

**ICON EXPLORATION INC.**  
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**MANAGEMENT INFORMATION CIRCULAR**  
as at **May 26, 2016** (except as indicated)

This information circular (“**Information Circular**”) is provided in connection with the solicitation of proxies by the management of **Icon Exploration Inc.** (the “**Company**”) for use at the Annual General & Special Meeting of the shareholders of the Company (the “**Meeting**”) to be held on **June 30, 2016**, at 55 University Ave., Suite M002, Toronto, ON M5J 2H7 (Toronto time) and at any adjournments thereof for the purposes set forth in the enclosed Notice of Annual General & Special Meeting (“**Notice of Meeting**”).

The solicitation of proxies is made on behalf of the management of the Company. Such solicitation will be primarily by mail but may also be made by telephone or other electronic means of communication or in person by the directors and officers of the Company. The costs incurred in the preparation and mailing of the form of proxy, Notice of Meeting and this Information Circular will be borne by the Company. The cost of the solicitation will be borne by the Company.

**DISTRIBUTION OF MEETING MATERIALS**

This Information Circular and related Meeting materials are being sent to both registered and non-registered holders of common shares of the Company.

If you are a non-registered holder and the Company 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 Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you; and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the appropriate voting information form.

A shareholder may receive multiple packages of Meeting materials if the shareholder holds common shares through more than one intermediary (an “**Intermediary**”), or if the shareholder is both a registered shareholder and a non-registered shareholder for different shareholdings. Any such shareholder should repeat the steps to vote through a proxy, appoint a proxyholder or attend the Meeting, if desired, separately for each shareholding to ensure that all the common shares from the various shareholdings are represented and voted at the Meeting. Please return your voting instructions as specified in the appropriate voting information form.

**APPOINTMENT OF PROXYHOLDER**

A duly completed form of proxy for the Company will constitute the persons named in the enclosed form of proxy as the shareholder’s proxyholder. The individuals whose names are printed in the enclosed form of proxy for the Meeting are directors and/or officers of the Company (the “**Management Proxyholders**”). The persons named in the enclosed form of proxy as Management Proxyholders have indicated their willingness to represent, as proxyholders, the shareholders who appoint them.

**A shareholder has the right to appoint a person other than the Management Proxyholders to represent the shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person’s name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a shareholder of the Company.** Such a shareholder should notify the nominee of his or her appointment, obtain his or her consent to act as proxy and instruct him or her on how the shareholder’s shares are to be voted.

## VOTING OF PROXIES

Each shareholder may instruct his or her proxyholder how to vote his or her shares by completing the blanks in the form of proxy. Shares represented by properly executed proxy forms will be voted or withheld from voting on any poll in accordance with instructions made on the proxy forms, and, if a shareholder specifies a choice as to any matters to be acted on, such shareholder's shares shall be voted accordingly.

If no choice is specified and one of the Management Proxyholders is appointed by a shareholder as proxyholder, it is intended that such person will vote in favour of the matters to be voted on at the Meeting.

**The enclosed form of proxy confers discretionary authority upon the persons named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to any other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.**

## COMPLETION AND RETURN OF PROXY

Each proxy must be dated and executed by the shareholder or his or her attorney authorized in writing or by an Intermediary acting on behalf of a shareholder (see "*Voting by Non-Registered Shareholders*" below). In the case of a corporation, the proxy must be dated and executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation.

A proxy will not be valid for the Meeting or any adjournment thereof unless the completed, signed and dated form of proxy is delivered to the office of the Company's registrar and transfer agent, Computershare Investor Services Inc., by mail or by hand, at 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, or as otherwise indicated in the instructions contained in the form of proxy (including, where applicable, through the transfer agent's internet and telephone proxy voting services). All proxies in respect of the Meeting must be completed and received not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

## VOTING BY NON-REGISTERED SHAREHOLDERS

**The information in this section is important to many shareholders as a substantial number of shareholders do not hold their shares in their own name.**

Shareholders who hold shares through their brokers, intermediaries, trustees or other nominees (such shareholders being collectively called "**Beneficial Shareholders**") should note that only proxies deposited by shareholders whose names appear on the share register of the Company may be recognized and acted upon at the Meeting. If shares are shown on an account statement provided to a Beneficial Shareholder by a broker, then in almost all cases the name of such Beneficial Shareholder **will not** appear on the share register of the Company. Such shares will most likely be registered in the name of the broker or an agent of the broker. In Canada, the vast majority of such shares will be registered in the name of "CDS & Co.", the registration name of The Canadian Depository for Securities Limited, which acts as a nominee for many brokerage firms. Such shares can only be voted by brokers, agents, or nominees and can only be voted by them in accordance with instructions received from Beneficial Shareholders. **As a result, Beneficial Shareholders should carefully review the voting instructions provided by their broker, agent or nominee with this Information Circular and ensure that they direct the voting of their shares in accordance with those instructions.**

Applicable regulatory policies require brokers and Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Each broker or Intermediary has its own mailing procedures and provides its own return instructions to clients. The purpose of the form of proxy or voting instruction form provided to a Beneficial Shareholder by such shareholder's broker, agent, or nominee is limited to instructing the registered holder of the relevant shares on how to vote such shares on behalf of the Beneficial Shareholder. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically supplies a voting instruction form, mails those forms to Beneficial

Shareholders and asks those Beneficial Shareholders to return the forms to Broadridge or follow specific telephone or other voting procedures. Broadridge then tabulates the results of all instructions received by it and provides appropriate instructions respecting the voting of shares at the Meeting. **A Beneficial Shareholder receiving a voting instruction form from Broadridge cannot use that form to vote shares directly at the Meeting. Instead, the voting instruction form must be returned to Broadridge or the alternate voting procedures must be completed well in advance of the Meeting in order to ensure that such shares are voted.**

## **REVOCATION OF PROXIES**

A proxy may be revoked at any time prior to the exercise thereof. If a registered shareholder who has given a proxy attends personally at the Meeting at which such proxy is to be voted, such shareholder may revoke the proxy and vote in person. In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it, any time before it is exercised, by instrument in writing executed by the registered shareholder or by his or her attorney authorized in writing or, if the registered shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. The instrument revoking the proxy must be deposited at the office of the Company's registrar and transfer agent, Computershare Investor Services Inc., by mail or by hand, at 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of such Meeting. **Only registered shareholders have the right to revoke a proxy. Non-registered shareholders (Beneficial Shareholders) who wish to change their vote must arrange for their respective Intermediaries to revoke the proxy on their behalf well in advance of the Meeting.**

## **RECORD DATE AND VOTING SECURITIES**

The directors of the Company have set the close of business on May 26, 2016, as the record date (the "**Record Date**") for the Meeting.

Only common shareholders of record as at the Record Date are entitled to receive notice of the Meeting and to vote those shares included in the list of shareholders entitled to vote at the Meeting prepared as at the Record Date, unless any such shareholders transfer shares after the Record Date and the transferee of those shares, having produced properly endorsed certificates evidencing such shares or having otherwise established ownership of such shares, requests not later than 10 days before the Meeting, that the transferee's name be included in the list of shareholders entitled to vote at the Meeting, in which case such transferee will be entitled to vote such shares at the Meeting.

Voting at the Meeting will be by show of hands, with each shareholder present having one vote, unless a poll is requested or required, whereupon each shareholder or proxyholder present is entitled to one vote for each common share held.

The Company is authorized to issue an unlimited number of common shares without par value of which 14,296,428 confirm on Record Date shares are issued and outstanding as at the Record Date. The Company has no other class of voting securities.

## **QUORUM**

The Articles of the Company provide that a quorum for the transaction of business at the Meeting shall be "*two persons who are, or who represent by proxy, shareholders who are entitled to be voted at the meeting.*"

## **VOTING SHARES AND PRINCIPAL HOLDERS OF VOTING SHARES**

To the knowledge of the directors and executive officers of the Company, and based on the Company's review of the records maintained by Computershare Investor Services Inc., electronic filings with the System for Electronic Document Analysis and Retrieval (SEDAR) and insider reports filed with System for Electronic Disclosure by Insiders (SEDI), the following shareholder beneficially owns, directly or indirectly, or exercises control or direction over more than 10% of the voting rights attached to all outstanding shares of the Company as at the Record Date:

Shareholder Name & Address	Number Of Shares Held	Percentage Of Issued Shares
CDS & Co. <sup>(1)(2)</sup> Toronto, Ontario	12,808,976	89.6%

Notes:

- (1) CDS & Co. is a clearing agency.
- (2) The information as to the shares beneficially owned by these shareholders is not within the knowledge of the Company and has been extracted from the register of shareholders maintained by the registrar and transfer agent for the Company's shares.

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

Other than as set forth in this Information Circular, management of the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or executive officer of the Company, any nominee for election as a director of the Company or any associate or affiliate of any such person, in any matter to be acted upon at the Meeting other than the election of directors.

For the purpose of this disclosure, “**associate**” of a person means: (a) an issuer of which the person beneficially owns or controls, directly or indirectly, voting securities entitling the person to more than 10% of the voting rights attached to outstanding securities of the issuer; (b) any partner of the person; (c) any trust or estate in which the person has a substantial beneficial interest or in respect of which a person serves as trustee or similar capacity; and (d) a relative of that person if the relative has the same home as that person.

## EXECUTIVE COMPENSATION

### Compensation Discussion and Analysis

#### *Definitions*

In this Information Circular:

- ♦ “**Board**” means the board of directors of the Company.
- ♦ “**Chief Executive Officer**” or “**CEO**” means an individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year.
- ♦ “**Chief Financial Officer**” or “**CFO**” means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year.
- ♦ “**Exchange**” means the TSX Venture Exchange.
- ♦ “**Named Executive Officer**” or “**NEO**” means each of the following individuals:
  - (i) a CEO;
  - (ii) a CFO;
  - (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 CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6 – *Statement of Executive Compensation* (“**Form 51-102F6**”), for that financial year; and
  - (iv) each individual who would be an NEO under paragraph (iii) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

- ♦ “**option-based award**” means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features.
- ♦ “**share-based award**” means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units and stock.

### ***Named Executive Officers of the Company for the Year Ended December 31, 2015***

During the fiscal year ended December 31, 2015, the Company had three NEOs: Rob Fia (current CEO), Joseph Heng (current CFO and Secretary) and William (Bill) Jung (former CFO and secretary).

### ***Compensation Objectives and Principles***

The following disclosure of all direct and indirect compensation provided to certain executive officers and directors for, or in connection with, services they have provided to the Company or a subsidiary of the Company is being made in accordance with Form 51-102F6.

The purpose of this disclosure is to provide the shareholders with information about the Company’s executive compensation objectives and processes and to discuss compensation decisions relating to its Named Executive Officers listed in the Summary Compensation Table below.

The Company has, as of yet, no significant revenues from operations and often operates with limited financial resources. As a result, the directors of the Company have to consider not only the financial situation of the Company at the time of the determination of executive compensation, but also the estimated financial situation of the Company in the mid and long term. An important element of executive compensation is that of stock options, which do not require cash disbursements by the Company. Additional information about the Company and its operations is available in the audited consolidated financial statements and MD&A for the year ended December 31, 2015, which are incorporated by reference herein and available for viewing under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Remuneration plays an important role in attracting, motivating, rewarding and retaining knowledgeable and skilled individuals to the Company’s management team. The main objectives the Company hopes to achieve through its compensation arrangements are:

- ♦ to attract and retain executives critical to the Company’s success, who will be key in helping the Company achieve its corporate objectives and increase shareholder value;
- ♦ to motivate the Company’s management team to meet or exceed targets;
- ♦ to recognize the contribution of the Company’s executive officers to the overall success and strategic growth of the Company; and
- ♦ to align the interests of management and the Company’s shareholders by providing performance-based compensation in addition to salary.

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

Pursuant to the Company’s Stock Option Plan (defined below), the Board grants options to directors, executive officers, other employees and consultants as incentives.

It is anticipated that during the following year the level of stock options awarded to a Named Executive Officer, if and when granted, will be determined by such NEO’s position and his potential future contributions to the Company.

**Compensation Governance**

Given the Company’s size and stage of operations, it has not appointed a compensation committee or formalized any guidelines with respect to compensation at this time. The amounts paid to the Named Executive Officers are determined by the independent Board members. The Board determines the appropriate level of compensation reflecting the need to provide incentive and compensation for the time and effort expended by the executives, while taking into account the financial and other resources of the Company.

**Summary Compensation Table**

In respect of each of the Named Executive Officers, the following table (presented in accordance with Form 51-102F6) sets out all annual and long term compensation for each NEO’s services, in all capacities, to the Company for the Company’s most recently completed financial years as at December 31, 2015, 2014, and 2013.

NEO Name and Principal Position	Year Ended Dec 31	Salary (\$)	Share-based awards (\$)	Option-based awards (\$) <sup>(1)</sup>	Non-equity incentive plan compensation (\$)		Pension value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term Incentive Plans			
<b>Rob Fia</b> <sup>(2)</sup> <i>CEO &amp; Director</i>	2015	Nil	Nil	4,778	Nil	Nil	Nil	Nil	4,778
	2014	Nil	4,000	Nil	Nil	Nil	Nil	Nil	4,000
<b>Joseph Heng</b> <sup>(3)</sup> <i>CFO, Secretary &amp; Director</i>	2015	Nil	5,000	4,219	Nil	Nil	Nil	Nil	9,219
	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>William (Bill) Jung</b> <sup>(4)</sup> <i>Former CFO &amp; Secretary</i>	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2014	Nil	Nil	Nil	Nil	Nil	Nil	78,000	78,000
	2013	Nil	Nil	Nil	Nil	Nil	Nil	78,000	78,000

Notes:

- (1) The option-based awards dollar value was calculated using a Black-Scholes model, which included assumptions for risk-free interest rates, dividend yields, volatility of the expected market price of the Company’s common shares and the expected life of the options.
- (2) Mr. Fia was appointed as a director and the CEO of the Company on November 10, 2014.
- (3) Mr. Heng was elected as a director of the Company on December 16, 2014 and was appointed as the CFO and secretary of the Company effective March 17, 2015.
- (4) Mr. Jung was appointed the CFO of the Company on December 12, 2012 and secretary of the Company on December 18, 2012. Mr. Jung resigned as the CFO and secretary of the Company effective March 17, 2015.

**Narrative Discussion – NEO Agreements**

No NEO was paid for his services during the financial year ended December 31, 2015. During this period, the Company issued 100,000 common shares to the CFO as a bonus for lending the Company funds during the financial year ended December 31, 2015.

NEOS are entitled to be reimbursed for reasonable expenditures incurred in performing their duties as NEOs.

The Company grants stock options to NEOs pursuant to the terms of the Stock Option Plan (see “*Securities Authorized for Issuance Under Equity Compensation Plans - Description of the Stock Option Plan*” below for details). The purpose of granting such stock options is to assist the Company in compensating, attracting, retaining and motivating the NEOs of the Company and to align the personal interests of such persons to that of the Company’s shareholders.

## Incentive Plan Awards for NEOs

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

The Company has not granted any share-based awards.

The following table sets out for each NEO the incentive stock options to purchase common shares of the Company (option-based awards) outstanding as of December 31, 2015, including awards granted before the year ended December 31, 2015:

Name (a)	Option-based Awards			Share-based Awards		
	Number of securities underlying unexercised options (#) (b)	Option exercise price (\$) (c)	Option expiration date (d)	Value of unexercised in-the-money options <sup>(1)</sup> (\$) (e)	Number of shares or units of shares that have not vested (#) (f)	Market or payout value of share-based awards that have not vested (\$) (g)
Rob Fia	391,583	\$0.05	March 13, 2020	Nil	N/A	N/A
Joseph Heng	345,746	\$0.05	March 13, 2020	Nil	N/A	N/A
William (Bill) Jung	35,000	\$0.05	March 13, 2020	Nil	N/A	N/A

**Notes:**

- (1) “*in-the-money-options*” is calculated based on the difference between the market value of the Company’s common shares underlying the options at the end of the most recently completed financial year and the exercise price of the options. The last trading price of the Company’s common shares on the Exchange as of December 31, 2015 was \$0.03 per share.

During the financial year ended December 31, 2015, no options were exercised by NEOs.

### *Value Vested or Earned During the Year*

The following table summarizes the value of incentive plan awards vested or earned during the year ended December 31, 2015, granted to the Company’s NEOs:

Name (a)	Option-based awards – Value vested during the year <sup>(1)</sup> (\$) (b)	Share-based awards – Value vested during the year (\$) (c)	Non-equity incentive plan compensation – Value earned during the year (\$) (d)
Rob Fia	Nil	Nil	N/A
Joseph Heng	Nil	5,000	N/A
William (Bill) Jung	Nil	Nil	N/A

**Notes:**

- (1) Value vested or earned during the year means 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 amount is calculated by determining the difference between the market price of the underlying securities at exercise and the exercise or base price of the options under the option-based award on the vesting date.

### *Narrative Discussion*

No stock options were exercised by an NEO during the financial year ended December 31, 2015.

The significant terms of the Stock Option Plan, pursuant to which all current option-based awards have been granted to NEOs, are set out below under the heading “*Securities Authorized for Issuance Under Equity Compensation Plans – Description of the Stock Option Plan*”.

During the financial year ended December 31, 2015, the Company issued 100,000 common shares to the CFO as a bonus for lending the Company funds during the year.

The Company granted 772,239 stock options to NEOs during the financial year ended December 31, 2015, as follows:

Name	Number of Options	Exercise Price	Expiry Date
Rob Fia	391,583	\$0.05	March 13, 2020
Joseph Heng	345,746	\$0.05	March 13, 2020
William (Bill) Jung <sup>(1)</sup>	35,000	\$0.05	March 13, 2020

Notes:

(1) Mr. Jung resigned as CFO and Secretary effective March 17, 2015, but remains a consultant to the Company.

### Pension Plan Benefits for NEOs

No pension or retirement benefit plan or deferred compensation plans have been instituted by the Company and none are proposed at this time.

### Termination and Change of Control Benefits for NEOs

As at the fiscal year ended December 31, 2015, the Company had no plans or arrangements whereby NEOs could be compensated in the event of such NEO's resignation, retirement or other termination of employment, or in the event of a change of control of the Company or a change in such NEO's responsibilities.

### Director Compensation

The Company had three directors as at December 31, 2015: Rob Fia, John Gamble and Joseph Heng, two of which were also NEOs, namely Rob Fia and Joseph Heng.

During the Company's most recently completed financial year ended December 31, 2015, there were no standard compensation arrangements, or other arrangements in addition to or in lieu of standard arrangements, under which the non-NEO directors of the Company were compensated for services in their capacity as directors (including any additional amounts payable for committee participation or special assignments) (see "Narrative Discussion" below).

The Company grants stock options to directors pursuant to the terms of the Stock Option Plan (see "Narrative Discussion" below for details). The purpose of granting such stock options is to assist the Company in compensating, attracting, retaining and motivating the directors of the Company and to align the personal interests of such persons to that of the Company's shareholders.

### Director Compensation Table

The following table sets forth the value of all compensation provided to non-NEO directors for the Company's most recently completed financial year ended December 31, 2015.

Director Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$) <sup>(1)</sup>	Non-equity incentive plan compensation (\$)	Pension value (\$)	All Other Compensation (\$)	Total Compensation (\$)
John Gamble	Nil	Nil	3,660	Nil	Nil	Nil	3,660
Paul Ghezzi <sup>(2)</sup>	Nil	Nil	3,507	Nil	Nil	Nil	3,507

Notes:

- (1) The option-based awards dollar value was calculated using a Black-Scholes model, which included assumptions for risk-free interest rates, dividend yields, volatility of the expected market price of the Company's common shares and the expected life of the options.
- (2) Mr. Ghezzi resigned as a director of the Company effective October 5, 2015.



***Narrative Discussion***

During the period ended December 31, 2015, there were no fees paid to non-NEO directors of the Company for services in their capacity as directors of the Company or in any other capacity.

During the Company’s most recently completed financial year ended December 31, 2015, there were no standard compensation arrangements, or other arrangements in addition to or in lieu of standard arrangements, under which the non-NEO directors of the Company were compensated for services in their capacity as directors (including any additional amounts payable for committee participation or special assignments).

Directors are entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors. Directors are also entitled to participate in the Stock Option Plan (see “*Securities Authorized for Issuance Under Equity Compensation Plans - Description of the Stock Option Plan*” below for details), which is designed to give each option holder an interest in preserving and maximizing shareholder value in the longer term. Individual grants are determined by an assessment of each individual director’s current and expected future performance, level of responsibilities and the importance of his position and contribution to the Company.

**Incentive Plan Awards for Directors**

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

The Company has not granted any share-based awards.

The following table sets out for each director that is not an NEO the incentive stock options to purchase common shares of the Company (option-based awards) outstanding as of December 31, 2015, including awards granted before the year ended December 31, 2015:

	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#) (b)	Option exercise price (\$) (c)	Option expiration date (d)	Value of unexercised in-the-money options <sup>(1)</sup> (\$) (e)	Number of shares or units of shares that have not vested (#) (f)	Market or payout value of share-based awards that have not vested (\$) (g)
Name (a)						
John Gamble	299,908	\$0.05	March 13, 2020	Nil	N/A	N/A
Paul Ghezzi <sup>(2)</sup>	Nil	N/A	N/A	N/A	N/A	N/A

Notes:

(1) “*in-the-money-options*” is calculated based on the difference between the market value of the Company’s common shares underlying the options at the end of the most recently completed financial year and the exercise price of the options. The last trading price of the Company’s common shares on the Exchange as of December 31, 2015 was \$0.03 per share.

(2) Mr. Ghezzi resigned as a director of the Company effective October 5, 2015.

During the financial year ended December 31, 2015, no options were exercised by the Company’s non-NEO directors.

***Value Vested or Earned During the Year***

The following table summarizes the value of incentive plan awards vested or earned by non-NEO directors during the year ended December 31, 2015:

Name  (a)	Option-based awards – Value vested during the year <sup>(1)</sup> (\$) (b)	Share-based awards – Value vested during the year (\$) (c)	Non-equity incentive plan compensation – Value earned during the year (\$) (d)
John Gamble	Nil	Nil	n/a
Paul Ghezzi <sup>(2)</sup>	Nil	Nil	n/a

Notes:

- (1) Value vested or earned during the year means 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 amount is calculated by determining the difference between the market price of the underlying securities at exercise and the exercise or base price of the options under the option-based award on the vesting date.
- (2) Mr. Ghezzi resigned as a director of the Company effective October 5, 2015.
- (3) These options were cancelled upon Mr. Ghezzi's resignation as a director.

***Narrative Discussion***

No stock options were exercised by a non-NEO director during the financial year ended December 31, 2015.

The significant terms of the Stock Option Plan, pursuant to which all current option-based awards have been granted to non-NEO directors, are set out below under the heading “*Securities Authorized for Issuance Under Equity Compensation Plans – Description of the Stock Option Plan*”.

The Company granted 572,313 stock options to its non-NEO directors during the financial year ended December 31, 2015, as follows:

Name	Number of Options	Exercise Price	Expiry Date
John Gamble	299,908	\$0.05	March 13, 2020
Paul Ghezzi <sup>(1)</sup>	272,405	\$0.05	March 13, 2020

Notes:

- (1) Mr. Ghezzi resigned as a director of the company effective October 5, 2015.

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***Pension Plan Benefits - Directors***

The Company does not have a pension plan that provides for payments to the directors at, following or in connection with retirement.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Company's current stock option plan (the "Stock Option Plan"), being the Company's only equity compensation plan as of December 31, 2015. Minor amendments were made to the Stock Option Plan on March 13, 2015, to comply with current Exchange policies. The Stock Option Plan, prior to the amendments, was most recently approved by the Company's shareholders at its last annual general meeting on December 16, 2014.

Plan Category	Number of common shares to be issued upon exercise of outstanding options (a)	Weighted average exercise price of outstanding options (b)	Number of common shares remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity Compensation Plans approved by Shareholders	1,087,237	\$0.05	342,405
Equity Compensation Plans not approved by Shareholders	Nil	N/A	Nil
<b>TOTAL:</b>	<b>1,087,237</b>		<b>342,405</b>

### Description of the Stock Option Plan

The following is a summary of the substantive terms of the Stock Option Plan dated October 15, 2013, as amended March 13, 2015, a copy of which is available upon request from the corporate secretary of the Company.

- ♦ The aggregate number of optioned shares that may be issued may not exceed 10% of the number of issued and outstanding common shares of the Company at the time of granting of options under the Stock Option Plan.
- ♦ The Board has the discretion to grant options pursuant to the terms of the Stock Option Plan. Options may be granted to eligible persons, being: directors, officers, employees, management company employees or consultants.
- ♦ Limitations on issue include: (a) no more than 5% of the issued common shares of the Company, calculated at the date of the grant of options, may be granted to any one optionee in any 12 month period unless the Company has obtained disinterested shareholder approval; (b) no more than 2% of the issued common shares of the Company, calculated at the date of the grant of options, may be granted to any one consultant in any 12 month period; (c) no more than an aggregate of 2% of the issued common shares of the Company, calculated at the date of the grant of options, may be granted to all persons conducting investor relations activities within any 12 month period; and (d) no options may be granted if there is any material undisclosed information about the Company.
- ♦ The exercise price of options will be set by the Board and cannot be less than the Discounted Market Price (as such term is defined in TSX-V policies).
- ♦ Options may be granted for a maximum of 10 years from the date of grant.
- ♦ Any options that expire unexercised or that are otherwise lawfully cancelled will be eligible for re-issue under the Stock Option Plan.
- ♦ All options granted under the Stock Option Plan are non-assignable.
- ♦ Options granted to consultants conducting investor relations activities will vest, at a minimum, over a period of not less than 12 months with no more than ¼ of the options vesting in any 3 month period.
- ♦ Any reduction in exercise price of an option previously granted to an insider requires disinterested shareholder approval.

- ♦ Options will expire immediately upon the optionee leaving his or her employment/office except that:
  - (a) in the case of death of an optionee, any vested options held by the deceased at the date of death will become exercisable by the optionee's estate until the earlier of one year after the date of death and the date of expiration of the term otherwise applicable to such option;
  - (b) options may be extended for such reasonable period of time as the Board may determine after the optionee ceases to be employed/provide services but only to the extent that such options were vested in the optionee at the date the optionee ceased to be employed/provide services; and
  - (c) in the case of an optionee dismissed from employment/service for cause, such options, whether vested or not, will immediately terminate without right to exercise same.

In accordance with Exchange policies, as the Stock Option Plan is a "rolling" stock option plan, it must receive approval of the Company's shareholders yearly at the Company's annual general meeting. Refer to "*Particulars of Matters to be Acted Upon – 5. Re -Approval of the Stock Option Plan*" below.

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

No (a) director; (b) executive officer; (c) proposed nominee for election as a director; (d) associate of a director, executive officer or proposed nominee for election as a director; (e) employee; or (f) former director, executive officer or employee of the Company, is or has been indebted to the Company or any of its subsidiaries at any time during the Company's last completed financial year, other than routine indebtedness.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Other than transactions carried out in the normal course of business of the Company or any of its affiliates, no informed person and none of the proposed directors of the Company or any associate or affiliate of any informed person or proposed director had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

Applicable securities legislation defines "**informed person**" to mean any of the following: (a) a director or executive officer of a reporting issuer; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of a reporting issuer; (c) any person or company who beneficially owns, directly or indirectly, voting securities of a reporting issuer or who exercises control or direction over voting securities of a reporting issuer or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the reporting issuer other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) a reporting issuer that has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

### **MANAGEMENT CONTRACTS**

During year ended December 31, 2015, no management functions of the Company were to any substantial degree performed by a person other than the directors or executive officers of the Company.

### **CORPORATE GOVERNANCE DISCLOSURE**

Corporate governance relates to activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Company. The Board is committed to sound corporate governance practices which are both in the interest of its shareholders and contribute to effective and efficient decision making.

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) requires that each reporting company disclose its corporate governance practices on an annual basis. The Company’s general approach to corporate governance is summarized below.

## **Board of Directors**

### ***Independence***

The Company’s Board is comprised of three (3) directors: Rob Fia, Joseph Heng and John Gamble.

Section 1.4 of National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) sets out the standard for director independence. Under NI 52-110, a director is independent if he or she has no direct or indirect material relationship with the Company. A material relationship is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment. NI 52-110 also sets out certain situations where a director will automatically be considered to have a material relationship to the Company.

Applying the definition set out in section 1.4 of NI 52-110, one of the three members of the Board is independent. John Gamble is the only independent member of the Board. Rob Fia and Joseph Heng are not independent by virtue of the fact that they are executive officers of the Company (Mr. Fia is the CEO of the Company; Mr. Heng is the CFO and Secretary of the Company).

In order to facilitate its exercise of independent judgment in carrying out the responsibilities of the Board, the Board ensures that its independent director is in attendance at all Board meetings.

### ***Other Directorships***

Certain directors are presently a director of one or more other reporting issuers as set out below:

<b>Name of Director</b>	<b>Reporting Issuer(s) or Equivalent(s)</b>
Rob Fia	The Jenex Corporation Enerdynamic Hybrid Technologies Corp.
Joseph Heng	The Jenex Corporation Red Pine Exploration Inc.
John Gamble	The Jenex Corporation Enerdynamic Hybrid Technologies Corp. Forterra Environmental Corp.

The Company has not adopted a formalized process of orientation for new Board members. Orientation of new directors has been and will be conducted on an *ad hoc* basis through discussions and meetings with other directors, officers and employees where a thorough description of the Company’s business, assets, operations and strategic plans and objectives are discussed. Orientation activities have been and will be tailored to the particular needs and experiences of each director and the overall needs of the Board.

The Board does not take any formal measures to provide continuing education for the directors. Directors are kept informed as to matters impacting, or which may impact, the Company’s operations through reports and presentations at the Board meetings. Directors are also provided the opportunity to meet with senior management, advisors and other directors who can answer any questions that may arise.

At this stage in the Company’s development, and having regard to the background and experience of its directors, the Board does not feel it necessary to have such policies or programs in place.

### ***Ethical Business Conduct***

The Board has not adopted a formal written Code of Business Conduct and Ethics. In recruiting new Board members, the Board considers only persons with a demonstrated record of ethical business conduct.

The Board has concluded that fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, in addition to the applicable corporate legislation restrictions placed on an individual director's participation in decisions of the Board in which the director has an interest, have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

### ***Nomination of Directors***

The Board does not have a nominations committee or a formal procedure with respect to the nomination of directors. Nominees have historically been recruited by the efforts of existing Board members, and the recruitment process has involved both formal and informal discussions among Board members. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the required time, show support for the Company's mission and strategic objectives and have a willingness to serve.

The Board monitors, but does not formally assess, the performance of individual Board members and their contributions. The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Company's size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time.

### ***Compensation***

The Board does not currently have a compensation committee or a formal procedure with respect to determining compensation for the directors and the CEO. Other than the grant of stock options, the Company has not paid any compensation to its directors or management for the past three years. At such time as the Company becomes in a position to commence paying directors and executive officers, all employment, consulting or other compensation arrangements between the Company, or its subsidiary, and the directors or executive officers will be considered and approved by independent members of the Board.

### ***Other Board Committees***

At the present time, the only standing committee is the Company's audit committee (the "**Audit Committee**") (see below). As the Company grows and its operations and management structure become more complex, the Board expects it will constitute additional formal standing committees, such as a compensation committee, and will ensure that such committees are governed by written charters and are composed of at least a majority of independent directors.

### ***Assessments***

The Board regularly monitors the adequacy of information given to directors, communications between the Board and management and the strategic direction and processes of the Board and its committees, however, the Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors. The Board will consider implementing one in the future should circumstances warrant. Based on the size of the Company, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time.

### ***Audit Committee***

NI 52-110 requires the Company's Audit Committee to meet certain requirements. It also requires the Company to disclose in this Information Circular certain information regarding the Audit Committee. That information is disclosed below.

*Overview*

The Audit Committee’s mandate includes reviewing: (i) the financial statements, reports and other financially-based information provided to shareholders, regulators and others; (ii) the internal controls that management and the Board have established; and (iii) the audit, accounting and financial reporting processes generally. In meeting these responsibilities, the Audit Committee monitors the financial reporting process and internal control system; reviews and appraises the work of the external auditors; and provides an open avenue of communication between the external auditors, senior management and the Board.

*The Audit Committee Charter*

The Company’s Board has adopted an Audit Committee Charter which sets out the Audit Committee’s mandate, organization, powers and responsibilities. A copy of the Audit Committee Charter is attached hereto as Schedule “A”.

*Composition of the Audit Committee*

The Company’s Audit Committee is comprised of three directors consisting of Rob Fia, John Gamble and Joseph Heng. The following table sets out the names of the members of the Audit Committee and whether they are ‘independent’ and ‘financially literate’ for the purposes of NI 52-110.

<b>Name of Member</b>	<b>Independent<sup>(1)</sup></b>	<b>Financially Literate<sup>(2)</sup></b>
John Gamble	Yes	Yes
Rob Fia	No	Yes
Joseph Heng	No	Yes

Notes:

- (1) To be independent, a member of the Audit Committee must not have any direct or indirect ‘material relationship’ with the Company. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member’s independent judgment. Accordingly, an executive officer of the Company is not independent, nor is a director that is paid consulting fees for non-director services provided to the Company.
- (2) To be considered financially literate, a member of the Audit Committee must have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.

*Relevant Education and Experience*

The education and experience of each member of the Audit Committee that is relevant to the performance of his or her responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements;
- (b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;
- (c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company’s financial statements, or experience actively supervising one or more persons engaged in such activities; and
- (d) an understanding of internal controls and procedures for financial reporting, are as follows:

<b>Member</b>	<b>Education/Experience</b>
Rob Fia	Mr. Fia has been the Co-Head Corporate Finance of Kingsdale Capital Markets Inc. (since 2004). Mr. Fia is also a director of The Jenex Corporation (since 2009) and a director of Enerdynamic Hybrid Technologies Inc. Mr. Fia was the CEO and a director of MCM Capital One Inc. (a TSX-V Capital Pool Company which became “Enerdynamic Hybrid Technologies Inc. after the completion of its qualifying transaction). Mr. Fia has over 14 years’ experience in the investment business, including both equity research and corporate finance. Mr. Fia began his career as a technology analyst with a Toronto-based investment bank in 1999 and, in 2002, Mr. Fia created his own Limited Market Dealer involved in financing and advising high growth companies, primarily in oil and gas, mining, alternative energy and technology. He also helped co-found several new companies focused on gold exploration and oil and gas in Africa, Canada, Chile and Colombia. Mr. Fia received his Bachelor’s of Commerce from the I.H. Asper School of Business at the University of Manitoba and holds the Chartered Financial Analyst designation.
John Gamble	Mr. Gamble has over 25 years of experience working with international public and private companies in the energy, environmental, resource and technology sectors and 8 years of experience in the renewable energy and clean technology sectors. Mr. Gamble is currently the director and CEO of Enerdynamic Hybrid Technologies Corp. (since December 2011); the President, CEO and a director of OSM Solarform Corp. (since February 2011); and a director of The Jenex Corporation (since September 2009).
Joseph Heng	Mr Heng is a Chartered Accountant with 40 years of experience and has served as Director and CFO for various public companies.

#### *Audit Committee Oversight*

Since the commencement of the Company’s most recent financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

#### *Reliance on Exemptions in NI 52-110 – Audit Committee Composition & Reporting Obligations*

Since the Company is a “venture issuer” (as such term is defined in NI 52-110), it is relying on the exemption contained in section 6.1 of NI 52-110 from the requirements of Part 3 *Composition of the Audit Committee* (as described in “*Composition of the Audit Committee*” above) and Part 5 *Reporting Obligations* of NI 52-110 (which requires certain prescribed disclosure about an audit committee in the Company’s Annual Information Form, if any, and this Information Circular).

#### *Pre-Approval Policies and Procedures*

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee Charter, attached hereto as Schedule “A”.

#### *External Auditor Service Fees (By Category)*

The following table discloses the fees billed to the Company by its external auditor during the last two financial years.

<b>Financial Year Ending</b>	<b>Audit Fees<sup>(1)</sup></b>	<b>Audit Related Fees<sup>(2)</sup></b>	<b>Tax Fees<sup>(3)</sup></b>	<b>All Other Fees<sup>(4)</sup></b>
December 31, 2015	\$8,000	Nil	Nil	Nil
December 31, 2014	\$10,000	Nil	Nil	Nil

Notes:

- (1) The aggregate fees billed by the Company’s auditor for audit fees.
- (2) The aggregate fees billed for assurance and related services by the Company’s auditor that are reasonably related to the performance of the audit or review of the Company’s financial statements and are not disclosed in the ‘Audit Fees’ column.
- (3) The aggregate fees billed for professional services rendered by the Company’s auditor for tax compliance, tax advice and tax planning. These services include the filing of the Company’s annual tax returns.
- (4) The aggregate fees billed for professional services other than those listed in the other three columns.



## PARTICULARS OF MATTERS TO BE ACTED UPON

### 1. Financial Statements and Auditor's Report

The Board has approved the audited financial statements for the fiscal years ended December 31, 2014 and 2015, together with the auditor's report thereon, copies of which have been sent to those shareholders who had requested receipt of same. Copies of these materials are available on SEDAR at [www.sedar.com](http://www.sedar.com).

### 2. Re-Appointment of Auditors

Shareholders of the Company will be asked to vote for the approval of the re-appointment of MNP LLP, Chartered Accountants, of Toronto, Ontario, as auditor of the Company for the fiscal year ending December 31, 2016, to hold office until the next annual general meeting of the shareholders, or until its successor has been appointed, at a remuneration to be fixed by the directors.

MNP LLP, Chartered Accountants, was appointed as the auditor of the Company effective March 7, 2016, following the voluntary resignation of DeVisser Gray LLP, Chartered Accountants. All notices required by National Instrument 51-102 – *Continuous Disclosure Obligations* are attached hereto as Schedule "B".

There were no reservations contained in the auditor's reports on the annual financial statements of the Company prepared by DeVisser Gray LLP, Chartered Accountants, in the two fiscal years ending December 31, 2013 and 2014, and in the opinion of the Company, no reportable events occurred between DeVisser Gray LLP, Chartered Accountants, and the Company.

**Management recommends a vote "FOR" the approval of the foregoing resolution. In the absence of a contrary instruction, the persons designated by management of the Company in the enclosed form of proxy intend to vote FOR the approval of the foregoing resolution.**

### 3. Set Number of Directors

Management of the Company intends to propose a resolution to set the number of directors at three (3).

### 4. Election of Directors

It is proposed that the below-stated nominees be elected at the Meeting as directors of the Company for the ensuing year.

**The persons designated in the enclosed form of proxy, unless instructed otherwise, intend to vote FOR the election of the nominees listed below to the Board.**

Each director elected will hold office until the close of the next annual general meeting or until his successor is duly elected or appointed, unless his office is earlier vacated.

The following table sets out the names of management's nominees for election as directors, all offices in the Company each now holds, each nominee's principal occupation, business or employment, the period of time during which each has been a director of the Company and the number of common shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at May 26, 2016. Management of the Company does not contemplate that any of the nominees will be unable to serve as a director but, if that should occur for any reason prior to the Meeting, the persons designated in the enclosed form of proxy reserve the right to vote for other nominees in their discretion.

Name, Province or State of Residence and Position Held	Principal Occupation for the Past Five (5) Years	Director of the Company Since	Number of Shares Beneficially Owned or Controlled <sup>(1)</sup>
<b>Rob Fia</b> <sup>(2)</sup> Toronto, ON  <i>CEO &amp; Director</i>	CEO and a Director of the Company; Co-Head Corporate Finance of Kingsdale Capital Markets Inc. (since 2004); Director of Enerdynamic Hybrid Technologies Inc. (since August 2014); Director of The Jenex Corporation (since September 2009); CEO and director of MCM Capital One Inc. (June 2010 – August 2014)	Nov 10, 2014	1,894,210
<b>Joseph Heng</b> <sup>(2)</sup> Toronto, ON  <i>CFO, Secretary &amp; Director</i>	CFO and a Director of the Company; Self – Employed Chartered Accountant (since 1990); Director of Red Pine Exploration Inc. (since February 2005); CFO of Solarvest BioEnergy Inc. (since March 2010); CFO and a Director of MCM Capital One Inc. (January 2010 - August 2014); Director of The Jenex Corporation since May 18, 2016	Nov 10, 2014	100,000
<b>John Gamble</b> <sup>(2)</sup> Welland, ON  <i>Director</i>	CEO, director and Secretary of Enerdynamic Hybrid Technologies Inc. (since December 2011); President, CEO and director of OSM Solarform Corp. (since February 2011); Director of The Jenex Corporation (since September 2009).	Dec 16, 2014	300,000

Notes:

- (1) This information has been furnished by the respective directors.  
 (2) Denotes member of Audit Committee.

**Corporate Cease Trade Orders or Bankruptcies**

To the knowledge of the Company, no proposed director:

- (a) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:
- (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
  - (ii) was subject to an order that was issued after the proposed director 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;

except that:

- John Gamble was a director of Forterra Environmental Corp. (“**Forterra**”), an issuer formerly listed on the TSX-V, when on May 28, 2013, the Ontario Securities Commission (the “**OSC**”) issued a cease trade order against Forterra for failing to file audited annual financial statements and management’s discussion and analysis for the fiscal year ended December 31, 2012, within

the required time period. On May 16, 2013, the British Columbia Securities Commission (the “**BCSC**”) issued a cease trade order against Forterra for failing to file a comparative financial statement and management’s discussion and analysis for the fiscal year ended December 31, 2012. On August 27, 2013, the Alberta Securities Commission (the “**ASC**”) issued a cease trade order against the securities of Forterra; and

- John Gamble and Rob Fia served as directors of The Jenex Corporation (“**Jenex**”), when in December 2009, cease trade orders were issued by the BCSC, the ASC and the OSC against Jenex for the failure to file its financial statements and management’s discussion and analysis for the financial year ended July 31, 2010. These cease trade orders were revoked in January 2014;
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

#### **Penalties and Sanctions**

To the knowledge of the Company, no proposed director:

- (a) 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; or
- (b) 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.

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company.

#### **5. Re-Approval of Stock Option Plan**

During the past year, the Company maintained a 10% rolling stock option plan which was approved by the shareholders of the Company at the previous annual general meeting on November 10, 2014. The stock option plan was originally dated October 15, 2013. Subsequently, on March 13, 2015, minor amendments were made to the stock option plan to bring it in compliance with updated Exchange policies. In accordance with Exchange policies, as the Stock Option Plan is a “rolling” stock option plan, it must receive approval of the Company’s shareholders yearly at the Company’s annual general meeting.

Shareholders will be asked at the Meeting to consider, and if thought fit, to approve the following ordinary resolution ratifying and re-approving the Company’s existing Stock Option Plan.

“**BE IT RESOLVED**, as an ordinary resolution, that, subject to regulatory approval:

1. the Company’s stock option plan (the “**Plan**”), as set forth in the Company’s Information Circular dated May 26, 2016, including the reservation for issuance under the Plan at any time of a maximum of 10% of the issued shares of the Company, be and is hereby re-approved, confirmed and ratified;

2. the Company be authorized to abandon or terminate all or any part of the Plan if the board of directors of the Company deems it appropriate and in the best interests of the Company to do so;
3. the Company be and is hereby authorized to grant options pursuant and subject to the terms and conditions of the Plan; and
4. any one director or officer of the Company be and is hereby authorized and directed to do all such acts and things and to execute and deliver, under the corporate seal of the Company or otherwise, all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to the foregoing resolutions, including, without limitation, making any changes to the Plan required by applicable regulatory authorities and to complete all transactions in connection with the implementation of the Plan.”

**Management recommends a vote “FOR” the approval of the foregoing resolution. In the absence of a contrary instruction, the persons designated by management of the Company in the enclosed form of proxy intend to vote FOR the approval of the foregoing resolution.**

## **6. Approval of Changes to the Company’s Articles**

At the Meeting, the shareholders will be asked to pass a special resolution, the full text of which is set out below, authorizing the Company to adopt a new form of Articles (the “**New Articles**”).

The New Articles will streamline the processes and procedures relating to the Company, but will not change any of the rights attached to the Company’s common shares.

The following is a summary only of the differences between the New Articles and the existing Articles of the Company (the “**Existing Articles**”). Nothing that follows should be construed as legal advice to any particular shareholder, all of whom are advised to consult their own legal advisors respecting all of the implications of the adoption of the New Articles.

### **Existing Articles:**

#### *Capital Alterations*

Under the Existing Articles of the Company, alterations to the Company’s authorized share structure (such as the creation, subdivision, consolidation or elimination of any class or series of shares; changing the par value of the shares of the Company; or altering the identifying name of any shares of the Company)(collectively, “**Capital Alterations**”) require the approval of the shareholders of the Company by way of a special resolution (being a resolution approved by a majority of not less than two-thirds (2/3) of the votes cast at a meeting of shareholders of the Company)(“**Special Resolution**”).

#### *Name Changes*

Under the Existing Articles, changes to the Company’s name require approval by way of Special Resolution.

#### *Special Rights or Restrictions*

Under the Existing Articles, changes to the special rights or restrictions attached to the shares of the Company require approval by way of Special Resolution.

#### *Other Alterations*

Under the Existing Articles, unless the Act requires otherwise, all other alterations to the Notice of Articles of the Company require approval by way of ordinary resolution (“**Ordinary Resolution**”)(being a resolution approved by the shareholders of the Company by a simple majority of the votes cast at a meeting of shareholders).

*Location of Shareholder General Meetings*

The *Business Corporations Act* (British Columbia) states that general meetings a company must be held in British Columbia unless such company's Articles provide otherwise, shareholder approval is obtained to hold the meeting outside British Columbia or prior approval is obtained from the Registrar. The Company's Existing Articles are silent on the issue. As all of the directors and officers of the Company currently reside in Ontario, the Company obtained approval from the Registrar to hold its 2016 annual shareholders' meeting in Toronto, Ontario.

**New Articles:**

*Capital Alterations*

Under the New Articles, unless the Act requires otherwise, the Company may complete Capital Alterations by way of directors' resolutions.

Notwithstanding that Capital Alterations can be completed by way of directors' resolutions, any Capital Alterations which may result in a right or special right attached to any issued shares of the Company being prejudiced or interfered with, special rights or restrictions being created and attached to a class or series of shares or special rights and restrictions being varied or deleted from a class or series of shares, such Capital Alteration must be authorized by way of an Ordinary Resolution.

*Name Changes*

Under the New Articles, changes to the Company's name can be completed by way of directors' resolutions.

*Special Rights or Restrictions*

Under the New Articles, changes to the special rights or restrictions attached to the shares of the Company require approval by way of Ordinary Resolution.

*Other Alterations*

Under the New Articles, unless specified by the Act, all other alterations to the Notice of Articles of the Company require approval by way of directors' resolutions.

*Location of Shareholder General Meetings*

Under the New Articles, general meetings of the Company may be held in Ontario.

**Approval Requirements for the New Articles**

In accordance with the Company's current Articles and the *Business Corporations Act* (British Columbia), the resolution approving the adoption of the New Articles must be approved by a majority of not less than two-thirds (2/3) of the votes cast at the Meeting on this resolution.

A copy of the New Articles will be available for review by the shareholders at the Meeting. In addition, a copy of the New Articles will be mailed, free of charge, to any shareholder who requests a copy in writing to the Company.

Shareholders will be asked at the Meeting to consider, and if thought fit, to approve the following special resolution approving the adoption of the New Articles:

**"BE IT RESOLVED**, as a special resolution, that:

1. the existing Articles of the Company be deleted in their entirety and the form of Articles presented at the Meeting be adopted as the Articles of the Company;

2. the alterations made to the Company's Articles shall take effect upon the deposit of this resolution at the Company's records office; and
3. any officer or director of the Company is hereby authorized and directed for and on behalf of the Company to execute, deliver and file or cause to be executed, delivered and filed, all such documents and instruments as are necessary or desirable to give effect to this resolution and to perform or cause to be performed all such other acts and things as in such person's opinion may be necessary or desirable to give full effect to the foregoing resolution and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or doing of any such act or thing."

**Management recommends a vote "FOR" the approval of the foregoing resolution. In the absence of a contrary instruction, the persons designated by management of the Company in the enclosed form of proxy intend to vote FOR the approval of the foregoing resolution.**

#### **OTHER MATTERS TO BE ACTED UPON**

Management of the Company is not aware of any matter to come before the Meeting other than the matters referred to in the Notice of the Meeting. However, if any other matter properly comes before the Meeting, the accompanying form of proxy confers discretionary authority to vote with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters that properly may come before the Meeting.

#### **ADDITIONAL INFORMATION**

Additional information relating to the Company concerning the Company and its operations is available on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information concerning the Company is provided in its comparative financial statements and management's discussion and analysis for the Company's most recently completed financial year. Copies of this information are available either on SEDAR or by contacting the Company at its offices located at 55 University Ave., Suite M002, P.O. Box 47, Toronto, ON M5J 2H7; Tel: (416) 867-2353; Fax: (416) 867-4566..

#### **BOARD APPROVAL**

The contents of this Information Circular have been approved and its mailing has been authorized by the board of directors the Company.

*"Rob Fia"*  
CEO & Director

**Schedule “A”  
To Information Circular of  
Icon Exploration Inc. (May 26, 2016)**

**AUDIT COMMITTEE CHARTER  
Icon Exploration Inc.**

**1. Mandate**

The Audit Committee (the “**Committee**”) of the board of directors (the “**Board**”) of Icon Exploration Inc. (the “**Company**”) is a standing committee of the Board whose primary function is to assist the Board in fulfilling its oversight responsibilities by reviewing (1) the financial statements, reports and other financially-based information provided to shareholders, regulators and others; (2) the internal controls that management and the Board have established; and (3) the audit, accounting and financial reporting processes generally.

In meeting these responsibilities, the Committee will:

- (a) monitor the financial reporting process and internal control system;
- (b) review and appraise the work of the external auditors; and
- (c) provide an open avenue of communication between the external auditors, senior management and the Board.

The external auditors are accountable to the shareholders through the Committee. The Committee is responsible for ensuring that the external auditors comply with the requirements stipulated in this Charter and satisfying itself of the external auditors’ independence.

**2. Composition**

The Committee shall be composed of a minimum of three directors of the Company, a majority of whom are independent. An independent director, as defined in National Instrument 52-110 - *Audit Committees* (“**NI 52-110**”) is a director who has no direct or indirect material relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a members independent judgment or as otherwise determined to be independent in accordance with NI 52-110.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Committee’s Charter, the definition of “financially literate” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company’s financial statements.

The members of the Committee shall be elected by the Board at its first meeting following the annual shareholders’ meeting. Members shall serve one-year terms and may serve consecutive terms, which are encouraged to ensure continuity of experience. The chairperson of the Committee (the “**Chairperson**”) shall be appointed by the Board for a one-year term, and may serve any number of consecutive terms.

### **3. Meetings**

The Committee shall try to meet at least four times per year and may call special meetings as required. A quorum at meetings of the Committee shall be its Chairperson and one of its other members or the Chairman of the Board. The Committee may hold its meetings, and members of the Committee may attend meetings, by telephone conference if this is deemed appropriate.

The Chairperson shall, in consultation with management and the external auditor and internal auditor (if any), establish the agenda for the meetings and ensure that properly prepared agenda materials are circulated to the members with sufficient time for study prior to the meeting. The external auditor will also receive notice of all meetings of the Committee. The Committee may employ a list of prepared questions and considerations as a portion of its review and assessment process.

The minutes of the Committee meetings shall accurately record the decisions reached and shall be distributed to Committee members with copies to the Board, the Chief Executive Officer, the Chief Financial Officer and the external auditor.

### **4. Responsibilities and Duties**

#### Audit Committee

To fulfill its responsibilities and duties, the Committee shall:

- (a) Review this Charter annually, and update if necessary.
- (b) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Company.
- (c) Where the Committee deems it necessary, obtain a formal written statement of the external auditors setting forth all relationships between the external auditors and the Company.
- (d) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (e) Take, or recommend that the full Board, take appropriate action to oversee the independence of the external auditors.
- (f) Recommend to the Board the selection and compensation and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (g) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
  - (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent (5%) of the total amount of fees paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;



- (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and
- (iii) such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee. Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee.

### Chairperson

The fundamental responsibility of the Chairperson is to be responsible for the management and effective performance of the Committee and provide leadership to the Committee in fulfilling its mandate and any other matters delegated to it by the Board. To that end, the Chairperson's responsibilities shall include:

- (a) working with the Chairman of the Board, the Chief Executive Officer and the Secretary to establish the frequency of Committee meetings and the agendas for meetings;
- (b) providing leadership to the Committee and presiding over Committee meetings;
- (c) facilitating the flow of information to and from the Committee and fostering an environment in which Committee members may ask questions and express their viewpoints;
- (d) reporting to the Board with respect to the significant activities of the Committee and any recommendations of the Committee;
- (e) leading the Committee in annually reviewing and assessing the adequacy of its mandate and evaluating its effectiveness in fulfilling its mandate; and
- (f) taking such other steps as are reasonably required to ensure that the Committee carries out its mandate.

### **5. Financial Reporting Processes**

- (a) Review, discuss and recommend to the Board for approval, the annual audited financial statements and related "management's discussion and analysis" prior to delivery to shareholders, and where applicable, filing with securities regulatory authorities.
- (b) Review and discuss with the external auditors the results of their reviews and audit, any issues arising and management's response, including any restrictions on the scope of the external auditors' activities or requested information and any significant disagreements with management, and resolving any disputes.
- (c) Review, discuss, approve, or recommend to the Board for approval, the quarterly financial statements and quarterly "management's discussion and analysis" prior to delivery to shareholders, and where applicable, filing with securities regulatory authorities.
- (d) Review and discuss with management and the external auditors the Company's critical accounting policies and practices, material alternative accounting treatments, significant accounting and reporting judgments, material written communications between the external auditor and management (including management representation letters and any schedule of unadjusted differences) and significant adjustments resulting from the audit or review.

- (e) Where applicable, review and discuss with management the Company's earnings press releases, and such other relevant public disclosures containing financial information as the Committee may consider necessary or appropriate.
- (f) Where applicable, review and discuss with management the disclosure controls relating to the Company's public disclosure of financial information, including information extracted or derived from the financial statements, and periodically assess the adequacy of such procedures.
- (g) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (h) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (i) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (j) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (k) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (l) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (m) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (n) Review the certification process.
- (o) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

**6. Other**

Review any related-party transactions.

**Schedule "B"**  
**To Information Circular of**  
**Icon Exploration Inc. (May 26, 2016)**

**CHANGE OF AUDITOR DOCUMENTS**

ICON EXPLORATION INC.  
(the "Company")

NOTICE OF CHANGE OF AUDITOR

In accordance with National Instrument 51-102, NOTICE IS HEREBY GIVEN that:

1. DeVisser Gray LLP, Chartered Accountants, of Vancouver, BC ("DeVisser Gray") has resigned as auditor of Icon Exploration Inc. at the request of the Company, effective March 7, 2016 (the "Notification Date"); and
2. MNP LLP, Chartered Accountants, of Toronto, Ontario ("MNP") has been appointed as auditor of the Company effective March 7, 2016 until the next annual meeting.

There were no reservations in the auditor's report for the Company's two most recently completed fiscal years and there have not been any auditor's reports or comments on interim financial statements for any period subsequent to the most recently completed period for which an audit report was issued and preceding the Notification Date.

The recommendations to appoint MNP, as the new auditor of the Company has been considered and approved by the Company's board of directors and audit committee.

There were in the opinion of the Company no "reportable events", as that phrase is defined in National Instrument 51-102 during the period specified by Part 4.11(7)(e) of National Instrument 51-102.

Dated at Toronto, Ontario, as of the 7th day of March, 2016

ICON EXPLORATION INC.

Per

*"Joseph Heng"*

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Joseph Heng, Director



April 1, 2016

To: British Columbia Securities Commission  
Alberta Securities Commission  
Ontario Securities Commission

Dear Sirs/Mesdames:

Re: **Icon Exploration Inc.**  
**Notice of Change of Auditors dated March 7, 2016**

Persuant to National Instrument 51-102 (Part 4.11), we have read the above-noted Change of Auditor Notice and confirm our agreement with the information contained in the Notice pertaining to our firm.

We have no basis to agree or disagree with the Notice.

Yours truly,

*MNP LLP*

Chartered Accountants, Licensed Public Accountants  
Mississauga, Canada  
Patricia A. Kajda

c.c. Icon Exploration Inc.



ACCOUNTING › CONSULTING › TAX  
50 Burnhamthorpe Road West, Suite 900, Mississauga, ON L5B 3C2  
P: 416.626.6000 F: 416.626.8650 [MNP.ca](http://MNP.ca)

April 1, 2016

Icon Exploration Inc.  
320 – 157 Adelaide Street West  
Toronto, ON  
M5H 4E7

Dear Sirs/Mesdames:

**Re: Icon Exploration Inc. (the "Company")  
Notice Pursuant to National Instrument 51-102 – Change of Auditor**

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As required by the National Instrument 51-102 and in connection with our proposed engagement as auditor of the Company, we have reviewed the information contained in the Company's Notice of Change of Auditor, dated March 7, 2016 and agree with the information contained therein, based upon our knowledge of the information relating to said notice and of the Company at this time.

Yours truly,



CHARTERED PROFESSIONAL ACCOUNTANTS