or officer of various public resource companies trading on the TSX Venture Exchange. Mr. Christensen's public company experience has included the financing, managing and directing of mineral exploration activities in Eastern Europe, the financing and development of two small scale heap leach gold mines in Kazakhstan, and the acquisition, financing, and project development of various

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mineral projects in North America. Mr. Christensen has a Bachelor of Commerce degree from the University of Calgary. Mr. Christensen controls 394,250 (3.1%) Common Shares of Aurwest.

### ***An Experienced New Board***

The Concerned Shareholders Nominees have significant public and private financing experience in the Canadian and U.S. markets, and have been successful in raising significant amounts of capital. In addition, the proposed team has deep retail and institutional buy-side relationships with Investment Regulatory Organization of Canada firms, plus over 100+ years of combined public company and investment banking experience in the resource sector. The Concerned Shareholders Nominees have extensive connections to projects and financing, having operated companies on five of the seven continents globally. The Concerned Shareholders Nominees will utilize these connections to network, create interest and raise capital that will be strategically deployed by Aurwest to create shareholder value.

### ***The Financial Plan***

The Financial Plan is formulated to raise sufficient funds to advance both current and future mineral assets held by the Corporation and potentially pursue other sectors/opportunities. There are three components to the Financial Plan:

1. Build a corporate boardroom of experienced, dedicated and qualified directors. These individuals are proven professionals with domestic and international investment relationships.
2. Engage a lead broker of a reputable brokerage firm with extensive securities and investment industry experience. The broker will lead the turnaround and potential future financings for Aurwest.
3. Engage a corporate finance expert, well known to the industry, to co-ordinate and optimize the boardroom and brokerage financings to best suit the current and future financial needs of the Corporation.

The proposed Financial Plan structure is currently in place to turn Aurwest around once the Concerned Shareholders Nominees are elected as directors of the Corporation.

Currently, Aurwest's Common Shares are thinly traded and lack market support. The Concerned Shareholders Nominees intend to implement the Financial Plan to help alleviate these issues. **Through the Financial Plan, it is expected that Aurwest and its Shareholders will benefit from improved market liquidity and growth through strategic financings.**

**VOTE FOR THE CONCERNED SHAREHOLDERS NOMINEES AND GUIDE AURWEST TOWARDS A PROSPEROUS FUTURE.**

**QUICK ACTION MUST BE TAKEN IN ORDER TO IMPROVE THE CONFIDENCE OF INVESTORS AND ENSURE THAT AURWEST'S FULL POTENTIAL IS REALIZED.**

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**PARTICULARS OF MATTERS TO BE ACTED UPON**

**1. Fixing the Number of Directors**

At the Meeting, Shareholders will be asked to approve a resolution fixing the number of directors at four (4). In order for such a resolution to be passed, the resolution must be approved by a simple majority of the votes cast on such resolution by the shareholders present in person or represented by proxy at the Meeting.

**THE CONCERNED SHAREHOLDERS RECOMMEND THAT THE SHAREHOLDERS OF THE CORPORATION VOTE FOR THE RESOLUTION FIXING THE NUMBER OF DIRECTORS OF THE CORPORATION FOR THE ENSUING YEAR AT FOUR (4) DIRECTORS.**

**Unless the shareholder directs that his or her Common Shares are to be voted against the above resolution fixing the number of directors of the Corporation, the individuals named in the enclosed GREEN PROXY will vote FOR the above resolution fixing the number of directors of the Corporation at four.**

**2. Election of the Concerned Shareholders Nominees**

The Concerned Shareholders propose to nominate the Concerned Shareholders Nominees as set out below for election at the Meeting as directors of the Corporation. Each of these nominees, if elected, will hold office until the close of the next annual meeting of shareholders of the Corporation or until his successor is elected or appointed, unless his office is earlier vacated. The following table contains certain information concerning the Concerned Shareholders Nominees, including their location of residence, their principal occupation or employment during the last five (5) years and the number of Common Shares and any other securities of the Corporation owned by each, directly or indirectly, or over which they exercise control or direction, if any. Unless otherwise noted, the current occupation of each of the Concerned Shareholders' Nominees has been their occupation for at least the past five (5) years.

<b>Name and Municipality of Residence</b>	<b>Positions Held</b>	<b>Director Since</b>	<b>Present Occupation and Positions Held During the Last Five Years</b>	<b>Number of Common Shares/Total Securities of the Corporation Owned and Controlled<sup>1</sup></b>	<b>% of the Corporation</b>
Colin Christensen <i>Calgary, Alberta</i>	N/A	N/A	Independent Consultant Corporate Development/Investor Relations, Strata-X Energy Ltd. (TSXV: SXE).	394,250	3.1%
Elmer Stewart <i>Calgary, Alberta</i>	N/A	N/A	President & CEO, Copper Fox Metals Inc. (TSXV: CUU), Chairman & Director, District Copper Corp. (TSXV: DCOP), Chief Operating Officer of ExGen Resources Inc. (formerly Boxxer Gold Corp.) from May 5, 2014 to April 15, 2015.	159,500	1.2%

<sup>1</sup> "Control" or "Controlled" may mean to influence, exercise and/or direct, directly or indirectly, the entity or individual, whether through the ability to exercise voting power, by contract or otherwise, as permitted by law.

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<b>Name and Municipality of Residence</b>	<b>Positions Held</b>	<b>Director Since</b>	<b>Present Occupation and Positions Held During the Last Five Years</b>	<b>Number of Common Shares/Total Securities of the Corporation Owned and Controlled<sup>1</sup></b>	<b>% of the Corporation</b>
Warren Brown <i>Calgary, Alberta</i>	N/A	N/A	Currently President and CEO of Xenia Capital Corp. (non-reporting capital markets and CFO consulting company). Co-Founder, Former CFO & VP Corporate Development, White Owl Energy Services (non-reporting oilfield waste processing and disposal services company) from 2014-2019.	35,714	0.3%
Cameron MacDonald <i>Calgary, Alberta</i>	N/A	N/A	Currently President & CEO Salida Energy Inc. (non-reporting oil and gas company), Aloha Brands Inc. (non-reporting CBD product company from April 2019 – Present) and Plexus Technology Corporation (non-reporting power generation and data company from July 2018 – Present).	894,250	6.9%

None of the proposed directors above are currently directors of the Corporation. Each of the Concerned Shareholders Nominees is a resident Canadian.

Each of the Concerned Shareholders Nominees has consented to being named as a nominee in this Circular. The Concerned Shareholders do not expect that any of their nominees will be unable to stand for election to the board of directors of the Corporation or to serve as a director if elected. In the event that a vacancy in the above slate of directors of the Concerned Shareholders should occur unexpectedly, the Concerned Shareholders may appoint a substitute nominee selected by them. The representatives named in the enclosed **GREEN PROXY** intend to cast the votes represented by such proxy for such substitute nominee at their discretion unless you have specified in your proxy that your shares are to be withheld from voting on the election of directors of the Corporation.

**Profiles of the Concerned Shareholders Nominees**

The Concerned Shareholders Nominees are all experienced business leaders with extensive backgrounds in finance and management. All have a demonstrated commitment to good corporate governance and to acting in the best interests of shareholders. Further information about the Concerned Shareholders Nominees is provided below.

***Colin Christensen (B.Comm)***

Mr. Christensen has over 35+ years of active participation in the Canadian public equity markets, from 10 years as a financial advisor in the investment community, through 25 years involved as a director and officer of

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various public resource companies trading on the TSX Venture Exchange. Mr. Christensen's public company experience has included the financing, managing and directing of mineral exploration activities in Eastern Europe, the financing and development of two small scale heap leach gold mines in Kazakhstan, and the acquisition, financing, and project development of various mineral projects in North America. Mr. Christensen has a Bachelor of Commerce degree from the University of Calgary.

***Elmer B. Stewart (P. Geol)***

Mr. Stewart has over 42+ years of domestic and international experience in mining and exploration for gold, uranium, base metals and copper. During his career, he has been involved in the financing and acquisition of a number of base metal and gold projects as well the development and construction of two underground mines and the construction and operation of three open pit gold mines. With approximately 30 years of experience at the senior management level for various companies listed on the TSX and TSX Venture Exchange, he is currently the Chairman, CEO and President of Copper Fox Metals Inc., Chairman of District Copper Corp. and is a Director of Liard Copper Mines Ltd.

***Warren Brown (B. Comm, CFA, CPA, CMA)***

Mr. Brown is currently President and CEO of Xenia Capital Corp., a capital markets and CFO consulting company that he operates. Mr. Brown was most recently Vice President Corporate Development and co-founder of White Owl Energy Services Inc. which is in oilfield waste processing and disposal services. Mr. Brown was the lead on all three acquisitions for White Owl in North Dakota that combined for a total value of over \$40.0 million. Mr. Brown was the Vice President Finance and CFO of White Owl Energy Services Inc. for five years.

Prior to White Owl, Mr. Brown worked six years as a senior investment banker with lead responsibility at boutique firms in Calgary (Northern Securities, MPartners, and Emerging Equities), and has been successful in raising significant amounts of capital, and advised on over \$110.0 million in mergers and acquisitions for junior oil and gas companies. Mr. Brown was also a research associate/analyst for Acumen Capital Partners where he assisted in covering 17 junior oil and gas companies and 12 trust companies. Mr. Brown has a CFA and CPA, CMA designation. Mr. Brown graduated from the University of Saskatchewan with a Bachelor of Commerce, major in Accounting.

***Cameron MacDonald***

Mr. MacDonald has over 15+ years Capital Markets public company experience as founder and CEO Macam Group of Companies specializing in Capital Markets, M&A, banking, financial management and operations. Mr. MacDonald is currently the President and CEO of Salida Energy Inc., Aloha Brands Inc. and Plexus Technology Corp.

**THE CONCERNED SHAREHOLDERS RECOMMEND THAT SHAREHOLDERS VOTE FOR THE ELECTION OF THE CONCERNED SHAREHOLDERS NOMINEES.**

**Unless the shareholder directs that his or her shares be otherwise voted or withheld from voting in connection with the election of directors, the individuals named in the enclosed GREEN PROXY will vote FOR the election of the Concerned Shareholders Nominees set forth above and in the GREEN PROXY.**



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### **Additional Information Concerning the Concerned Shareholders Nominees**

A relationship exists between the Concerned Shareholders and the Concerned Shareholders Nominees in that the Concerned Shareholders are nominating themselves for election as directors of the Company at the Meeting. The Concerned Shareholders intend to cause all of the Common Shares controlled by them to be voted at the Meeting in favour of the election of the Concerned Shareholders Nominees.

Except as disclosed herein, there are no arrangements or understandings between any of the Concerned Shareholders Nominees and any other person pursuant to which such nominees are to be elected.

### **3. Other Business of the Meeting**

If any amendment or variations to the matters identified herein and the related Notice of Meeting are proposed at the Meeting, or if any other matters should properly come before the Meeting, the enclosed **GREEN PROXY** confers discretionary authority on the representatives named in the enclosed **GREEN PROXY**, to vote on these items in accordance with the best judgment of such persons. None of the Concerned Shareholders is currently aware of any such amendments or variations or any such other matters that may come before the Meeting.

## **INFORMATION ABOUT VOTING FOR THE CONCERNED SHAREHOLDERS NOMINEES**

### **Record Date and Voting Shares**

Management has fixed the record date for those entitled to receive notice of, attend and vote at the Meeting as at the close of business on January 24, 2020. Only shareholders of the Corporation of record as at January 24, 2020 are entitled to receive notice of the Meeting. Shareholders of record included in the list of shareholders entitled to vote at the Meeting as at the relevant record date will be entitled to vote their shares.

As of the record date, there are 12,903,681 Common Shares of the Corporation issued and outstanding and, to the knowledge of the Concerned Shareholders, each Common Share is entitled to one vote.

### **Solicitation of Proxies**

Proxies may be solicited by the Concerned Shareholders, their agents (including the Concerned Shareholders Nominees) and advisors, including by mail, telephone, fax, email or other electronic means. The Concerned Shareholders may retain an independent proxy solicitation firm on normal commercial terms to solicit proxies if they determine it to be warranted. The costs incurred in the preparation and mailing of this proxy circular and the solicitation will initially be borne directly by the Concerned Shareholders. However, the Concerned Shareholders intend to seek reimbursement from the Corporation of their out-of-pocket expenses, including any proxy solicitation expenses and legal fees, incurred in connection with the Meeting.

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

By choosing to send these materials to you directly, the Concerned Shareholders (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you,

**YOUR VOTE IS EXTREMELY IMPORTANT – VOTE YOUR GREEN PROXY TODAY**

and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

The Concerned Shareholders request that banks, brokerage houses and other custodians, nominees and fiduciaries forward all solicitation materials sent to them by the Concerned Shareholders to the beneficial owners of the shares they hold as registered owner and the Concerned Shareholders will reimburse them for reasonable clerical and mailing expenses incurred by them in forwarding these materials to their customers.

No person is authorized to give information or to make any representation other than those contained in this Circular and, if given or made, such information or representations must not be relied upon as having been authorized to be given or made.

**Appointment and Revocation of Proxies**

The Concerned Shareholders' representatives named as proxy holders in the enclosed **GREEN PROXY** are Colin Christensen and Cameron MacDonald. **A later dated GREEN PROXY revokes any and all prior proxies given by you in connection with the Meeting.**

**Shareholders should carefully complete and sign their proxies in accordance with the instructions contained in this Circular and on the GREEN PROXY in order to ensure that their proxies can be used at the Meeting. Completed and executed proxies should be returned in accordance with the instructions on the GREEN PROXY.**

**IN ORDER TO BE VOTED AT THE MEETING, YOUR PROXY MUST BE RETURNED NO LATER THAN 10:00 A.M. (PACIFIC TIME) ON TUESDAY, FEBRUARY 25, 2020. HOWEVER, IF YOU CANNOT MEET THIS DEADLINE, WE RECOMMEND THAT YOU FAX YOUR PROXY TO OLYMPIA TRUST COMPANY AT 403-668-8307 OR BY EMAIL AT [PROXY@OLYMPIATRUST.COM](mailto:PROXY@OLYMPIATRUST.COM) IN ANY EVENT. FOR ASSISTANCE, PLEASE CALL COLIN CHRISTENSEN AT 403-483-8363 OR CAMERON MACDONALD AT 403-585-9875 IF YOU HAVE ANY QUESTIONS.**

If you have already submitted a proxy provided to you by management pursuant to management's solicitation, you have the right to revoke it as to any matter on which a vote has not already been cast pursuant to the authority conferred by that proxy. You may do so by completing and delivering the enclosed **GREEN PROXY** by fax to Olympia Trust Company at 403-668-8307, by email at [proxy@olympiatrust.com](mailto:proxy@olympiatrust.com), by web voting at <https://css.olympiatrust.com/pxlogin>, or by mail to Olympia Trust Company PO BOX 128, STN M Calgary, AB T2P 2H6 at any time up to and including three business days immediately preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used. **A later dated GREEN PROXY revokes any and all prior proxies given by you in connection with the Meeting.**

A registered shareholder who has given a proxy may also revoke the proxy at any time by:

- (a) delivering an instrument in writing revoking the proxy and properly executed by you or by your attorney authorized by a document signed in writing or by electronic signature, or, if the shareholder is a corporation, by a duly authorized officer or attorney of such corporation, in each case:
  - (i) to the registered office of Aurwest at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof at which the proxy is to be used;  
or

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- (ii) with the chair of the Meeting prior to the commencement of the Meeting or any adjournment thereof; or
- (b) revoking your proxy in any other manner permitted by law.

**If you are a non-registered holder of Common Shares, special voting instructions may apply.** A non-registered Shareholder may revoke a proxy or voting instruction form given to an intermediary or other service company (i.e. Broadridge) at any time by voting again, as the latest **GREEN PROXY** or voting instruction form will automatically revoke any previous one already submitted, or by written notice to the intermediary in accordance with the instructions given to the non-registered Shareholder by its intermediary. **Please see the instructions under the heading “Advice to Non-Registered Shareholders” below for additional information or contact COLIN CHRISTENSEN AT 403-483-8363 OR CAMERON MACDONALD AT 403-585-9875.**

**Exercise of Discretion**

The Common Shares represented by the enclosed **GREEN PROXY** will be voted on any ballot at the Meeting or any adjournment(s) or postponement(s) thereof, and where you specify a choice with respect to any matter to be acted upon, the Common Shares will be voted in accordance with your specification so made.

In the absence of such specification, Common Shares represented by the enclosed **GREEN PROXY** will be voted **FOR** fixing the number of directors of the Corporation at four (4) directors and **FOR** the election of the Concerned Shareholders Nominees as directors of the Corporation. The persons appointed under the **GREEN PROXY** are conferred with discretionary authority (which they will exercise in accordance with their best judgment) with respect to amendments of those matters specified in the proxy and with respect to any other matters which may properly be brought before the Meeting or any adjournment(s) or postponement(s) thereof. The Concerned Shareholders are not currently aware of any such amendment, variation or other matter.

**Registered Shareholders**

If you are a registered shareholder of the Corporation (meaning your Common Shares are held by you directly and not by your broker or other intermediary), you should follow the procedures set out in the enclosed **GREEN PROXY** and as set out below. **Any later dated GREEN PROXY will automatically revoke the proxy that you have previously submitted.**

In order to vote **FOR** the two proposed resolutions (the election of the Concerned Shareholders Nominees and for fixing number of directors of the Corporation at four (4) directors), you should do the following:

1. Complete the **GREEN PROXY** enclosed by marking **“FOR”** fixing number of directors of the Corporation at four (4) directors, and **“FOR”** with respect to the election of each of the Concerned Shareholders Nominees, as outlined on the **GREEN PROXY**; and
2. Sign and date the **GREEN PROXY** and return it to Olympia Trust Company as indicated on the **GREEN PROXY**. **In order to ensure that your vote is returned prior to the deadline, we recommend that you return your proxy by fax or email.**

**A registered shareholder has the right to appoint a person or company, who need not be a shareholder of the Corporation, other than the persons named in the GREEN PROXY accompanying this Circular, as proxyholder to attend and act for and on behalf of such shareholder at the Meeting and may exercise**

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**such right by inserting the name of the person or company to be appointed as proxyholder in the blank space provided on the GREEN PROXY.**

**Advice to Non-Registered Shareholders**

Only registered holders of Common Shares, or the persons they appoint as their proxies, are permitted to attend and vote at the Meeting. However, in many cases, Common Shares beneficially owned by a holder (a “**Non-Registered Holder**”) are registered either:

- (a) in the name of an intermediary that the Non-Registered Holder deals with in respect of the shares. Intermediaries include banks, trust companies, securities dealers or brokers, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or
- (b) in the name of a depository (such as CDS Clearing and Depository Services Inc. (“**CDS**”)).

In accordance with Canadian securities law, the Concerned Shareholders have distributed copies of this Circular and the **GREEN PROXY** (collectively, the “**Meeting Materials**”) to CDS and intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Typically, intermediaries will use a service company (such as Broadridge Investor Communications) to forward the Meeting Materials to Non-Registered Holders.

Non-Registered Holders who have not declined to receive Meeting Materials will receive either a voting instruction form (“**VIF**”) or, less frequently, a **GREEN PROXY**. The purpose of these forms is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Non-Registered Holders should follow the procedures set out below, depending on which type of form they receive.

- (a) **Voting Instruction Form.** In most cases, a Non-Registered Holder will receive, as part of the Meeting Materials, a voting instruction form or VIF. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder’s behalf), the VIF must be completed, signed and returned in accordance with the directions on the VIF. If a Non-Registered Holder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder’s behalf), the Non-Registered Holder must complete, sign and return the VIF in accordance with the directions provided; or
- (b) **Form of Proxy.** Less frequently, a Non-Registered Holder will receive, as part of the Meeting Materials, a **GREEN PROXY** that has already been signed by the intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder’s behalf), the Non-Registered Holder must complete the **GREEN PROXY** and deposit it by fax at **Olympia Trust Company at 403-668-8307, by email at [proxy@olympiatrust.com](mailto:proxy@olympiatrust.com), by web voting at <https://css.olympiatrust.com/pxlogin>, or by mail to Olympia Trust Company PO BOX 128, STN M Calgary, AB T2P 2H6.** If a Non-Registered Holder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the holder’s behalf), the Non-Registered Holder must strike out the names of the persons named in the **GREEN PROXY** and insert the Non-Registered Holder’s (or such other person’s) name in the blank space provided.

## **YOUR VOTE IS EXTREMELY IMPORTANT – VOTE YOUR GREEN PROXY TODAY**

The purpose of these documents set forth is to permit you to direct the voting of the Common Shares you beneficially own. Accordingly, you should carefully follow the instructions set out in your GREEN PROXY or VIF, as the case may be. For assistance, please **contact COLIN CHRISTENSEN AT 403-483-8363 OR CAMERON MACDONALD AT 403-585-9875.**

### **OTHER IMPORTANT INFORMATION**

The Concerned Shareholders do not expect that any of the Concerned Shareholders Nominees will be unable to stand for election to the Aurwest board of directors or to serve as a director if elected. In the event that a vacancy in the slate of the Concerned Shareholders Nominees should occur unexpectedly, the Concerned Shareholders may appoint a substitute candidate selected by them.

To the knowledge of the Concerned Shareholders, none of the Concerned Shareholders Nominees or any of their respective associates or affiliates (i) has had a material interest, direct or indirect, in any transaction since the commencement of Aurwest's most recently completed financial year or in any proposed transaction that has materially affected or will materially affect Aurwest or any of its subsidiaries, or (ii) has any material interest, direct or indirect, in any matter to be acted upon at the Meeting (other than in respect of their ownership of securities of Aurwest described elsewhere in this Circular) other than the election of directors.

To the knowledge of the Concerned Shareholders, none of the Concerned Shareholders Nominees or any associate of any Concerned Shareholders Nominee is or has been indebted to Aurwest or any of its subsidiaries at any time since the beginning of Aurwest's most recently completed financial year or is or has been indebted to another entity which is or at any time since the beginning of Aurwest's most recently completed financial year been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding by Aurwest or any of its subsidiaries.

None of the Concerned Shareholders, the Concerned Shareholders Nominees or any of the current directors or officers of any of the Concerned Shareholders or the general partners thereof, as applicable, has participated in a dissident proxy solicitation within the past ten years. Participation of the Concerned Shareholders Nominees in the current solicitation will consist of the solicitation of dissident proxies.

### **Corporate Cease Trade Orders, Penalties, Sanctions or Bankruptcies**

To the knowledge of the Concerned Shareholders, none of the Concerned Shareholders Nominees (or a personal holding company of such person) (i) is or has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; (ii) is or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director; (iii) is or has been in the last ten years, a director, chief executive officer or chief financial officer of any company that: (a) was subject to a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or (b) was subject to a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; (iv) is or has been in the last ten years, a director or executive officer of any company

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that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (v) has in the last ten years 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 such person's assets.

### **Principal Holders of Voting Securities**

To the knowledge of the Concerned Shareholders, as of January 24, 2020, no person or company, directly or indirectly, beneficially owns, or exercises control or direction over voting securities of the Corporation carrying more than 10% of the voting rights attached to any class of voting securities of the Corporation.

### **Executive Compensation, Indebtedness, Interest in Material Transactions, Management Contracts and Equity Compensation Plans**

Additional information relating to Aurwest, its directors and officers and the Meeting is not reasonably within the power of the Concerned Shareholders to obtain since such information is only available to the management of Aurwest and is set forth in the Management Circular, including information regarding the current directors of Aurwest; management's director nominees (as prescribed by Form 51-102F5 – *Information Circular*); the compensation of executive officers and directors of Aurwest (as prescribed by Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers*); the corporate governance practices of Aurwest (as prescribed by Form 58-101F2 – *Corporate Governance Disclosure (Venture Issuers)*); the indebtedness of Aurwest's executive officers and directors or their respective associates or affiliates; management contracts that may be in place with Aurwest; securities authorized for issuance under Aurwest's equity compensation plans; interests of any directors and officers of Aurwest in matters to be acted upon at the Meeting; and any material interest, direct or indirect, of any "informed persons" (as such term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations*) of Aurwest, or any of their associates or affiliates, in any transaction since the commencement of Aurwest's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect Aurwest or any of its subsidiaries. For this information, please refer to the Management Circular and other continuous disclosure filed by Aurwest on SEDAR at [www.sedar.com](http://www.sedar.com). This information may however be out of date.

### **Additional Information**

Additional information relating to the Corporation is available on SEDAR at [www.sedar.com](http://www.sedar.com) under the issuer profile for Aurwest Resources Corporation. Financial information regarding Aurwest is provided in its comparative annual financial statements and management's discussion and analysis for its most recently completed financial year, which can be found on SEDAR at [www.sedar.com](http://www.sedar.com). A copy of Aurwest's financial statements and management's discussion and analysis is available upon written request to Suite 1100-1111 Melville Street, Vancouver, British Columbia V6E 3V6.

Aurwest's auditor is Charlton & Company, Chartered Professional Accountants.

Information contained herein, unless otherwise indicated, is given as of the date hereof. The contents and sending of this Circular has been approved by each of the Concerned Shareholders. This Circular has been sent to each director of the Corporation, the auditors of the Corporation and each Shareholder of the Corporation whose proxy has been solicited and complies with the applicable laws and regulations.

**YOUR VOTE IS EXTREMELY IMPORTANT – VOTE YOUR GREEN PROXY TODAY**

February 7, 2020.

(signed) "Cameron MacDonald"

**Cameron MacDonald, on behalf of, and with  
the authority of, each of the Concerned  
Shareholders**