



Suite 1100 – 888 Dumsmuir Street
Vancouver, BC V6C 3K4

**NOTICE OF SPECIAL MEETING
OF SHAREHOLDERS
TO BE HELD ON JULY 22, 2016**

AND

INFORMATION CIRCULAR

June 24, 2016

This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this Information Circular, you should immediately contact your advisor.

Zadar Ventures Ltd.
Suite 1100 – 888 Dunsmuir Street
Vancouver, BC
V6C 3K4

NOTICE

NOTICE IS HEREBY GIVEN THAT the special meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of Zadar Ventures Ltd. (the “**Company**” or “**Zadar**”) will be held at the office of Bacchus Law Corporation, located at Suite 1820, 925 West Georgia Street, Vancouver, British Columbia V6C 3L2, on Friday, July 22, 2016 at 11:00 a.m. (Vancouver time), for the following purposes:

1. to change the maximum number of common shares that the Company is authorized to issue to an unlimited number by filing the appropriate documents with the BC Corporate Registry in order to effect the change in the Notice of Articles of the Company; and
2. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The board of directors of Zadar have fixed June 21, 2016 as the record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such receive notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of Zadar and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with Zadar’s transfer agent, Computershare Investor Services, 3rd Floor, 510 Burrard Street, Vancouver, BC V6C 3B9, no later than 11:00 a.m. on July 20, 2016, or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement of the Meeting.

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

Dated at Vancouver, British Columbia on June 24, 2016.

ON BEHALF OF THE BOARD OF DIRECTORS

Zadar Ventures Ltd.

“Paul Gray”

Paul Gray

Director, President and CEO

Zadar Ventures Ltd.
Suite 1100 – 888 Dunsmuir Street
Vancouver, BC
V6C 3K4

INFORMATION CIRCULAR

INTRODUCTION

This information circular (“**Information Circular**”) accompanies the notice of special meeting (the “**Notice**”) and is furnished to shareholders holding common shares in the capital of Zadar Ventures Ltd. (the “**Company**” or “**Zadar**”) in connection with the solicitation by the management of Zadar of proxies to be voted at the special meeting (the “**Meeting**”) of the shareholders of Zadar (the “**Shareholders**”) to be held at 11:00 a.m. on July 22, 2016 at the office of Bacchus Law Corporation, Suite 1820, 925 West Georgia Street, Vancouver, British Columbia V6C 3L2 or at any adjournment or postponement thereof.

Date and Currency

The date of this Information Circular is June 24, 2016. Unless otherwise stated, all amounts herein are in Canadian dollars.

PROXIES AND VOTING RIGHTS

Management Solicitation

The solicitation of proxies by management of Zadar will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by the directors, officers and employees of Zadar. Zadar does not reimburse shareholders, nominees or agents for costs incurred in obtaining from their principals authorization to execute forms of proxy, except that Zadar has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers, and Zadar will reimburse such brokers and nominees for their related out of pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by Zadar.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by Zadar. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

Zadar has arranged for intermediaries to forward the Meeting materials to beneficial owners of common shares in Zadar held of record by those intermediaries. Zadar has distributed or made available for distribution, copies of the Notice, this Information Circular and form of proxy to clearing agencies, securities dealers, banks and trust companies or their nominees (collectively, the “**Intermediaries**”) for distribution to holders (the “**Beneficial Shareholders**”) of Zadar common shares held of record by those Intermediaries. Such Intermediaries are required to forward such documents to the Beneficial Shareholders unless a Beneficial Shareholder has waived the right to receive them. The solicitation of proxies from Beneficial Shareholders will be carried out by the Intermediaries or by Zadar if the names and addresses of the Beneficial Shareholders are provided by Intermediaries. Zadar will pay the permitted fees and costs of the Intermediaries for reasonable fees and disbursements incurred in connection with the distribution of these materials.

Zadar does not intend to pay for intermediaries to forward to objecting beneficial owners under NI 54-101 the proxy-related materials and Form 54-101F7 *Request for Voting Instructions Made by Intermediary*. An

objecting beneficial owner will not receive such materials unless the objecting beneficial owner's intermediary assumes the cost of delivery.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer 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.

Appointment of Proxy

Registered shareholders are entitled to vote at the Meeting. On a show of hands, every shareholder is entitled to one vote for each common share that such shareholder holds on June 21, 2016 (the "**Record Date**") on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting. The list of shareholders is available for inspection during normal business hours at the offices of Computershare Investor Services and will be available at the Meeting.

The persons named as proxyholders (the "**Designated Persons**") in the enclosed form of proxy are directors and/or officers of Zadar.

A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING, OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY.

TO EXERCISE THE RIGHT, THE SHAREHOLDER MAY DO SO BY STRIKING OUT THE PRINTED NAMES AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE'S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER'S SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.

In order to be voted, the completed form of proxy must be received by Zadar's registrar and transfer agent, Computershare Investor Services (the "**Transfer Agent**") at its office located at 510 Burrard Street, 3rd Floor, Vancouver, BC V6C 3B9, by mail or fax, no later than 11:00 a.m. on July 20, 2016, or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement of the Meeting.

A proxy may not be valid unless it is dated and signed by the shareholder who is giving it or by that shareholder's attorney-in-fact duly authorized by that shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual shareholder or joint shareholders, or by an officer or attorney-in-fact for a corporate shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the form of proxy.

Revocation of Proxy

A shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that shareholder or by that shareholder's attorney-in-fact authorized in writing or, where the shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to Zadar at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the Chairman of the Meeting prior to the vote on matters covered by the

proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

Voting of Common Shares and Proxies and Exercise of Discretion by Designated Persons

A shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the common shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. If the shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the common shares represented will be voted or withheld from the vote on that matter accordingly. **The common shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the common shares will be voted accordingly.**

IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE COMMON SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY.

The form of proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of Zadar is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the common shares on any matter, the common shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set out in this section is of significant importance to those shareholders who do not hold shares in their own name. Shareholders who do not hold their shares in their own name (referred to in this Information Circular as “Beneficial Shareholders”) should note that only proxies deposited by shareholders whose names appear on the records of Zadar as the registered holders of common shares can be recognized and acted upon at the Meeting. If common shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those common shares will not be registered in the shareholder’s name on the records of Zadar. Such common shares will more likely be registered under the names of the shareholder’s broker or an agent of that broker. In the United States, the vast majority of such common shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). **Beneficial Shareholders should ensure that instructions respecting the voting of their common shares are communicated to the appropriate person well in advance of the Meeting.**

Zadar does not have access to names of Beneficial Shareholders. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of

shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their common shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the Form of Proxy provided to registered shareholders by Zadar. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge typically prepares a special voting instruction form, mails this form to the Beneficial Shareholders and asks for appropriate instructions regarding the voting of common shares to be voted at the Meeting. Beneficial Shareholders are requested to complete and return the voting instructions to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free number and access Broadridge's dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and to vote the common shares held by them. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of common shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge voting instruction form cannot use that form as a proxy to vote common shares directly at the Meeting – the voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have its common shares voted at the Meeting.**

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

Alternatively, a Beneficial Shareholder may request in writing that his or her broker send to the Beneficial Shareholder a legal proxy which would enable the Beneficial Shareholder to attend the Meeting and vote his or her common shares.

All references to shareholders in this Information Circular are to registered shareholders, unless specifically stated otherwise.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Zadar is authorized to issue 100,000,000 common shares without par value. As of the Record Date, determined by the board of directors of Zadar (the "**Board of Directors**") to be the close of business on June 21, 2016, a total of 65,997,536 common shares in the authorized capital of Zadar were issued and outstanding. Each common share carries the right to one vote at the Meeting.

Only registered shareholders as of the Record Date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

To the knowledge of the directors and senior officers of Zadar, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, common shares carrying more than 10% of the voting rights attached to the outstanding common shares of Zadar.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

AUTHORIZED SHARE STRUCTURE

Management recommends the Company change the maximum number of Common Shares that the Company is authorized to issue to an unlimited number of common shares. As of the date of this Information Circular, the authorized share structure of the Company is 100,000,000 common shares without par value and without special rights or restrictions attached.

To enhance the ability of the Company to secure financings in the future, management recommends the Company alter the authorized share structure to unlimited common shares without par value and without special rights or restrictions attached (the “**Authorized Share Structure**”). The new Authorized Share Structure will allow the Board of Directors to react quickly to market conditions and other factors without the time and expense involved in calling a special meeting of the shareholders of the Company.

The Authorized Share Structure may affect the rights of the Shareholders. For example, new share issuances in future financings will reduce the Shareholders’ existing proportional ownership of the Company, by diluting the percentage of common shares held by such shareholder based on all the issued and outstanding common shares of the Company on such date of closing the financing, if such shareholder did not participate in that financing.

The Shareholders will be requested at the Meeting to approve the new Authorized Share Structure by passing the following special resolution, which requires affirmative vote of not less than two-thirds of the majority of the votes cast by the Shareholders present in person or by proxy at the Meeting:

BE IT RESOLVED, AS A SPECIAL RESOLUTION OF THE SHAREHOLDERS OF THE COMPANY, THAT:

Resolutions Relating to the Authorized Share Structure

1. The authorized share structure of the Company be altered to an unlimited number of common shares without par value and without special rights or restrictions attached.
2. The Notice of Articles of the Company be altered to give effect to these resolutions.
3. It is a condition of these resolutions that the alteration to the Notice of Articles referred to in these resolutions will not take effect until the Notice of Alteration is filed with the British Columbia Corporate Registry.
4. The solicitors of the Company be appointed as the Company’s agent to electronically file the Notice of Alteration with the British Columbia Corporate Registry.
5. Any officer or director of the Company is hereby authorized and directed for and on behalf of the Company to do all such acts and things and to prepare, execute and deliver all documentation that may be appropriate, necessary or desirable to give effect to these resolutions.

Management recommends the Shareholders vote for the approval of the resolutions relating to the Authorized Share Structure.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of May 24, 2016, being a date within 30 days before this Information Circular, the aggregate indebtedness of each current or former director, executive officer or employee, proposed nominee for election to the Board of Directors, or associate of such persons, is as follows:

Aggregate Indebtedness (\$)		
(a) Purpose	(b) To the Company	(c) To Another Entity
Share Purchases	Nil	Nil
Other	Nil	Nil

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed herein, no: (a) director, proposed director or executive officer of Zadar; (b) person or company who beneficially owns, directly or indirectly, common shares or who exercises control or direction of common shares, or a combination of both carrying more than ten percent of the voting rights attached to the common shares outstanding (an “**Insider**”); (c) director or executive officer of an Insider; or (d) associate or affiliate of any of the directors, executive officers or Insiders, has had any material interest, direct or indirect, in any transaction since the commencement of Zadar’s most recently completed financial year or in any proposed transaction which has materially affected or would materially affect Zadar, except with an interest arising from the ownership of common shares where such person or company will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of the same class of common shares.

AUDITOR

Wolrige Mahon LLP (“**Wolrige**”) of Vancouver, British Columbia has served as the auditor for Zadar since November 26, 2014. Shareholders are not being asked to take any action in respect of Wolrige’s appointment at the Meeting.

MANAGEMENT CONTRACTS

Management functions of Zadar are substantially performed by directors or senior officers (or private companies controlled by them, either directly or indirectly) of Zadar and not, to any substantial degree, by any other person with whom Zadar has contracted.

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

Except as disclosed elsewhere in this Information Circular, no director or executive officer of Zadar who was a director or executive officer since the beginning of Zadar’s last financial year, each proposed nominee for election as a director of Zadar, or any associate or affiliates of any such directors, officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of common shares or other securities in Zadar or otherwise, in any matter to be acted upon at the Meeting.

ADDITIONAL INFORMATION

Additional information relating to Zadar is available at www.sedar.com.

Shareholders may contact Zadar at its head office by mail at Suite 1100 – 888 Dunsmuir Street, Vancouver, BC V6C 3K4, to request copies of Zadar’s audited financial statements and related management’s discussion and analysis (the “**MD&A**”). Financial information is provided in the audited financial statements and MD&A for Zadar for the year ended July 31, 2015.

OTHER MATTERS

Management of Zadar knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting included at the beginning of this Information Circular. However, if any other

matters that are not known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgment.

APPROVAL OF THE BOARD OF DIRECTORS

The content of this Information Circular has been approved and the delivery of it to each shareholder of Zadar entitled thereto and to the appropriate regulatory agencies has been authorized by the Board of Directors of Zadar.

Dated at Vancouver, British Columbia on June 24, 2016.

ON BEHALF OF THE BOARD OF DIRECTORS

Zadar Ventures Ltd.

"Paul Gray" _____

Paul Gray

Director, President and CEO

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