

**SUPER NOVA MINERALS CORP.
900 - 525 SEYMOUR STREET
VANCOUVER, BRITISH COLUMBIA V6B 3H7
Tel: (604) 221-8936 Fax: (604) 336-1490**

MANAGEMENT INFORMATION CIRCULAR
as at February 21, 2014 (except as indicated)

This information circular (“**Information Circular**”) is provided in connection with the solicitation of proxies by the management of **Super Nova Minerals Corp.** (the “**Company**”) for use at the Annual General & Special Meeting of the shareholders of the Company (the “**Meeting**”) to be held on **March 28, 2014**, at the offices of K MacInnes Law Group, Suite 1100, 736 Granville Street, Vancouver, British Columbia, Canada, at **11:00 a.m.** (Vancouver time) and at any adjournments thereof for the purposes set forth in the enclosed Notice of Annual General 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, facsimile 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 such solicitation will also 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.

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, officers and/or legal counsel 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/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, 9th 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 or her 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 registered office of the Company as follows:

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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 February 21, 2014, 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 34,682,224 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 vote at the meeting”.

PRINCIPAL HOLDERS OF VOTING SECURITIES

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 Trust Company of Canada, electronic filings with System for Electronic Document Analysis and Retrieval (SEDAR) and insider reports filed with System for Electronic Disclosure by Insiders (SEDI), as at the Record Date, the following shareholder beneficially owns, directly or indirectly, or exercises control or direction, over common shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company as at the Record Date:

Shareholder Name And Address	Number Of Shares Held	Percentage Of Issued Shares
CDS & Co ⁽¹⁾⁽²⁾ Toronto, Ontario	15,449,106	44.54%

Notes:

- (1) CDS & Co. is a clearing agency.
- (2) The information as to the shares beneficially owned by CDS & Co. 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 specifically discussed in this Information Circular, and except for the fact that certain directors and officers of the Company may have been granted stock options, 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 Canadian Securities Exchange.
- ◆ “**Named Executive Officer**” or “**NEO**” means each of the following individuals:
 - (a) a CEO;
 - (b) a CFO;
 - (c) 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

(d) each individual who would be an NEO under paragraph (c) 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.

Names Executive Officers of the Company

The Company is the resulting issuer from the amalgamation on October 2, 2012 (the “**Amalgamation Date**”) of 0922519 B.C. LTD. (“**0922519**”) (a reporting company) and Super Nova Minerals Corp. (“**SNP**”) (a private non-reporting company).

The executive compensation disclosure herein relates to those individuals who were NEOs of the Company from the Amalgamation Date until the Company’s financial year end date of May 31, 2013.

During such period the Company had two NEOs: Wolf Wiese (CEO and President) and Derek Liu (CFO).

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 is an exploration stage company engaged in the exploration and development of mineral and oil & gas property interests.

The Company has, as of yet, no significant revenues from operations and often operates with limited financial resources to ensure that funds are available to complete scheduled programs. 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 May 31, 2013, which are incorporated by reference herein and available for viewing under the Company’s profile on SEDAR at 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 arrangement 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

The Board grants options to directors, executive officers, other employees and consultants as incentives pursuant to the Company's stock option plan.

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 or her 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

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 period from the Amalgamation Date to May 31, 2013. Information as to compensation paid to NEOs of 0922519 for the financial period from 0922519's incorporation date of October 11, 2011 to the fiscal period ended May 31, 2012 is noted in a separate table below.

NEO Name and Principal Position	Year Ended May 31 ⁽¹⁾	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term Incentive Plans			
Wolf Wiese ⁽²⁾ <i>President & Director (Former CEO)</i>	2013	Nil	Nil	Nil	Nil	Nil	Nil	56,000 ⁽³⁾⁽⁴⁾	56,000 ⁽³⁾⁽⁴⁾
Derek Liu ⁽⁵⁾ <i>(Former CFO & Director)</i>	2013	Nil	Nil	Nil	Nil	Nil	Nil	28,050 ⁽⁶⁾	28,050 ⁽⁶⁾

Notes:

- (1) Represents the period from the Amalgamation Date (October 2, 2012) until May 31, 2013.
- (2) Mr. Wiese was appointed as the Director, President & CEO of the Company on the Amalgamation Date and subsequent to the Company's last fiscal year end, Mr. Wiese resigned as the CEO of the Company on January 29, 2014.
- (3) This amount was paid to Quorum Capital Corp., a private company wholly-owned by Mr. Wiese.
- (4) \$30,000 of which is unpaid, but accrued.
- (5) Mr. Liu was appointed as CFO and a director of the Company on the Amalgamation Date and he resigned as the CFO and a director of the Company on May 31, 2013.
- (6) This amount was paid to DeCapital Inc., a private company wholly-owned by Mr. Liu. \$10,675 of which is unpaid, but accrued.

The following table (presented in accordance with Form 51-102F6) sets forth the compensation paid to the NEOs of 0922519 for the financial period from incorporation to May 31, 2012.

NEO Name and Principal Position ⁽¹⁾	Year Ended May 31 ⁽²⁾	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term Incentive Plans			
Donald Gordon <i>(Former CEO President, CFO & Director)</i>	2012	2,250	Nil	Nil	Nil	Nil	Nil	Nil	2,250

Notes:

- (1) Mr. Gordon was an NEO of 0922519 until 0922519's amalgamation with SNP on October 2, 2012.
- (2) Represents the period from incorporation (October 11, 2011) until May 31, 2012.

Narrative Discussion – NEO Agreements

Individual Compensation Arrangements

- (a) Quorum Capital Corp. (“QCC”), a private company wholly-owned by Wolf Wiese, the President and a director of the Company, entered into a consulting agreement with the Company on August 1, 2011 (the “QCC Agreement”) pursuant to which Mr. Wiese, through QCC, provides Presidential services to the Company. Pursuant to the terms of the QCC Agreement, QCC receives \$60,000 per annum (\$5,000/month) plus tax for services provided to the Company by QCC/Mr. Wiese. In addition, QCC/Mr. Wiese is entitled to receive incentive stock options and an incentive bonus as may be determined by the Board from time to time in its sole discretion. All documented reasonable expenses incurred by QCC in connection with its duties are also reimbursed by the Company.

The term of the QCC Agreement is for an initial period of three years ending July 31, 2014, with automatic renewals for consecutive periods of one year unless the Company or QCC provide the other party with written notice of non-renewal at least 30 days prior to expiration of the agreement.

The Company is entitled at any time to terminate the QCC Agreement for cause, or upon the death of Mr. Wiese or dissolution of QCC, without notice and without liability for any claim, action or demand. Subject to change of control provisions, the Company is entitled to terminate the QCC Agreement for other than cause by paying to QCC a lump sum amount equal to one year's consulting fee (\$60,000). QCC is entitled to terminate the QCC Agreement at any time by providing 30 days' advance written notice to the Company, in which case any compensation to which QCC would have been entitled ceases on the date of termination. In the event of a change of control (as such term is defined in the QCC Agreement), then the Company is required to pay QCC a lump sum amount equal to one year's consulting fee (\$60,000) plus any unpaid expenses due to it at the time of termination. In addition, the Company is required to enter into a services contract with QCC or Wolf Wiese for consulting services for a minimum of one year commencing on the date of termination and all stock options granted to QCC/Mr. Wiese will remain valid for the duration of the subsequent contract.

QCC has accrued its consulting fees pursuant to the terms of the QCC Agreement; however, no funds have actually been paid to QCC/Mr. Wiese since December 2012. Accrued sums will be paid to QCC as finances permit.

- (b) The Company had a verbal arrangement with Derek Liu, the CFO and a director of the Company from August 1, 2012 to May 31, 2013, whereby the Company paid Mr. Liu for CFO – related services provided to the Company, at a rate of \$100/hour. Although Mr. Liu ceased to be the CFO and a director of the Company on May 31, 2013
- (c) Subsequent to the year ended May 31, 2013, the Company had a verbal arrangement with John da Costa, the CFO of the Company from June 13, 2013 to August 20, 2013, whereby the Company paid Mr. da Costa, through this wholly-owned consulting company, Da Costa Management Corp., for CFO-related services provided to the Company, at a rate of \$150/hour. Such arrangement ceased with Mr. da Costa's resignation in August, 2013.
- (d) Subsequent to the year ended May 31, 2013, the Company had a verbal arrangement with Rita Tung, the current CFO and a director of the Company (since August 21, 2013), whereby the Company pays Ms. Tung \$4,000/month for services performed in providing CFO functions to the Company. This arrangement remains in effect as at the date of this Information Circular.
- (e) The Company paid rent and office expenses of \$70,311 during the year ended May 31, 2013 to Golden Dawn Minerals Inc., a company related by common directors.

Expenses

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

Stock Options

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 Company has the ability to grant stock options to the NEOs. The purpose of granting such stock options is to assist the Company in compensating, attracting, retaining and motivating NEOs 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.

There were no incentive stock options to purchase common shares of the Company (option-based awards) outstanding as of May 31, 2013.

During the financial period ended May 31, 2013, no options were exercised by NEOs.

Value Vested or Earned During the Year

No options vested or were granted to NEOs during the Company’s financial period ended May 31, 2013.

Narrative Discussion

No stock options were exercised by an NEO during the financial period ended May 31, 2013.

No stock options were granted to NEOs during the financial period ended May 31, 2013 and there was no re-pricing of stock options under the Stock Option Plan or otherwise during the Company’s most completed financial period ended May 31, 2013.

There were no stock options outstanding as of May 31, 2013.

Pension Plan Benefits - NEOs

As at the fiscal period ended May 31, 2013, the Company did not maintain any defined benefit plans, defined contribution plans or deferred compensation plans for its NEOs, and none are proposed at this time.

Termination and Change of Control Benefits for NEOs

As at the fiscal period ended May 31, 2013, the Company had the following plans or arrangements whereby the following 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:

- (a) Pursuant to the QCC Agreement (see “*Narrative Discussion – NEO Agreements – Individual Compensation Arrangements (a)*” above), in the event the QCC Agreement is terminated by the Company without cause, then the Company is required to pay QCC a lump sum amount equal to one year’s consulting fee (\$60,000). In the event of a change of control (as such term is defined in the QCC Agreement), then the Company is required to pay QCC a lump sum amount equal to one year’s consulting fee (\$60,000) plus any bonus and unpaid expenses due to it at the time of termination. In addition, the Company is required to continue to engage QCC or Wolf Wiese for services for a minimum of one year and all stock options granted to QCC/Mr. Wiese will remain valid for the duration of the subsequent contract.
- (b) Pursuant to the terms of the Stock Option Plan, options will expire immediately upon the optionee leaving his or her employment/office except that:
 - (i) 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 lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such optionee and the expiry date otherwise applicable to such options;
 - (ii) options granted to an optionee may be exercised in whole or in part by the optionee until the earlier of 90 days from the date the optionee ceases to be employed with or provide services to the Company and the expiry date otherwise applicable to such options, but only to the extent that such options were vested at the date the optionee ceased to be so employed or provide services to the Company;
 - (iii) in the case of an optionee dismissed from employment or service for cause, such options, whether vested or not at the date of dismissal, will immediately terminate without right to exercise same; and
 - (iv) in the case of a Change of Control or a Change of Management (as defined in the Stock Option Plan), options granted to an optionee, other than one conducting investor relations activities, will be terminated on the earlier of (A) the original expiry date of such options, and (B) one year from the date of the Change of Control or Change of Management.

Director Compensation

Due to Derek Liu’s resignation as a director and the CFO of the Company on May 31, 2013, the Company only had two directors as of the fiscal period ended May 31, 2013, namely: Mr. Wolf Wiese and Mr. Frank Wright. Mr. Wiese was also an NEO (President & CEO). Mr. John da Costa subsequently was appointed as a director and the CFO of the Company on June 6, 2013. Mr. da Costa resigned from both positions on August 20, 2013, and on August 21, 2013, Ms. Rita Tung was appointed director and CFO of the Company. Thereafter, on January 28, 2014, Mr. Wolf resigned from his position as CEO of the Company and Mr. David Jackson was appointed as a director and the CEO of the Company. Consequently, as of the date of this Information Circular, the Company has four directors: Messrs. Wolf Wiese, Frank Wright and David Jackson, and Ms. Tung.

During the Company’s most recently completed fiscal period ended May 31, 2013, 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; however, the Company had not granted any options to the non-NEO directors during the fiscal period from the Amalgamation Date to May 31, 2013.

Director Compensation Table

The following table sets forth the value of all compensation earned by the Company’s non-NEO directors for the Company’s most recently completed financial period from the Amalgamation Date to May 31, 2013.

Director Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All Other Compensation (\$)	Total Compensation (\$)
Frank Wright	Nil	Nil	Nil	Nil	Nil	\$9,975	\$9,975

Narrative Discussion

During the fiscal period ended May 31, 2013, 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 fiscal period ended May 31, 2013, the Company did not have any arrangements, standard or otherwise, pursuant to which directors were compensated by the Company or its subsidiaries for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultants or experts during the most recently completed financial year or subsequently, up to and including the date of this Information Circular.

During the fiscal period ended May 31, 2013, Mr. Wright was paid consulting fees for reviewing of historical information and follow-up discussions relating to the Company’s Marbridge project in Quebec and the Company’s Iron Ridge project in BC.

Directors of the Company are entitled to be reimbursed for reasonable documented expenditures incurred in performing their duties as directors.

Directors of the Company 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 or her 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.

There were no incentive stock options to purchase common shares of the Company (option-based awards) outstanding as of May 31, 2013.

During the financial period ended May 31, 2013, no options were exercised by non-NEO directors.

Value Vested or Earned During the Year

No options vested or were granted to non-NEO directors during the Company's financial period ended May 31, 2013.

Narrative Discussion

No stock options were exercised by a non-NEO director during the financial period ended May 31, 2013.

No stock options were granted to non-NEO directors during the financial period ended May 31, 2013 and there was no re-pricing of stock options under the Stock Option Plan or otherwise during the Company's most completed financial period ended May 31, 2013.

There were no stock options outstanding as of May 31, 2013.

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**") dated December 3, 2012, being the Company's only equity compensation plan in effect as of the fiscal period ended May 31, 2013.

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	Nil	N/A	2,644,888 ⁽¹⁾
Equity Compensation Plans not approved by Shareholders	Nil	N/A	N/A
TOTAL:	Nil	N/A	2,644,888 ⁽¹⁾

(1) As of the fiscal period ended May 31, 2013. Subsequent thereto, on February 7, 2014, the Company granted options to certain directors, officers, employees and consultants of the Company entitling the optionees thereof to purchase an aggregate of 2,475,000 common shares of the Company for a period of five years at an exercise price of \$0.07/share.

Description of the Stock Option Plan

The Stock Option Plan is administered by the Board who has the full authority and sole discretion to grant options under the Stock Option Plan to any eligible recipient, including themselves. Eligible recipients, include: directors, officers, employees and consultants of the Company or its subsidiaries. The key terms of the Stock Option Plan are as follows:

- ◆ The aggregate number of optioned shares that may be issued upon the exercise of stock options granted under the Stock Option Plan 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.
- ◆ Options granted to consultants performing investor relations activities shall vest over a minimum of 12 months with no more than 1/4 of such options vesting in any 3 month period.
- ◆ The number of common shares that may be reserved for issuance to the any one optionee (i) at the time of grant; or (ii) within a one year period, may not exceed 5% of the outstanding common shares calculated at the time of the grant, unless disinterested shareholder approval has been obtained.
- ◆ The number of common shares that may be reserved for issuance to all employees conducting Investor Relations Activities (as defined in the Stock Option Plan) in any 12 month period may not exceed 1% of the outstanding common shares calculated at the time of the grant, unless disinterested shareholder approval has been obtained, except that such number may be increased to 2% if permitted under Exchange Policies and Regulatory Policies (as such terms are defined in the Stock Option Plan).
- ◆ Where required by Exchange Policies, the number of common shares that may be reserved for issuance to the any one consultant (i) at the time of grant; or (ii) within a one year period, may not exceed 2% of the outstanding common shares calculated at the time of the grant, unless disinterested shareholder approval has been obtained.

- ◆ The exercise price of a stock option shall be fixed by the Board, however, the minimum exercise price of a stock option cannot be less than the closing market price of the Company's common shares on the trading day immediately prior to the date of grant less any allowable discounts.
- ◆ Options may have a maximum exercise period of ten (10) years.
- ◆ Options are non-assignable and non-transferable.
- ◆ 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 personal representatives, heirs or executors until the earlier of one year after the date of death of such optionee and the expiry date otherwise applicable to such options;
 - (b) options granted to an optionee may be exercised in whole or in part by the optionee until the earlier of 90 days from the optionee ceases to be employed with or provide services to the Company and the expiry date otherwise applicable to such options, but only to the extent that such options were vested at the date the optionee ceased to be employed or provide services to the Company;
 - (c) in the case of an optionee dismissed from employment or service for cause, such options, whether vested or not vested at the date of dismissal, will immediately terminate without right to exercise same; and
 - (e) in the case of a Change of Control or a Change of Management (as such terms are defined in the Stock Option Plan), options granted to an optionee, other than one conducting investor relations activities, will be terminated on the earlier of:
 - (i) the original expiry date of such options; or
 - (ii) one year from the date of the Change of Control or Change of Management.
- ◆ The Stock Option Plan contains provisions for adjustment in the number of common shares or other property issuable on exercise of a stock option in the event of a share consolidation, split, reclassification or other capital reorganization, or a stock dividend, amalgamation, merger or other relevant corporate transaction, or any other relevant change in or event affecting the Company's common shares.

A copy of the Stock Option Plan is available for review at the offices of K MacInnes Law Group, the registered office of the Company, at Suite 1100 – 736 Granville Street, Vancouver, BC, V6Z 1G3, during normal business hours up to and including the date of the Meeting.

The shareholders are being asked to approve the Stock Option Plan. Refer to "*Particular of Matters to be Acted Upon – 6. Re -Approval of 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 the fiscal period ended May 31, 2013, no management functions of the Company or subsidiary were performed to any substantial degree by a person other than the directors or executive officers of the Company.

The Company anticipates that in the current fiscal year management functions will be provided by the directors or executive officers of the Company as well as by Mr. Derek Liu, the Company's former CFO, at commercially standard rates (see “*Executive Compensation – Narrative Discussion – NEO Agreements*” above).

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 Board is comprised of four (4) directors: Wolf Wiese, Rita Tung, Frank Wright and David Jackson.

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 member of the Board are independent. The member who is independent is Frank Wright. Wolf Wiese, Rita Tung and David Jackson are not independent by virtue of the fact they are executive officers of the Company (Mr. Wiese is the President of the Company, Ms. Tung is the CFO of the Company and Mr. Jackson is the CEO 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

In addition to their positions on the Board, the following director also serves as director of the following reporting issuers or reporting issuer equivalents:

Name of Director	Reporting Issuer(s) or Equivalent(s)
Wolf Wiese	Golden Dawn Minerals Inc.
Frank Wright	Monument Mining Limited
Rita Tung	Golden Dawn Minerals Inc.
David B Jackson	Mineral Hill Industries Ltd. Kirkland Precious Metals Corp. Ascot Mining Plc.

Orientation and Continuing Education

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 and other employees, advisors and 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 and 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. All employment, consulting or other compensation arrangements between the Company and the directors or executive officers are 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. The 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, power 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 Wolf Wiese, Rita Tung and Frank Wright. 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.

Name of Member	Independent⁽¹⁾	Financially Literate⁽²⁾
Wolf Wiese	No	Yes
Rita Tung	No	Yes
Frank Wright	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:

Member	Education/Experience
Wolf Wiese	Mr. Wiese has been involved with numerous local and international businesses for over 30 years. Mr. Wiese has spent the past 16 years in the mining exploration business, primarily as a consultant to public companies. Mr. Wiese received a technical Degree of Commerce in 1972 from the Technical School of Hagen, Germany. Mr. Wiese was a licensed Banker in Germany as well as a licensed Broker in Vancouver, BC (Canada). Mr. Wiese started Euro Pacific Securities, a boutique brokerage firm, in Düsseldorf, Germany in 1991, and he was a co-owner/manager in 1997 when Euro Pacific Securities became a fully licensed Merchant Bank.
Rita Tung	Ms. Tung is a professional accountant and has 20 years' experience in financial reporting and accounting and over four years' experience as a controller and/or CFO of public companies. Ms. Tung is a member of the Certified General Accountants Association of British Columbia and the Association of Chartered Certified Accountants.
Frank Wright	Mr. Frank Wright obtained his bachelor's degree in Metallurgical Engineering from the University of Alberta in 1979, and in Business Administration from Simon Fraser University in 1984. The first portion of his career was in mine operations, followed by process consulting for firms located in Western Canada. Since 1998, Mr. Wright has worked as an independent metallurgical consultant involved with projects world-wide, including supervision of laboratory and pilot plant programs, process flowsheet development, circuit design, operations troubleshooting and project management. Mr. Wright is a registered professional engineer in the province of British Columbia. He has also served as a director and advisor to a number of Vancouver based junior mining firms during his career.

Audit & Finance 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 the external auditors for any non-audit services provided to the Company, 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.

Financial Year Ended	Audit Fees⁽¹⁾	Audit Related Fees⁽²⁾	Tax Fees⁽³⁾	All Other Fees⁽⁴⁾
May 31, 2013 ⁽⁵⁾	\$25,000	Nil	\$4,250	\$1,775

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. The amount is based on accrual from the Company’s auditor.
- (4) The aggregate fees billed for professional services other than those listed in the other three columns.
- (5) For the period from the Amalgamation Date to May 31, 2013.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Financial Statements and Auditors Report

The Board of Directors has approved the Company’s audited financial statements for the fiscal period ended May 31, 2013, 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.

2. Ratification of Acts of Directors

Management of the Company intends to propose a resolution to ratify, confirm and approve all actions, deeds and conduct of the directors on behalf of the Company since the date of the last annual general meeting of 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. Re-appointment of Auditors

Shareholders of the Company will be asked to consider, and if thought fit, to approve the re-appointment of Davidson & Company LLP, Chartered Accountants, of Vancouver, British Columbia, as auditors of the Company, to hold office until the next annual general meeting of the shareholders, or until their successors have been appointed, at a remuneration to be fixed by the directors.

Davidson & Company LLP, Chartered Accountants, was appointed as the auditor of the Company effective October 2, 2012.

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.

4. Setting the Number of Directors

Management of the Company intends to propose a resolution to set the number of directors at four (4).

5. 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 or her successor is duly elected or appointed, unless his or her 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 February 21, 2014. 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 ⁽¹⁾
Wolf Wiese ⁽²⁾ Vancouver, BC <i>President & Director</i>	President of the Company (since Oct 2, 2012); CEO of Golden Dawn Minerals Inc. (since Aug 25, 2009); CEO of the Company (Oct 2, 2012 – Jan 29, 2014), President and CEO of the Company’s predecessor private company (Jan 5, 2005 – Oct 2, 2012); President of Golden Dawn Minerals Inc. (Aug 25, 2009 - July 28, 2011); management consultant of Quorum Consultants Inc. (Aug 6, 1998 – Mar 3, 2003); and management consultant of Quorum Capital Corp. (since Mar 4, 2003)	Oct 2, 2012	2,358,733 ⁽³⁾
Rita Tung ⁽²⁾ Richmond, BC <i>CFO & Director</i>	CFO and Director of the Company (since Aug 21, 2013); CFO and Director of Golden Dawn Minerals Inc. (since Aug 21, 2013); and Corporate Controller of each of the Company and Golden Dawn Minerals Inc. (March 2009 – August 2013)	Aug 21, 2013	13,333
Frank Wright ⁽²⁾ Delta, BC <i>Director</i>	Metallurgical consultant (since 1998); Director of the Company (since Oct 2, 2012) and director of the Company’s predecessor private company (July 27, 2012 - Oct 2, 2012); Director of Golden Dawn Minerals Inc. (Mar 12, 2010 - Dec 16, 2013) and Director of Monument Mining Limited (since Jan 2012)	Oct 2, 2012	200,000
David B Jackson London, UK <i>CEO & Director</i>	CEO of the Company (since Jan 29, 2014); Director of Mineral Hill Industries Ltd. (since March, 2012); Director of Kirkland Precious Metals Corp. (since Aug, 2012); and CEO and Director of Ascot Mining Plc (since April, 2008)	Jan 29, 2014	NIL

Notes:

- (1) This information has been furnished by the respective directors.
- (2) Member of Audit Committee.
- (3) All of which shares are held by Quorum Capital Corp., a private company of which Mr. Wiese is the sole shareholder.

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, CEO or CFO of any company (including the Company) that:

- (i) was the subject to an order that was issued while the proposed director was acting in the capacity as director, CEO or CFO of such company; or
 - (ii) was subject to an order that was issued after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO of such company;
- (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.

6. Approval of Stock Option Plan

During the past year the Company maintained the Stock Option Plan dated December 3, 2012, which was approved by the directors of the Company at the time of its creation. Refer to “*Securities Authorized for Issuance under Equity Compensation Plans – Description of the Stock Option Plan*” above for a description of the terms of the Stock Option Plan.

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. Accordingly, shareholders will be asked at the Meeting to consider, and if thought fit, to approve the following ordinary resolution ratifying and approving the 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 February 21, 2014, 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 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 or her 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.

7. Approval of Name Change

Management believes that it is in the best interests of the Company to change its name from “*Super Nova Minerals Corp.*” to “*Super Nova Petroleum Corp.*” to better reflect the Company’s focus on its oil and gas property interests. Accordingly, at the Meeting, shareholders will be asked to pass a special resolution, the full text of which is set forth below (the “**Name Change Resolution**”). In accordance with the Company’s Articles and the *Business Corporations Act* (British Columbia), a change of the Company’s name must be approved by a majority of not less than two-thirds (2/3) of the votes cast at the Meeting on the Name Change Resolution. Furthermore, the Board is seeking authority from the shareholders to defer acting on the change of name or to revoke the Name Change Resolution before it is acted upon without further approval of the shareholders. In exercising its authority, the Board will consider the advisability of proceeding to complete the name change.

Shareholders will be asked at the Meeting to consider, and if thought fit, to approve the following special resolution approving the name change:

“BE IT RESOLVED, as a special resolution, that:

1. the name of the Company be changed to “Super Nova Petroleum Corp.”, or such other name as may be approved by the board of directors of the Company and acceptable to the British Columbia Registrar of Companies and applicable regulatory authorities, if required (the “**Name Change**”), and the directors are hereby authorized to alter the Notice of Articles of the Company accordingly following the passing of the directors’ resolution authorizing such change of the Company’s name;
2. the directors of the Company, in their sole and complete discretion, may act upon this resolution to effect the Name Change, or if deemed appropriate and without any further approval from the shareholders of the Company, may choose not to act upon this resolution notwithstanding shareholder approval of the Name Change and are authorized to revoke this resolution in their sole discretion at any time prior to effecting the Name Change;
3. should the directors of the Company choose to act upon this resolution to effect the Name Change and subject to the deposit of this resolution at the Company’s records office, the solicitors for the Company are authorized and directed to electronically file a Notice of Alteration with the British Columbia Registrar of Companies, if required; and
4. 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 the Name Change 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 Name Change 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 Name Change Resolution.

ADDITIONAL INFORMATION

Additional information relating to the Company concerning the Company and its operations is available on SEDAR at 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 #900 - 525 Seymour Street, Vancouver, British Columbia, V6B 3H7; Phone (604) 221-8936; Fax (604) 336-1490.

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.

BOARD APPROVAL

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

Dated this 21st day of February, 2014.

ON BEHALF OF THE BOARD OF DIRECTORS

“Wolf Wiese”
President & Director

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**Schedule “A”
to Information Circular of
Super Nova Minerals Corp. dated February 21, 2014**

AUDIT COMMITTEE CHARTER

I. Responsibilities

The Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Super Nova Minerals Corp. (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.

II. Authority

The Board grants the Committee the authority to:

1. engage independent counsel and other advisers as it determines necessary to carry out its duties;
2. set and pay compensation for any advisers employed by the Committee; and
3. communicate directly and indirectly with internal and external auditors.

III. Composition and Expertise

The Committee shall yearly appoint the Committee members (the “**Members**”) and shall be comprised of a minimum of three Members. Each Member shall be a director of the Company. Each Member must

satisfy the requirements mandated by *Multilateral Instrument 52-110 – Audit Committees* (“MI 52-110”) (see Appendix 1 for the definitions of each).

The Members of the Committee shall be elected annually by the Board at the first meeting of the Board following the annual general meeting. Unless a Chairperson is elected by the Board, the Members of the Committee may designate a Chairperson by majority vote of the full Committee.

IV. Duties and Responsibilities

In order to carry out its responsibilities and duties, the Committee shall:

Document Review

1. Review and assess the adequacy of this Charter, at least annually.
2. Review the Company’s annual and quarterly financial statements including MD&A and recommend their acceptance to the Board prior to their filing or public release. The Committee shall determine whether the financial statements are complete, reliable and consistent, and fairly and accurately state the financial results and condition of the Company, and are in accordance with the relevant generally accepted accounting principles (GAAP).
3. Review the Company’s annual and interim earnings releases before their public release by the Company.
4. Review any reports or other financial information submitted to any securities regulator, stock exchange or other authority or released to the shareholders or the public, including any certification, report, prospectus, opinion or review rendered by the external auditors.
5. Review related compliance policies and reports received from regulators.
6. Review certain disclosure in Annual Information Form as required by Form 52-110F1 including in respect of this Committee’s Charter, the composition of this Committee, the education and experience of Members, the reliance on certain exemptions, if applicable, and external auditor service fees.

External Auditors

1. Recommend to the Board the external auditor to be nominated for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services and compensation to be paid to the external auditors.
2. Oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditors regarding financial reporting.
3. On an annual basis, obtain from the external auditors a formal written statement delineating all relationships between the auditors and the Company, in accordance with Independence Standards Board Standard No. 1.

4. On an annual basis, review and discuss with the external auditors all significant relationships or services that may impact the auditors' independence and objectivity.
5. Review the performance of the external auditors and approve any proposed discharge of the external auditors when circumstances warrant, recognizing the auditor's ultimate accountability to the Board.
6. Periodically consult with the external auditors out of the presence of management about internal controls and the fullness and accuracy of the financial statements.
7. Approve all non-audit services to be provided to the Company or its subsidiary entities by the Company's external auditor.

Financial Reporting Processes

1. In consultation with the external auditors, review the scope and integrity of the financial reporting processes, both internal and external.
2. Consider the external auditors' judgments about the quality and appropriateness of the accounting principles as applied in the Company's financial reporting.
3. Consider and approve, if appropriate, major changes to the Company's auditing and accounting principles and practices as suggested by the external auditors or management.
4. Monitor the risks that are germane to the industry in which the Company operates including hedging, derivative trading and environmental concerns.
5. Be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure and the periodic assessment of such procedures.

Process Improvement

1. Establish procedures for: (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
2. Establish a system of reporting to the Committee by each of management and the external auditors regarding any significant judgments made in management's preparation of the financial statements and the view of each as to appropriateness of such judgments.
3. Following completion of the annual audit, review separately with each of 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.
4. Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.

5. Review with the external auditors and management the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented.

Legal Compliance

1. Ensure that management has the proper review system in place so that the Company's financial statements, reports and other financial information satisfy all legal and regulatory requirements.
2. Review the qualifications of the accounting and financial personnel.
3. Review, with the Company's counsel, legal compliance matters including corporate securities trading policies.
4. Review, with the Company's counsel, any legal or regulatory matter that could have a material impact on the Company's financial statements.

General

1. Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company.
2. Conduct or authorize investigations into any matters within the Committee's scope of responsibilities, and retain independent counsel, accountants or other advisers to assist it in the conduct of any such investigation.
3. Perform any other activities consistent with this Charter, the Company's By-laws and governing law, as the Committee or the Board deems necessary or appropriate.

V. Meetings

The Committee shall meet at least four times annually either in person or by telephone or other electronic means, or more frequently as circumstances dictate including (i) at least annually with management and the external auditors in separate sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately, and (ii) quarterly with the external auditors and management to review the Company's financial statements. The Committee shall submit the minutes of all meetings of the Committee to, or discuss the matters discussed at each Committee meeting with, the Board of the Company.

The Chairperson will, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. Any Member may submit items to be included on the agenda. Members may also raise subjects that are not on the agenda at any meeting. The Chairperson or a majority of the Members may call a meeting of the Committee at any time. A majority of the number of Members selected by the Board will constitute a quorum for conducting business at a meeting of the Committee. The act of a majority of Members present at a meeting at which a quorum is in attendance shall be the act of the Committee, unless a greater number is required by law or the Company's bylaws. The Chairperson will supervise the conduct of the meetings and will have other

responsibilities as the Committee may specify from time to time. A secretary of the meeting will be selected and will be responsible for transcribing the minutes of the Meeting.

VI. Resources

The Committee shall have complete access to all appropriate Company personnel in order to secure all information necessary to fulfill its duties.

VII. Annual Review

At least annually, the Committee will (a) review this Charter and recommend any changes to the Board and (b) evaluate its own performance against the requirements of this charter and report the results of this evaluation to the Board. The evaluation will include establishment of the goals and objectives of the Committee for the upcoming year.

APPENDIX 1
To Audit Committee Charter

Meaning of “Independence”

- (1) A member of the audit committee is independent if the member has no direct or indirect material relationship with the Company.
- (2) For the purposes of subsection (1), a material relationship means a relationship which could, in the view of the Company’s board of directors, reasonably interfere with the exercise of a member’s independent judgement.
- (3) Despite subsection (2), the following individuals are considered to have a material relationship with the Company:
 - (a) an individual who is, or has been, an employee or executive officer of the Company, unless the prescribed period has elapsed since the end of the service or employment;
 - (b) an individual whose immediate family member is, or has been, an executive officer of the Company, unless the prescribed period has elapsed since the end of the service or employment;
 - (c) an individual who is, or has been, an affiliated entity of, a partner of, or employed by, a current or former internal or external auditor of the Company, unless the prescribed period has elapsed since the person’s relationship with the internal or external auditor, or the auditing relationship, has ended;
 - (d) an individual whose immediate family member is, or has been, an affiliated entity of, a partner of, or employed in a professional capacity by, a current or former internal or external auditor of the Company, unless the prescribed period has elapsed since the person’s relationship with the internal or external auditor, or the auditing relationship, has ended;
 - (e) an individual who is, or has been, or whose immediate family member is or has been, an executive officer of an entity if any of the Company’s current executive officers serve on the entity’s compensation committee, unless the prescribed period has elapsed since the end of the service or employment;
 - (f) an individual who
 - (i) has a relationship with the Company pursuant to which the individual may accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any subsidiary entity of the Company, other than as remuneration for acting in his or her capacity as a member of the board of directors or any board committee, or as a part-time chair or vice-chair of the board or any board committee; or
 - (ii) receives, or whose immediate family member receives, more than \$75,000 per year in direct compensation from the Company, other than as remuneration for acting in his or her capacity as a member of the board of directors or any board committee, or as a part-time chair or vice-chair of the board or any board committee, unless the

prescribed period has elapsed since he or she ceased to receive more than \$75,000 per year in such compensation.

- (g) an individual who is an affiliated entity of the Company or any of its subsidiary entities.
- (4) For the purposes of subsection (3), the prescribed period is the shorter of
- (a) the period commencing on March 30, 2004 and ending immediately prior to the determination required by subsection (3); and
 - (b) the three year period ending immediately prior to the determination required by subsection (3).
- (5) For the purposes of clauses (3)(c) and (3)(d), a partner does not include a fixed income partner whose interest in the internal or external auditor is limited to the receipt of fixed amounts of compensation (including deferred compensation) for prior service with an internal or external auditor if the compensation is not contingent in any way on continued service.
- (6) For the purposes of clause (3)(f), compensatory fees and direct compensation do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company if the compensation is not contingent in any way on continued service.
- (7) For the purposes of subclause 3(f)(i), the indirect acceptance by a person of any consulting, advisory or other compensatory fee includes acceptance of a fee by
- (a) a person's spouse, minor child or stepchild, or a child or stepchild who shares the person's home; or
 - (b) an entity in which such person is a partner, member, an officer such as a managing director occupying a comparable position or executive officer, or occupies a similar position (except limited partners, non-managing members and those occupying similar positions who, in each case, have no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to the Company or any subsidiary entity of the Company.
- (8) Despite subsection (3), a person will not be considered to have a material relationship with the Company solely because he or she
- (a) has previously acted as an interim chief executive officer of the Company, or
 - (b) acts, or has previously acted, as a chair or vice-chair of the board of directors or any board committee, other than on a full-time basis.

Meaning of “Financial Literacy”

An individual is financially literate if he or she has 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.