

BRIGADIER EXPLORATION CORP.

INFORMATION STATEMENT

REGARDING A PROPOSED

PLAN OF ARRANGEMENT

AMONG

SALIENT CORPORATE SERVICES INC.

AND

BRIGADE RESOURCE CORP.

AND

BRIGADIER EXPLORATION CORP.

DECEMBER 10, 2014

TO ALL SHAREHOLDERS OF RECORD

This information statement (“**Statement**”) is being distributed to you to provide information regarding a proposed arrangement (the “**Arrangement**”) pursuant to the *Business Corporations Act* (British Columbia) (the “**BCBCA**”), among Brigadier Exploration Corp. (“**we**”, “**us**” or the “**Company**”), Salient Corporate Services Inc. (“**Pubco**”), and Brigade Resource Corp. (“**Resulting Issuer**”).

If the Arrangement is completed, the Resulting Issuer shall be a reporting company in British Columbia and Alberta. Following the Arrangement, the Resulting Issuer plans to apply to list its Common Shares for trading on the Canadian Securities Exchange (“**CSE**”).

The Arrangement is proposed to take place according to the steps outlined in an “Arrangement Agreement” and “Plan of Arrangement” dated November 20, 2014, attached as Schedule A to this Statement.

Please review this Statement, the Arrangement Agreement and the Plan of Arrangement in their entirety.

The shareholder meeting is to be held on Monday, December 22, 2014 at 10:00 a.m. (Vancouver time) at Suite 1820, 925 West Georgia Street, Vancouver, BC, as further described in the Notice of Meeting enclosed with this Statement. You may vote in person by attending the meeting, or by proxy as provided in the form of proxy enclosed with this Statement.

Shareholders of record as at December 9, 2014 are being asked to vote in favor of the Arrangement.

If you wish to dissent, you will be entitled to be paid fair value of your Common Shares, subject to strict compliance with sections 237 to 247 of the BCBCA, reproduced as Schedule C to this Statement.

The information contained herein should not be construed as legal, tax, or financial advice and you are urged to consult your own professional advisers in connection therewith. Particularly, please note that Bacchus Law Corporation, counsel for the Company, does not represent your interests in the Arrangement. You are strongly urged to consult your own independent legal advice before consenting to the Arrangement.

The following documents are included in this Statement and attached as the following schedules:

Schedule	Description
A	Arrangement Agreement and Plan of Arrangement including Property Option Agreement
B	Audited Financial Statements of Brigadier Exploration Corp. for the period ended August 31, 2014
C	Technical Report on the Paterson Lake Property, Kenora Mining Division, Northwestern Ontario

D	Rights of Dissent under the <i>Business Corporations Act</i> (British Columbia)
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Information Concerning Forward Looking Statements

Except for statements of historical fact contained herein, the information presented in this Statement constitutes “forward-looking statements” or “information” (collectively “**statements**”). These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management.

In some cases, forward-looking statements can be identified by terminology such as “anticipate”, “believe”, “continue”, “estimate”, “expect”, “forecast”, “intend”, “likely”, “may”, “outlook”, “plan”, “potential”, “predict”, “should”, “will”, or the negative of these terms or other comparable terminology. Although management believes that the anticipated future results, performance or achievements expressed or implied by the forward-looking statements and information are based upon reasonable assumptions and expectations, the reader should not place undue reliance on forward-looking statements and information because they involve assumptions, known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to differ materially from anticipated future results, performance or achievements expressed or implied by such forward-looking statements and information. Factors that could cause actual results to differ materially from those set forth in the forward-looking statements and information include, but are not limited, risks related to our limited operating history and history of no earnings; competition from other companies; dependence on key personnel; general and local economic conditions; availability of equity and debt financing; interest rates; changes to government regulations; regulatory and environmental compliance; and other risk factors described from time to time in the documents filed by us with applicable securities regulators, including in this Statement under the heading “Risk Factors”.

Arrangement Resolutions

RESOLUTIONS

1. the arrangement (the “**Arrangement**”) involving Brigadier Exploration Corp. (“**Brigadier**”), Brigade Resource Corp., and Salient Corporate Services Inc. under Part 9, Division 5 of the *Business Corporations Act* (British Columbia) substantially as set forth in the plan of arrangement attached as Schedule A to the arrangement agreement (the “**Arrangement Agreement**”), which in turn is attached as Schedule A to the information statement, as such Arrangement Agreement may be amended from time to time in accordance with its terms, is hereby authorized and approved;

For Against

2. the Arrangement Agreement, the actions of the directors and officers of Brigadier in approving the Arrangement and in executing and delivering the Arrangement Agreement, and the transactions contemplated by it, including without limitation the Arrangement, are hereby authorized, approved, ratified and confirmed;

For Against

3. the board of directors of Brigadier, without further notice to or approval of the shareholders of Brigadier may decide not to proceed with the Arrangement or otherwise give effect to this special resolution at any time prior to the Arrangement becoming effective;

For Against

4. Jon Sherron and Nancy La Couvée be appointed as directors of the Company to hold office until the next annual reference date of the Company or until such persons cease to hold office if sooner;

For Against

5. the appointment of Jon Sherron and Nancy La Couvée on September 25, 2014 to the Board of Directors by director, Karl Antonius, is hereby ratified and confirmed;

For Against

6. all actions taken by the Directors from September 25, 2014 to December 22, 2014 are hereby ratified and confirmed; and

For Against

7. any one director or officer of Brigadier is hereby authorized to execute and deliver all such documents, agreements and instruments, under seal or otherwise, and to do all such other acts and things necessary to effect the foregoing transactions as such director may determine appropriate.

For Against

The Parties

Salient Corporate Services Inc. (“**Pubco**”) was incorporated under the BCBCA on July 8, 2014 under incorporation number BC1007480. Pubco is a reporting issuer in British Columbia and Alberta. Pubco is in the business of providing business development services. Further details concerning the business of Pubco may be found under its SEDAR profile at www.sedar.com.

Brigade Resource Corp. (“**Resulting Issuer**”) was incorporated as a wholly-owned subsidiary of Pubco under the BCBCA on October 9, 2014 under incorporation number BC1015969, solely for the purposes of the Arrangement. By the Arrangement, we propose to buy the Resulting Issuer from Pubco. (See “Business Plan” for further details concerning our proposed business.)

Brigadier Exploration Corp. (“**we**”, “**us**”, “**our**” or “**the Company**”) was incorporated under the BCBCA on August 13, 2014 under incorporation number BC1010760.

The Arrangement

Pursuant to the Plan of Arrangement, the following principal steps will occur in this sequence:

1. We shall purchase all the issued and outstanding shares of the Resulting Issuer from Salient (the “**Purchase Shares**”) for \$12,000;
2. We shall acquire an option to purchase certain mining claims, described in the Technical Report, from Pubco for \$12,500 and 1,700,000 Common Shares of our authorized capital;
3. The Resulting Issuer shall acquire all our outstanding shares from all our shareholders through a 1-for-1 share exchange;
4. Pubco shall issue 1,000 of its Common Shares to the Resulting Issuer and receive in exchange 400,000 Common Shares of the Resulting Issuer (the “**Distribution Shares**”);
5. The Distribution Shares shall then be distributed to the Pubco shareholders holding shares as of the Record Date on a pro rata basis;
6. The Purchase Shares shall then be cancelled; and
7. The Resulting Issuer shall apply for a listing on the Canadian Securities Exchange (the “**CSE**”).

As a result of the share exchange in Step 3, we will become the wholly-owned subsidiary of the Resulting Issuer. The Resulting Issuer will become a reporting issuer in Alberta and British Columbia.

To become effective, the Arrangement must be both: (a) approved by all our shareholders by either unanimous written consent resolutions or at a meeting of shareholders by a vote in favour of the resolutions by holders of 2/3 of the outstanding and issued shares; and (b) approved by an Order granted by the Supreme Court of British Columbia.

Notice of Hearing

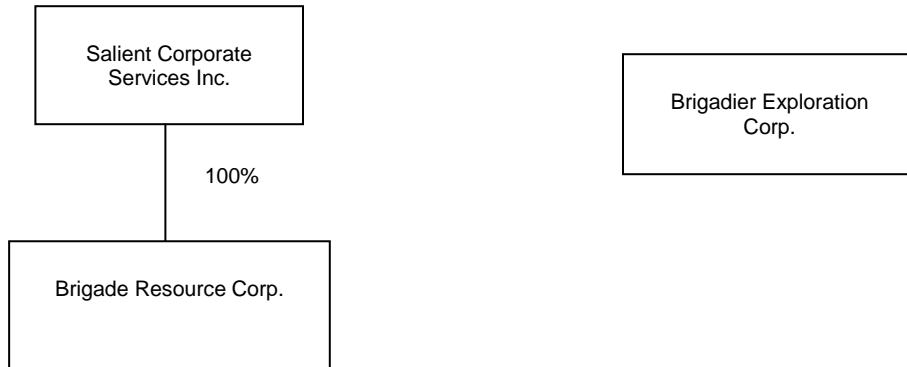
We intend to file a Notice of Hearing with the Supreme Court of British Columbia (the “Court”) to have the Arrangement approved by the court at a hearing planned for January 5, 2015 at 9:45 am, or as soon thereafter as counsel may be heard (the “Hearing”).

Anyone who wishes to attend the Hearing should notify our counsel, Penny Green of Bacchus Law Corporation, by contacting Melissa Vettoretti, paralegal at Bacchus Law Corporation at email: mvettoretti@bacchuscorplaw.com, telephone 604.632.1286, or offices at 1820 – 925 West Georgia Street, Vancouver, BC V6C 3L2.

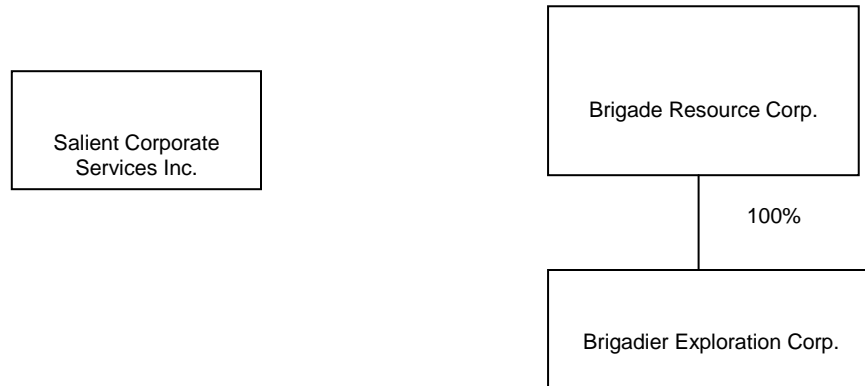
Arrangement Structure

The following diagrams summarize the structure of the parties prior to and after completion of the Arrangement:

PRE-ARRANGEMENT



POST-ARRANGEMENT



Business Plan

By the Arrangement, we will become the wholly owned subsidiary of the Resulting Issuer. We are an exploration company. Our primary focus is on exploration on the Paterson Lake Property, which is located in the township of Paterson Lake, in the District of Kenora in the Province of Ontario (the “**Property**”). Pursuant to the Arrangement we have entered into a property option agreement (the “**Property Option Agreement**”) with Pubco by which we will obtain an option to acquire 100% of the mineral rights (our “**Option**”) at closing of the Arrangement (the “**Closing**”).

To acquire and fully exercise our Option, we must pay an aggregate of \$150,000 over a period

of 5 years. The following table outlines the payments we must make:

Due Date	Payments
Upon the Closing	\$12,500
On the date which is six months following the Closing	\$12,500
On the first anniversary date following the Effective Date, which is the date that is 60 days from the date of execution of the Option Agreement	\$25,000
On the second anniversary date following the Effective Date	\$25,000
On the third anniversary date following the Effective Date	\$25,000
On the fourth anniversary date following the Effective Date	\$50,000
TOTAL	\$150,000

To acquire and fully exercise our Option, we must also issue the following shares to Pubco over the same period, totaling 2,300,000 shares, as outlined in the following table:

Due Date	Issuance (shares)
Upon Execution of the Arrangement	1,700,000
On the first anniversary date of the Effective Date	150,000
On the second anniversary date following the Effective Date	150,000
On the third anniversary date following the Effective Date	150,000
On the fourth anniversary date following the Effective Date	150,000
TOTAL	2,300,000

At the signing of the Property Option Agreement we obtained the following rights to the Property:

- the sole and exclusive right to enter on and conduct mining operations on the Property;
- the right to quiet and exclusive possession; and
- the right to erect, bring and install all buildings, plant, machinery, equipment, tools, appliances or supplies.

The Property

The following information is based upon the Draft Paterson Lake Technical Report of the Property (the “**Technical Report**”), attached hereto as Schedule C.

The Property is located in Treelined Lake Area Township, approximately 75 km north of Kenora and several kilometres west of the Separation Rapids Project. At Separation Rapids Project, Avalon Rare Metals Inc. is developing a world-class lithium minerals (petalite) deposit. The lithium mineralization is being evaluated mainly for direct use in the glass and ceramics industry.¹

The Property comprises five staked, unpatented mining claims totaling 48 units (768 ha). The staked claims are optioned by Pubco from P. English of Brandon, Manitoba (for and on behalf of Rubicon Minerals Corporation (“**Rubicon**”). Rubicon retains a 2% net smelter royalty subject to an optional buyout of one half of the net smelter royalty (i.e. 1%) for a CDN \$1,000,000 cash payment. The staked claims are listed in the table entitled “Paterson Lake Property Claims” below.

Access from Kenora is by driving north along Highway 658 for 30 km to the town of Redditt, then heading north on the English River Road to the Property. The Property is then accessible by old logging roads or ATV trails.

Paterson Lake Property Claims

Claim No.	Township	Date Recorded	Due Date	Work Required	Unit Size
4277911	Treelined Lake Area	Oct 25, 2013	Oct 25, 2015	\$5,600	14
4277912	Treelined Lake Area	Oct 25, 2013	Oct 25, 2015	\$6,400	16
4277913	Treelined Lake Area	Oct 25, 2013	Oct 25, 2015	\$5,600	14
4277914	Treelined Lake Area	Oct 25, 2013	Oct 25, 2015	\$800	2
4277915	Treelined Lake Area	Oct 25, 2013	Oct 25, 2015	\$800	2
Total				\$19,200.00	48

The Property is subject to the guidelines and policies of and legislation administered by the Ministry of Northern Development, Mines and Forestry (the “**MNDM**”), the Ontario Ministry of Natural Resources, and the Federal Department of Fisheries and Oceans regarding surface exploration, stream crossings, and work being carried out near rivers and bodies of water, drilling and sludge disposal, drill casings, capping of holes, storage of core, trenching, road construction, waste and garbage disposal.

The Ontario Mining Act requires Exploration Permits or Plans for exploration on Crown Lands.

¹ This information has not been independently verified by us and was taken from Avalon Rare Metals Inc.’s website: avalonraremetals.com.

The permit and plans are obtained from the MNDM. The processing periods are 50 days for a permit and 30 days for a plan while the documents are reviewed by MNDM and presented to the Aboriginal communities whose traditional lands will be impacted by the work. The Property is located in the traditional lands of the Lac Seul First Nation, and discussion with the First Nation on access and potential economic benefit is recommended by the Ontario Government and authors. Further, the authors of the Technical Report recommend that we discuss the recommended exploration with the MNDM to determine the plan and/or permit required.

The government of Ontario requires expenditures of \$400 per year per unit for staked claims, prior to expiry, to keep the claims in good standing for the following year. The report must be submitted by the expiry date.

No mineral occurrence, resources, reserves or mines existing prior to the mineralization described in this report are known by the authors to occur on the Property. There are no known environmental liabilities associated with the Property.

Accessibility, Climate, Local Resources, Infrastructure and Physiography of the Property

Kenora is a full service community of 15,000 people on the Trans-Canada Highway (Hwy 17) and has a long mining history, mainly in gold mining. Forestry is also an important part of the local economy, although this has decreased somewhat in recent years with the closing of a local mill. Tourism is the other main economic driver. The community is serviced by an airport with flights from Winnipeg and Thunder Bay, and rail service is provided through the community of Redditt, approximately 30 km to the north.

The town of Red Lake, population 4,700, is located at the end of Highway #105 which is 175 km north of Kenora. The town is serviced by regular air flights from Thunder Bay and Winnipeg, seven days a week. The local population includes skilled tradesmen and experienced underground miners.

Topography is generally gentle with elevations ranging from 390 to 420 meters above sea level. A mixed forest of mostly spruce, balsam, poplar and birch covers the claims, with swampy vegetation in low-lying areas and local areas of forest blow-down.

Temperatures range from highs of 35^o C in summer to lows of -30^o C in winter, with snow cover between November and May. The best season for exploration is between June and October, although in lake covered or swampy areas exploration activities such as geophysical surveys and diamond drilling might best be conducted after winter freeze up.

Property Geology

The area of the Property is underlain by a portion of a three by seven kilometer pegmatite field hosted by supracrustal rocks of the Separation Lake metavolcanic belt.^{2,3} The supracrustal rocks are dominated by pillow basalts and mafic tuff. This belt is part of the Superior Province,

² Blackburn, C.E., Beakhouse, G.P., and Young, J.B. 1992. Geology of the Umfreville-Separation Lake Area; in Summary of Field Work and Other Activities 1992, Ontario Geological Survey, Miscellaneous Paper 160, p. 20-25.

³ Blackburn, C.E. and Young, J.B. 1992. Geology of the Separation Lake Greenstone Belt; in Summary of Field Work and Other Activities 1992, Ontario Geological Survey, Miscellaneous Paper 160, p. 68-73.

and constitutes the boundary zone between the high grade, metasedimentary-dominant English River Subprovince to the north and the granite-tonalite-dominant Winnipeg River Subprovince to the south.^{4,5,6} It has been suggested that the Separation Lake metavolcanic belt may represent an extension of the Bird River metavolcanic-metasedimentary belt to the west. F.W. Breaks has described the Separation Rapids pegmatite field to be divisible into two clusters that appear to be spatially related to the Separation Rapids pluton. These clusters have been divided into the eastern subgroup and the southwestern subgroup. The eastern subgroup has been further divided into three distinct zones based on mineralogy in surface exposures of pegmatites. These zones are the interior beryl-columbite, cassiterite-beryl-petalite, and columbite-cassiterite-beryl zones.⁷ Occurrences of petalite, cassiterite and tantalum bearing minerals have been reported.

The main source of mineralization found to date on the Property is called the “Thor Occurrence”, and is hosted by what is described as the “Thor Pegmatite”. The following lithology description is from Ravnaas (2011) and is based largely on Saunders (2009).^{8,9}

“The Pegmatite intrudes metasedimentary (biotite schist) country rock in a north-south discordant mass. Regional schistosity is east-west. The contacts of the pegmatite are not well exposed, although mapping was limited. The pegmatite dyke itself is typically a coarse grained, pale grey to pink weathering, two feldspar pegmatite. Biotite is coarse grained with thin crystals, occasionally in radiating clusters called birdsclaw biotite. Muscovite micas were not common. The Thor Pegmatite does not appear to be zoned although finer grained phases occur, particularly near metasediment inclusions. Medium grained leucogranite is also present and is more common near the north end of the exposure. Within the pegmatite are semi-concordant metasediment inclusions, parallel to regional schistosity of the host metasediments. Inclusions are typically on the scale of 0.5 to 2 metres in length with lens shaped outlines. Where resorption into the pegmatite has taken place, the inclusions are rounder. Occasionally the inclusions have minor reaction rims or show brecciated textures typical of intrusive movement.”

Mineralization

The following mineralization description is from Ravnaas (2011) and is based largely on Saunders (2009).¹⁰ The description applies to the Thor Occurrence.

“The entire outcropping of pegmatite has high background count typically 600 to 1000 cps (counts per second). Counts of 1500 cps are common. Yellow uranium oxide (camotite) weathering can be found in patches and on biotite crystals in freshly broken samples. Counts over 3000 cps consistently yield uranium values over 500 ppm Triuranium octoxide.

For 196 samples, taken for uranium, 38 assayed higher than 1000 ppm triuranium octoxide. The average assay for all these samples was 630 ppm triuranium octoxide. High uranium content is often associated with finer grained phases of the pegmatite on strike with or adjacent to

⁴ Breaks, F.W., 1991. The English River Subprovince, *in* Geology of Ontario, Special Volume 4, Part 1, p. 239 – 278.

⁵ Breaks, F.W. and Bond, W.D. 1993. The English River Subprovince - An Archean Gneiss Belt: Geology, Geochemistry and Associated Mineralization, Volumes 1 and 2.

⁶ Beakhouse, G.P. 1991. The Winnipeg River Subprovince, *in* Geology of Ontario, Special Volume 4, Part 1, p. 279-302.

⁷ Galeschuk, C. 1998. Report on Diamond Drilling Program, Separation Lake, Ontario (52 L/8 SW), 1997; *for* Tantalum Mining Corporation of Canada Limited. AFRI 52L08SW2002.

⁸ Ravnaas, C. 2011. Mineral Deposit Inventory File No. MDI00000001064.

⁹ Saunders, D. 2009. Report on the 2007 Exploration Program for the Kenora North Uranium Project, Kenora Mining and Minerals Division, Ontario; *for* Quest Uranium Corporation. AFRI 20000003981.

¹⁰ *Supra* notes 8 and 9, respectively.

metasediment inclusions. These phases trend east to west and may be associated with inclusion contacts.

Uranium enriched mineralized zones are common along the entire north-south exposure of pegmatite. Thorium values are relatively low and thorium/uranium ratios are typically <0.4 for samples > 200 ppm uranium. Samples with higher thorium/uranium ratios usually contain elevated REEs (rare earth elements), typically less than <0.2%.”

Deposit Types

The following discussion of the deposit types is based on Saunders.¹¹

The uranium mineralization on the Property occurs in fresh unoxidized bedrock of the Canadian Shield. Mineralization is pegmatite type hosted by granitoid rocks intruding or formed from the partial melting of metasediments. The target is a large tonnage, low to medium grade deposit. Forty kilometres south east of the Property, the Richard Lake deposit has historical shallow resources reported at 650,000 tonnes at 0.1% triuranium octoxide (Robertson 1968).¹² The deposit dimensions are on the order of 10 ft. by 700 ft. (3 x 200 m). This information has not been independently verified by us or our representatives.

Pegmatite type deposits are often compared to a large low grade deposit typified by the Rossing Mine in Namibia, where granitic hosted mineralization averaging about 350 ppm triuranium octoxide is being mined on a large scale. In light of the economics of uranium, large tonnage lower grade deposits are being reconsidered as a potential source. At the Rossing Mine, most (60%) of the uranium is uraninite and secondary oxides (carnotite-uranophane). A portion (5%) is betafite, a thorium-rare earth bearing oxide that is not recovered in the acid processing.

At the Rossing Mine the host rocks are granitoids typified by leucogranite and associated phases varying from aplite to pegmatite. The uranium rich granitoids are emplaced along a trend of amphibolitized metasedimentary units including marbles. The granitoid source is interpreted to anatexis of uranium “rich” metasediments.

Occurrences in the area of the Property are probably coeval with regional scale granulite zones, migmatization and the intrusion of local or large scale plutons such as the Paterson Lake Batholith, the Gone Lake Stock and the Treelined Lake Granite.

Uranium mineralization in the area occurs as two types: the palingenic type and the pegmatitic (magmatic) type. In the environment of the English River Subprovince, these types are probably related. The palingenic type represents a local accumulation of mineralizing fluids from a uranium rich source. The typical host is peralkaline granite (white leucogranite) where accumulations are related to regional scale granulite zones.¹³ White leucogranites are present at the Thor occurrence. The pegmatoid deposit is typical of a granite melt on a larger scale. Uranium enrichment is a magmatic process where crystallization processes exclude uranium oxides until the later phases. These granites and pegmatites are more evolved and have a higher potassium characterized by their pink to reddish colours.

¹¹ *Supra* note 9.

¹² Robertson, J.A. 1968. Uranium and Thorium Deposits of Northern Ontario. Department of Mines and Mineral Resources, Circular 9, 106 p.

¹³ *Supra* note 4.

In the area of the Property, the uranium occurrences often have characteristics of both styles. This suggests that the precursor rocks were anomalous in uranium.

As well as the above mentioned uranium deposits, pegmatites in the Separation and Paterson Lakes area have also shown economic potential for lithium and rare earth element (“REE”) mineralization, as described by Avalon Ventures Separation Rapids Property.¹⁴

The Separation Rapids property is host to one of the largest “Complex-type” rare metal pegmatite deposits in the world. Known as the “Big Whopper Pegmatite”, it is only the fourth example in the world of a rare metal pegmatite with the size required to be of major economic importance and only the second to be enriched in the rare lithium mineral called petalite.

Interpretations made by the authors of the Technical Report

The previous work on the Property and elsewhere in the area has indicated the presence of several felsic pegmatite intrusions that have been shown to host uranium mineralization, as well as lithium and REE mineralization; although very little work has been done to date to analyse the pegmatites for lithium and/or REEs.

The main pegmatite of interest to date discovered on the Property is the Thor Pegmatite, which is described in detail above under “Mineralization”. While the Thor Occurrence has seen very little analysis for lithium and REEs, another pegmatite on the Property has been drill tested by Tantalum Mining Corporation, intersecting a pegmatite just southwest of the small lake near the centre of the Property. Favourable lithium analyses with a high value of 1.82% lithium oxide in a 2.8 ft. interval has been reported.¹⁵ While it was hoped that the pegmatite would widen at depth and tantalum values would increase, it was reported that the pegmatite did not widen, although tantalum values did nearly double from previous analyses, from 0.003-0.004% tantalum pentoxide to 0.009-0.011% tantalum pentoxide. The best tantalum values were reported from another hole approximately 600 metres east (just southeast of the small lake) with a high assay of 0.035% tantalum pentoxide over 2.3 ft. At the time Tanco had little interest in the lithium potential, and did not do further work on this area. This information is historical has not been independently verified or updated by us or our representatives.

Recommendations made by the authors of the Technical Report

The authors recommend that further work be performed on and around the Thor Occurrence with more emphasis placed on sampling for petalite lithium and rare earth elements. This work should consist of establishing a cut grid over the area, followed by radiometric and magnetometer geophysical surveys and detailed lithochemical sampling, including cutting channel samples, and detailed mapping.

The authors of the Technical Report recommended a budget of \$34,500, to be allocated as follows:

Linecutting (10 kms at \$850/km)	8,500
Geophysics (10 kms at \$650/km)	6,500
Mapping, sampling and analysis (all inclusive)	15,000

¹⁴ *Supra* note 1.

¹⁵ *Supra* note 7.

Reports and Maps.....	5,000
Contingencies	5,000

Stated Business Objectives

Our primary business objectives over the next 12 months are:

- to commence exploration on the Property; and
- to look for further exploration opportunities.

The following table describes the anticipated development of our business over the next 12 months, including budgeted expenditures:

Expense Forecast 2014 - 2015

Expense	2014 (CDN \$)	2015 (CDN \$)
Balance of price paid by Brigadier Exploration to acquire Brigade Resource from Pubco	7,000	N/A
Property payments under the Property Agreement	N/A	12,500
Professional fees (legal, consulting and accounting)	50,000	30,000
General and administrative expenses	2,500	2,500
CSE Listing fees/ Monthly Fees	13,125	6,000
Exploration	50,000	100,000
TOTAL	122,625	151,000

Market for Securities

Our securities are not currently listed on any exchange or quotation system. On or after closing the Arrangement, we plan to apply to list our Common Shares for trading on the Canadian Securities Exchange (“CSE”). Information about that exchange can be found at www.thecse.ca. There is no guarantee that our application to CSE will be accepted.

Financial Information

We have issued the following securities:

- (i) On August 19, 2014, the Company issued 2,000,000 Common Shares at a price of \$0.005 per Common Share for total proceeds of \$10,000.

- (ii) On August 26, 2014, the Company issued 500,000 Common Shares at a price of \$0.005 per Common Share for total proceeds of \$2,500.
- (iii) On September 16, 2014 the Company issued 2,050,000 Common Shares at a price of \$0.02 per Common Share for total proceeds of \$41,000.
- (iv) On October 6, 2014 the Company issued 100,000 Common Shares at a deemed price of \$0.02 per Common Share for conversion of debt in the amount of \$2,000.
- (v) On November 20, 2014 the Company issued 1,700,000 Common Shares at a deemed value of \$0.02 per Common Share as the first share issuance under the Property Option Agreement.
- (vi) On November 24, 2014 the Company issued 4,663,000 Common Shares at a price of \$0.02 per Common Share for total proceeds of \$93,260.
- (vii) On December 8, 2014 the Company issued 100,000 Common Shares at a price of \$0.02 per Common Share for total proceeds of \$2,000.

Additional Capital

We recognize we need to raise more capital, but we want to ensure we do so in stages, so as to minimize dilution to the value of the shares held by our existing shareholders. Our goal is that each of the above private placement financings will take place at a higher price per share than the one preceding.

Even though we plan to raise capital through equity or debt financing, we believe that the latter may not be a viable alternative for funding our operations as they do not have sufficient assets to secure any such debt financing. We anticipate that any additional funding will be in the form of equity financing from the sale of our Common Shares. However, we do not have any financing arranged and cannot provide any assurance that we will be able to raise sufficient funds from the sale of Common Shares to fund operations or planned business development activities. In the absence of such financing, we will not be able to acquire further exploration projects. Even if we are successful in obtaining equity financing to expand its operations and to fund its business development activities, there is no assurance that we will obtain the funding necessary to acquire any additional exploration projects. If we do not continue to obtain additional financing, we may be forced to abandon our business plan.

Modifications to our plans will be based on many factors, including the results of our exploration program, marketing plan and financing plan; and the amount of available capital. Further, the extent to which we carry out our business plan is dependent upon the amount of financing available to us.

Dividends

Dividends can be declared by our board of directors when deemed appropriate from time to time. To date, we have not declared any dividends on our Common Shares and it is unlikely that

earnings will be available for the payment of dividends in the foreseeable future. Our company is in the start-up phase and we intend to retain our earnings, if any, to finance the development and growth of our business. The payment of dividends in the future will depend on our earnings and financial condition and such other factors as our Board may consider appropriate.

Foreign GAAP

Not applicable.

Consolidated Capitalization

The following table summarizes our capitalization now and after closing the Arrangement.

Designation of Security	Authorized	Our outstanding shares as of the date of this Information Statement	Estimated Outstanding shares of the Resulting Issuer subsequent to closing the Arrangement
Common Shares without par value	Unlimited number	11,113,000 shares	12,038,000 shares

Voting Rights

Shareholders of our Common Shares are entitled to vote at all meetings of shareholders declared by the directors and, subject to the rights of holders of any shares ranking in priority to or on a parity with the Common Shares, to participate rateably in any distribution of property or assets upon the liquidation, winding-up or other dissolution of the Company.

Modification of Terms

Subject to the BCBCA, our directors may by ordinary resolution create special rights or restrictions for and attach those special rights or restrictions to, or vary or delete any special rights or restrictions attached to, the shares of any class or series of shares, whether or not any or all of those shares have been issued, and alter its Articles and Notice of Articles accordingly.

Directors and Officers

Management Experience

Our management has a broad background of experience which will be brought to bear on the activities undertaken by the Company. The following table sets out the names of our current directors and officers, their principal occupations, and their effective date of appointment as directors and officers, and their ownership interests in the Company.

Name of Nominee, Current Position and Province and Country of Residence	Date of Appointment	Common Shares Beneficially Owned or Controlled ⁽¹⁾
Karl Antonius ⁽²⁾⁽³⁾⁽⁴⁾ – <i>Director, President & CEO</i> Vancouver, British Columbia	Incorporation (August 13, 2014)	(33%) 3,700,000
Jon Sherron ⁽⁴⁾ <i>Director</i> West Vancouver, British Columbia	September 25, 2014	(0%) NIL
Nancy La Couvée ⁽⁴⁾ <i>Director</i> Vancouver, British Columbia	September 25, 2014	(0%) NIL

(1) Based on approximately 11,113,000 Common Shares issued and outstanding at the date of this Information Statement

(2) Karl Antonius, our CEO, President and Director is a principal shareholder of Antonius Capital Corp.

(3) Karl Antonius, our CEO, President and Director is CEO, President and Director of Salient Corporate Services Inc.

(4) Audit Committee member

Management Employment History

After the Arrangement, the directors and officers of the Resulting Issuer, their principal occupations, and the effective date of their appointment as directors and officers, and their ownership interests shall be as follows:

Name of Nominee, Current Position, and Province and Country of Residence	Position Held Since ⁽¹⁾	Common Shares Beneficially Owned or Controlled ⁽²⁾	Number of Convertible or Exchangeable Securities Outstanding	Total number of Common Shares Beneficially Owned or Controlled and Convertible or Exchangeable Securities Outstanding ⁽⁶⁾
Karl Antonius ⁽³⁾⁽⁴⁾⁽⁵⁾ <i>CEO & Director</i> Vancouver, BC	October 9, 2014	(24%) 3,700,000 shares	NIL options	(33%) 3,700,000 shares
Kristina Khersonski <i>CFO</i> Vancouver, BC	October 27, 2014	(0%) NIL shares	NIL options	(0%) NIL shares and options

Jon Sherron ⁽³⁾ <i>Director</i> West Vancouver, BC	October 9, 2014	(0%) NIL shares	NIL options	(0%) NIL shares and options
Nancy La Couvée ⁽³⁾ <i>Director</i> West Vancouver, BC	October 9, 2014	(0%) NIL shares	NIL options	(0%) NIL shares and options

- (1) *Term of office expires upon holding the first annual meeting of shareholders.*
- (2) *Percentage ownership based on our 11,113,000 Common Shares issued and outstanding at the date of this Information Statement*
- (3) *Audit Committee member.*
- (4) *Karl Antonius, our CEO, President and Director is a principal shareholder of Antonius Capital Corp. which owns 2,000,000 of our Common Shares.*
- (5) *Karl Antonius, our CEO, President and Director is CEO, President and Director of Salient Corporate Services Inc.*
- (6) *Percentage ownership based on 11,113,000 Common Shares, all of which are issued and outstanding at the date of this Information Statement with nil Stock Options that remain outstanding.*

Management Employment History

Karl Antonius, CEO, President and a Director

Mr. Antonius is a businessman and from October 2002 to February 2010, he was President of Antonius Capital Inc. He is also the President of Ritterkreuz Capital Ltd., a private consulting company that offers financing, investor relations and corporate finance consulting services. From November 2007 to January 2013, he was director of Brandenburg Energy Corp. From February 2008 to January 2013 he was the President & CEO of Brandenburg Energy Corp. From January 2006 to June 2009, he was the director of Mandalay Resources Corporation and from January 2006 until May 2008, he was the Chief Executive Officer and President of Mandalay Resources Corporation. From February 2011 to present, he has acted as a director of Jagercor Energy Corp. (formerly Mager Metal Corp.), an exploration company listed on the CSE.

Kristina Khersonski, CFO

Ms. Khersonski is a financial executive with 13 years of experience providing consulting and financial services to public companies in various industries, including the natural resource sector.

Since 2013, she has served as Chief Financial Officer and Corporate Secretary of Umbral Energy Corp., a junior resource issuer listed on the Toronto Stock Exchange. From 2004 to 2011 Ms. Khersonski was part of the Pacific Opportunity Capital team that provided financial and administrative consulting services to publicly traded mineral exploration companies in British Columbia. From 2001 to 2004 she served as Corporate Accountant at Dawn Pacific Management Corporation, an accounting and regulatory maintenance services firm in British

Columbia. She obtained a CGA designation in British Columbia and is qualified as a Chartered Professional Accountant (CPA).

Jon Sherron, Director

Mr. Sherron brings more than 20 years of senior management experience in various industries including investments, beverages and real estate. From 2009 to present, Mr. Sherron has acted as Vice President of EDI Inc., an investment company established by Mr. Sherron which has a portfolio of funds focused on the commercial real estate industry. His experience in sales, marketing and branding has driven profitable growth for some of the most recognizable brands in the world including SABMiller, MolsonCoors, Constellation and Diageo. Prior to establishing EDI Inc., Mr. Sherron held management roles at the Gallo Winery and Coors Brewing Company. He was Vice President of a leading beverage distributor and sat on the board of directors of the Montana Beer and Wine Wholesalers Association. Mr. Sherron holds a Bachelor's of Science degree from Montana State University.

Nancy La Couvée, Director

Nancy La Couvée has served as Corporate Secretary for international public mineral exploration companies for over 20 years. She is currently a freelance Corporate Secretary providing service to a number of private and public companies. Previously, through the Predator Mining Group, she was Corporate Secretary for Silver Predator Corp., Americas Bullion Royalty Corp., Golden Predator Mining Corp., Redtail Metals Corp. and Wolfpack Gold Corp. She is responsible for ensuring compliance with statutory and regulatory requirements, corporate finance administration, and participates in corporate governance initiatives. From 2007 until 2010, she served as Corporate Secretary of China Minerals Mining Corporation and Adriana Resources Inc. She is a member of the Canadian Society of Corporate Secretaries and the British Columbia chapter of Women in Mining.

Penalties, Cease Trade Orders and Bankruptcy

Penalties: No director or officer of the Company or proposed director or officer of the Resulting Issuer or, to our knowledge, shareholder holding sufficient securities of the Company to affect materially the control of the Company, has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

Cease Trade Orders: Other than as disclosed below, during the past 10 years, none of the Company's or the Resulting Issuer's directors, officers, insiders, promoters or a shareholder holding a sufficient number of our securities to affect materially control (nor a personal holding company of any such person) was a director, officer, insider or promoter of any other issuer that, while that person was acting in that capacity, was the subject of a cease trade order or similar order or an order that denied that issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days, or 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 the assets of that person.

Bankruptcy. None of the Company's or the Resulting Issuer's directors or officers, insiders or promoters, nor a shareholder holding a sufficient number of our securities to affect materially our control (nor a personal holding company of any such person) has, within the past 10 years before the date of this Statement become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold their assets.

Potential Conflicts

Our directors are required by law to act honestly and in good faith with a view to our best interests and to disclose any interests which they may have in any of our projects or opportunities. If a conflict of interest arises at a meeting of the Board, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not we will participate in any project or opportunity, that director will primarily consider the degree of risk to which we may be exposed and our financial position at that time.

To the best of our knowledge, there are no known existing or potential conflicts of interest among us and our promoters, directors, officers or other members of management as a result of their outside business interests except that certain of the directors, officers, promoters and other members of management serve as directors, officers, promoters and members of management of other public companies, and therefore it is possible that a conflict may arise between their duties as a director, officer, promoter or member of management of such other companies.

Risk Factors

The following are certain factors relating to our business which prospective investors should carefully consider before deciding whether to purchase Common Shares in our authorized capital. The following information is a summary only of certain risk factors and is qualified in its entirety by reference to, and must be read in conjunction with, the detailed information appearing elsewhere in this Information Statement. These risks and uncertainties are not the only ones we are facing. Additional risk and uncertainties not presently known to us, or that we currently deem immaterial, may also impair our operations. If any such risks actually occur, the business, financial condition, liquidity and results of our operations could be materially adversely affected.

Forward Looking Information

Certain information set out in this Information Statement includes or is based upon expectations, estimates, projections or other "forward looking information". Such forward looking information includes projections or estimates made by us about our future business operations. While such forward looking statements and the assumptions underlying them are made in good faith and reflect our current judgment regarding the direction of their business, actual results will almost certainly vary (sometimes materially) from any estimates, predictions, projections, assumptions or other type of performance suggested here.

Exploration and Mining Risks

The Property is without any known body of commercial mineralization. Development of the Property depends on satisfactory exploration or development results. Mineral exploration and development involves a high degree of risk and few properties which are explored are

ultimately developed into producing mines. The profitability of our operations will be in part directly related to the cost and success of its exploration programs, if any, which may be affected by a number of factors beyond our control. Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which we have a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of diamond, precious and non-precious metals, any of which could result in work stoppages, damage to the Property, and possible environmental damage. Hazards such as unusual or unexpected formations and other conditions such as formation pressures, fires, power outages, labour disruptions, flooding, explorations, cave ins, landslides and the inability to obtain suitable adequate machinery, equipment or labour are involved in mineral exploration, development and operation. We may become subject to liability for pollution, cave ins or hazards against which we cannot insure or against which we may elect not to insure. The payment of such liabilities may have a material, adverse effect on the financial position of the Company.

We will continue to rely upon consultants and others for exploration and development expertise. Substantial expenditures are required to determine if mineralization reserves exist through drilling, to develop processes to extract the precious and non-precious metals from the mineralization and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis or at all. The economics of developing mineral properties are affected by many factors including the cost of operations, variations in the grade of mineralization mined, fluctuations in markets, costs of processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. The remoteness and restrictions on access of the Property in which we have or may have an interest will have an adverse effect on profitability in that infrastructure costs will be higher.

Market Risk for Securities

We are a private company whose Common Shares are not listed for trading on a stock exchange. Following completion of the Arrangement we intend to apply to list our Common Shares on the CSE; however, there can be no assurance that an active trading market for our Common Shares will be established and sustained. Upon listing, the market price for our Common Shares could be subject to wide fluctuations. Factors such as commodity prices, government regulation, interest rates, share price movements of the our peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of our securities. The stock market has from time to time experienced extreme price and volume fluctuations, particularly in the mining sector, which have often been unrelated to the operating performance of particular companies.

Liquidity and Additional Financing

We believe that our \$320,000 cash on hand will be adequate to meet our financial needs for the next 12 months following the completion of the Arrangement. These funds are sufficient to meet all the exploration requirements set out in the Technical Report. Additional funds, by way of equity financings may need to be raised to finance the Resulting Issuer's exploration requirements to earn a 100% interest in the Property. There can be no assurance that the Resulting Issuer will be able to obtain adequate financing in the future or that the terms of

such financing will be favorable. Failure to obtain such additional financing could cause the Resulting Issuer to reduce or terminate its operations.

Regulatory Requirements

Even if the Property is proven to host economic reserves of precious or non-precious metals, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits. Exploration and mining activities may be affected in varying degrees by government policies and regulations relating to the mining industry. Any changes in regulations or shifts in political conditions are beyond our control and may adversely affect our business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of the Property, environmental legislation and mine safety.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and we may decide not to take out insurance against such risks as a result of high premiums or for other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and cause insolvency and/or a decline in the value of our securities.

No Assurance of Title to Properties

Although we have sought and received representations in connection with the Property Option Agreement regarding title to the Property and have conducted our own investigation of legal title to the Property, the Property may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. We are satisfied, however, that evidence of title to the Property is adequate and acceptable by prevailing industry standards with respect to the current stage of exploration on the Property.

Permits and Licenses

Our operations may require licenses and permits from various governmental authorities. There can be no assurance that we will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at our projects.

Challenges by First Nations

In 2005, the Supreme Court of Canada determined that there is a duty on the government to consult with and, where appropriate, accommodate where government decisions have the potential to adversely affect treaty rights of First Nations. The Court found that third parties are not responsible for consultation or accommodation of aboriginal interests and that this responsibility lies with government. If the Federal Government fails to consult with First Nations before issuing any permits, licenses, mineral claims, mineral leases, mineral licenses or surface rights (collectively, "permits"), there may be valid challenges to any such permits which could affect the development of the Property. We are committed to consulting with local First Nation(s) to gain an understanding of how the use of the Property may impact upon the exercise of their asserted aboriginal and treaty rights.

Competition

The mineral exploitation industry is intensely competitive in all its phases. We will compete with many companies possessing greater financial resources and technical facilities than us for the acquisition of mineral properties, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees. In addition, there is no assurance that even if commercial quantities of minerals are discovered, a ready market will exist for their sale. Factors beyond our control may affect the marketability of any minerals discovered. These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in us not receiving an adequate return on invested capital or losing our invested capital.

Environmental Regulations

Our operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for noncompliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. There is no assurance that future changes in environmental regulation, if any, will not adversely affect our operations. We intend to fully comply with all environmental regulations.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important requirements, which affect capital and operating costs. Unusual or infrequent weather, phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect our future operations.

Fluctuating Price

Our revenues, if any, are expected to be in large part derived from the mining and sale of precious and non-precious metals. The price of those commodities has fluctuated widely, particularly in recent years, and is affected by numerous factors beyond our control including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, consumption patterns, speculative activities and increased production due to new mine developments and improved mining and production methods. The effect of these factors on the price of base and precious metals and therefore the economic viability of any of our projects cannot be accurately predicted.

Reliance on Key Personnel

Our performance is substantially dependent on the performance and efforts of our Board of Directors and Management. The loss of the services of any of the Board of Directors could

have a material adverse effect on our business, results of operations and financial condition. We do not carry any key man insurance.

Dividend Risk

We have not paid dividends in the past and do not anticipate paying dividends in the near future. We expect to retain our earnings to finance further growth and, when appropriate, retire debt.

Share Price Volatility Risk

It is anticipated that our Common Shares will be listed for trading on the CSE. As such, external factors outside of our control such as announcements of quarterly variations in operating results, revenues and costs, and sentiments toward exploration stocks may have a significant impact on the market price of our Common Shares. Global stock markets, including the CSE, have from time to time experienced extreme price and volume fluctuations that have often been unrelated to the operations of particular companies. The same applies to companies in the exploration sector. There can be no assurance that an active or liquid market will develop or be sustained for our Common Shares.

Increased Costs of Being a Publicly Traded Company

As we will have publicly-traded securities, we will incur significant legal, accounting and filing fees not presently incurred. Securities legislation and the rules and policies of the CSE require listed companies to, among other things, adopt corporate governance and related practices, and to continuously prepare and disclose material information, all of which will significantly increase our legal and financial compliance costs.

Legal Proceedings

As of the date of this Statement, we are not a party to any material legal proceedings or any regulatory actions. We do not contemplate any material legal proceedings and are not aware of any material legal proceedings threatened or contemplated against us.

Material Contracts

The following table summarizes our material contracts:

Name of Contract	Parties	Date	Nature of Contract and Consideration
Arrangement Agreement	Brigade Resource, Brigadier Exploration and Pubco	November 20, 2014	Setting out the terms of a statutory Plan of Arrangement
Option Agreement	Brigadier Exploration and Pubco	November 20, 2014	Option to acquire a 100% interest in unpatented mining claims and in a stake associated with Paterson Lake Property at a cost of \$150,000 and 2,300,000 Shares due in 6 instalments

Message from Management

Thank you for reviewing this Statement. The Board of Directors believes the Arrangement is in our best interests and is fair to its shareholders. Accordingly, we, as the Board of Directors, recommend that you approve the Arrangement by voting in favour of the Arrangement at the Meeting, in person or by completing, signing and returning the proxy enclosed with this Statement to Bacchus Law Corporation, Suite 1820, 925 West Georgia Street, Vancouver, BC V6C 3L2 Attention: Melissa Humeny, or by email sent to mhumeny@bacchuscorplaw.com. Proxies must be returned before 4:00 p.m. on Friday, December 19, 2014.

If two-thirds (2/3) of the shareholders approve the Arrangement at the Meeting, the Company will then submit the Arrangement to the Court for approval. Provided court approval is granted, the Company will then proceed to close the Arrangement.

Dated at Vancouver, British Columbia, on December 10, 2014.

ON BEHALF OF THE BOARD OF DIRECTORS

"Karl Antonius"

Karl Antonius,
CEO, President & Director
BRIGADIER EXPLORATION CORP.

SCHEDULE A TO INFORMATION STATEMENT
ARRANGEMENT AGREEMENT AND PLAN OF ARRANGEMENT

[inserted as following pages]

SCHEDULE B TO INFORMATION STATEMENT

**AUDITED FINANCIAL STATEMENTS OF BRIGADIER EXPLORATION CORP. FOR THE
PERIOD ENDED AUGUST 31, 2014**

[inserted as following pages]

SCHEDULE C TO INFORMATION STATEMENT

**TECHNICAL REPORT ON THE PATERSON LAKE PROPERTY, KENORA MINING
DIVISION, NORTHWESTERN ONTARIO**
[inserted as following pages]

SCHEDULE D TO INFORMATION STATEMENT

RIGHTS OF DISSENT

[inserted as following pages]

If you wish to dissent, you will be entitled to be paid the fair value of your Common Shares, subject to strict compliance with sections 237 to 247 of the BCBCA, excerpted below. You may access the complete text of the BCBCA at www.bclaws.ca.

**RIGHT OF DISSENT UNDER THE
BRITISH COLUMBIA BUSINESS CORPORATIONS ACT**

Definitions and application

237 (1) In this Division:

"dissenter" means a shareholder who, being entitled to do so, sends written notice of dissent when and as required by section 242;

"notice shares" means, in relation to a notice of dissent, the shares in respect of which dissent is being exercised under the notice of dissent;

"payout value" means,

(a) in the case of a dissent in respect of a resolution, the fair value that the notice shares had immediately before the passing of the resolution,

(b) in the case of a dissent in respect of an arrangement approved by a court order made under section 291 (2) (c) that permits dissent, the fair value that the notice shares had immediately before the passing of the resolution adopting the arrangement,

(c) in the case of a dissent in respect of a matter approved or authorized by any other court order that permits dissent, the fair value that the notice shares had at the time specified by the court order, or

(d) in the case of a dissent in respect of a community contribution company, the value of the notice shares set out in the regulations,

excluding any appreciation or depreciation in anticipation of the corporate action approved or authorized by the resolution or court order unless exclusion would be inequitable.

(2) This Division applies to any right of dissent exercisable by a shareholder except to the extent that

(a) the court orders otherwise, or

(b) in the case of a right of dissent authorized by a resolution referred to in section 238 (1) (g), the court orders otherwise or the resolution provides otherwise.

Right to dissent

238 (1) A shareholder of a company, whether or not the shareholder's shares carry the right to vote, is entitled to dissent as follows:

- (a) under section 260, in respect of a resolution to alter the articles
 - (i) to alter restrictions on the powers of the company or on the business the company is permitted to carry on, or
 - (ii) without limiting subparagraph (i), in the case of a community contribution company, to alter any of the company's community purposes within the meaning of section 51.91;
- (b) under section 272, in respect of a resolution to adopt an amalgamation agreement;
- (c) under section 287, in respect of a resolution to approve an amalgamation under Division 4 of Part 9;
- (d) in respect of a resolution to approve an arrangement, the terms of which arrangement permit dissent;
- (e) under section 301 (5), in respect of a resolution to authorize or ratify the sale, lease or other disposition of all or substantially all of the company's undertaking;
- (f) under section 309, in respect of a resolution to authorize the continuation of the company into a jurisdiction other than British Columbia;
- (g) in respect of any other resolution, if dissent is authorized by the resolution;
- (h) in respect of any court order that permits dissent.

(2) A shareholder wishing to dissent must

- (a) prepare a separate notice of dissent under section 242 for
 - (i) the shareholder, if the shareholder is dissenting on the shareholder's own behalf, and
 - (ii) each other person who beneficially owns shares registered in the shareholder's name and on whose behalf the shareholder is dissenting,
- (b) identify in each notice of dissent, in accordance with section 242 (4), the person on whose behalf dissent is being exercised in that notice of dissent, and
- (c) dissent with respect to all of the shares, registered in the shareholder's name, of which the person identified under paragraph (b) of this subsection is the beneficial owner.

(3) Without limiting subsection (2), a person who wishes to have dissent exercised with respect to shares of which the person is the beneficial owner must

(a) dissent with respect to all of the shares, if any, of which the person is both the registered owner and the beneficial owner, and

(b) cause each shareholder who is a registered owner of any other shares of which the person is the beneficial owner to dissent with respect to all of those shares.

Waiver of right to dissent

239 (1) A shareholder may not waive generally a right to dissent but may, in writing, waive the right to dissent with respect to a particular corporate action.

(2) A shareholder wishing to waive a right of dissent with respect to a particular corporate action must

(a) provide to the company a separate waiver for

(i) the shareholder, if the shareholder is providing a waiver on the shareholder's own behalf, and

(ii) each other person who beneficially owns shares registered in the shareholder's name and on whose behalf the shareholder is providing a waiver, and

(b) identify in each waiver the person on whose behalf the waiver is made.

(3) If a shareholder waives a right of dissent with respect to a particular corporate action and indicates in the waiver that the right to dissent is being waived on the shareholder's own behalf, the shareholder's right to dissent with respect to the particular corporate action terminates in respect of the shares of which the shareholder is both the registered owner and the beneficial owner, and this Division ceases to apply to

(a) the shareholder in respect of the shares of which the shareholder is both the registered owner and the beneficial owner, and

(b) any other shareholders, who are registered owners of shares beneficially owned by the first mentioned shareholder, in respect of the shares that are beneficially owned by the first mentioned shareholder.

(4) If a shareholder waives a right of dissent with respect to a particular corporate action and indicates in the waiver that the right to dissent is being waived on behalf of a specified person who beneficially owns shares registered in the name of the shareholder, the right of shareholders who are registered owners of shares beneficially owned by that specified person to dissent on behalf of that specified person with respect to the particular corporate action terminates and this Division ceases to apply to those shareholders in respect of the shares that are beneficially owned by that specified person.

Notice of resolution

240 (1) If a resolution in respect of which a shareholder is entitled to dissent is to be considered at a meeting of shareholders, the company must, at least the prescribed number of days before the date of the proposed meeting, send to each of its shareholders, whether or not their shares carry the right to vote,

(a) a copy of the proposed resolution, and

(b) a notice of the meeting that specifies the date of the meeting, and contains a statement advising of the right to send a notice of dissent.

(2) If a resolution in respect of which a shareholder is entitled to dissent is to be passed as a consent resolution of shareholders or as a resolution of directors and the earliest date on which that resolution can be passed is specified in the resolution or in the statement referred to in paragraph (b), the company may, at least 21 days before that specified date, send to each of its shareholders, whether or not their shares carry the right to vote,

(a) a copy of the proposed resolution, and

(b) a statement advising of the right to send a notice of dissent.

(3) If a resolution in respect of which a shareholder is entitled to dissent was or is to be passed as a resolution of shareholders without the company complying with subsection (1) or (2), or was or is to be passed as a directors' resolution without the company complying with subsection (2), the company must, before or within 14 days after the passing of the resolution, send to each of its shareholders who has not, on behalf of every person who beneficially owns shares registered in the name of the shareholder, consented to the resolution or voted in favour of the resolution, whether or not their shares carry the right to vote,

(a) a copy of the resolution,

(b) a statement advising of the right to send a notice of dissent, and

(c) if the resolution has passed, notification of that fact and the date on which it was passed.

(4) Nothing in subsection (1), (2) or (3) gives a shareholder a right to vote in a meeting at which, or on a resolution on which, the shareholder would not otherwise be entitled to vote.

Notice of court orders

241 If a court order provides for a right of dissent, the company must, not later than 14 days after the date on which the company receives a copy of the entered order, send to each shareholder who is entitled to exercise that right of dissent

(a) a copy of the entered order, and

(b) a statement advising of the right to send a notice of dissent.

Notice of dissent

242 (1) A shareholder intending to dissent in respect of a resolution referred to in section 238 (1) (a), (b), (c), (d), (e) or (f) must,

(a) if the company has complied with section 240 (1) or (2), send written notice of dissent to the company at least 2 days before the date on which the resolution is to be passed or can be passed, as the case may be,

(b) if the company has complied with section 240 (3), send written notice of dissent to the company not more than 14 days after receiving the records referred to in that section, or

(c) if the company has not complied with section 240 (1), (2) or (3), send written notice of dissent to the company not more than 14 days after the later of

(i) the date on which the shareholder learns that the resolution was passed, and

(ii) the date on which the shareholder learns that the shareholder is entitled to dissent.

(2) A shareholder intending to dissent in respect of a resolution referred to in section 238 (1) (g) must send written notice of dissent to the company

(a) on or before the date specified by the resolution or in the statement referred to in section 240 (2) (b) or (3) (b) as the last date by which notice of dissent must be sent, or

(b) if the resolution or statement does not specify a date, in accordance with subsection (1) of this section.

(3) A shareholder intending to dissent under section 238 (1) (h) in respect of a court order that permits dissent must send written notice of dissent to the company

(a) within the number of days, specified by the court order, after the shareholder receives the records referred to in section 241, or

(b) if the court order does not specify the number of days referred to in paragraph (a) of this subsection, within 14 days after the shareholder receives the records referred to in section 241.

(4) A notice of dissent sent under this section must set out the number, and the class and series, if applicable, of the notice shares, and must set out whichever of the following is applicable:

(a) if the notice shares constitute all of the shares of which the shareholder is both the registered owner and beneficial owner and the shareholder owns

no other shares of the company as beneficial owner, a statement to that effect;

(b) if the notice shares constitute all of the shares of which the shareholder is both the registered owner and beneficial owner but the shareholder owns other shares of the company as beneficial owner, a statement to that effect and

- (i) the names of the registered owners of those other shares,
- (ii) the number, and the class and series, if applicable, of those other shares that are held by each of those registered owners, and
- (iii) a statement that notices of dissent are being, or have been, sent in respect of all of those other shares;

(c) if dissent is being exercised by the shareholder on behalf of a beneficial owner who is not the dissenting shareholder, a statement to that effect and

- (i) the name and address of the beneficial owner, and
- (ii) a statement that the shareholder is dissenting in relation to all of the shares beneficially owned by the beneficial owner that are registered in the shareholder's name.

(5) The right of a shareholder to dissent on behalf of a beneficial owner of shares, including the shareholder, terminates and this Division ceases to apply to the shareholder in respect of that beneficial owner if subsections (1) to (4) of this section, as those subsections pertain to that beneficial owner, are not complied with.

Notice of intention to proceed

243 (1) A company that receives a notice of dissent under section 242 from a dissenter must,

(a) if the company intends to act on the authority of the resolution or court order in respect of which the notice of dissent was sent, send a notice to the dissenter promptly after the later of

- (i) the date on which the company forms the intention to proceed, and
- (ii) the date on which the notice of dissent was received, or

(b) if the company has acted on the authority of that resolution or court order, promptly send a notice to the dissenter.

(2) A notice sent under subsection (1) (a) or (b) of this section must

- (a) be dated not earlier than the date on which the notice is sent,
- (b) state that the company intends to act, or has acted, as the case may be, on the authority of the resolution or court order, and
- (c) advise the dissenter of the manner in which dissent is to be completed under section 244.

Completion of dissent

- 244** (1) A dissenter who receives a notice under section 243 must, if the dissenter wishes to proceed with the dissent, send to the company or its transfer agent for the notice shares, within one month after the date of the notice,
- (a) a written statement that the dissenter requires the company to purchase all of the notice shares,
 - (b) the certificates, if any, representing the notice shares, and
 - (c) if section 242 (4) (c) applies, a written statement that complies with subsection (2) of this section.
- (2) The written statement referred to in subsection (1) (c) must
- (a) be signed by the beneficial owner on whose behalf dissent is being exercised, and
 - (b) set out whether or not the beneficial owner is the beneficial owner of other shares of the company and, if so, set out
 - (i) the names of the registered owners of those other shares,
 - (ii) the number, and the class and series, if applicable, of those other shares that are held by each of those registered owners, and
 - (iii) that dissent is being exercised in respect of all of those other shares.
- (3) After the dissenter has complied with subsection (1),
- (a) the dissenter is deemed to have sold to the company the notice shares, and
 - (b) the company is deemed to have purchased those shares, and must comply with section 245, whether or not it is authorized to do so by, and despite any restriction in, its memorandum or articles.
- (4) Unless the court orders otherwise, if the dissenter fails to comply with subsection (1) of this section in relation to notice shares, the right of the dissenter to dissent with respect to those notice shares terminates and this Division, other than section 247, ceases to apply to the dissenter with respect to those notice shares.
- (5) Unless the court orders otherwise, if a person on whose behalf dissent is being exercised in relation to a particular corporate action fails to ensure that every shareholder who is a registered owner of any of the shares beneficially owned by that person complies with subsection (1) of this section, the right of shareholders who are registered owners of shares beneficially owned by that person to dissent on behalf of that person with respect to that corporate action terminates and this Division, other than section 247, ceases to apply to those shareholders in respect of the shares that are beneficially owned by that person.

(6) A dissenter who has complied with subsection (1) of this section may not vote, or exercise or assert any rights of a shareholder, in respect of the notice shares, other than under this Division.

Payment for notice shares

245 (1) A company and a dissenter who has complied with section 244 (1) may agree on the amount of the payout value of the notice shares and, in that event, the company must

(a) promptly pay that amount to the dissenter, or

(b) if subsection (5) of this section applies, promptly send a notice to the dissenter that the company is unable lawfully to pay dissenters for their shares.

(2) A dissenter who has not entered into an agreement with the company under subsection (1) or the company may apply to the court and the court may

(a) determine the payout value of the notice shares of those dissenters who have not entered into an agreement with the company under subsection (1), or order that the payout value of those notice shares be established by arbitration or by reference to the registrar, or a referee, of the court,

(b) join in the application each dissenter, other than a dissenter who has entered into an agreement with the company under subsection (1), who has complied with section 244 (1), and

(c) make consequential orders and give directions it considers appropriate.

(3) Promptly after a determination of the payout value for notice shares has been made under subsection (2) (a) of this section, the company must

(a) pay to each dissenter who has complied with section 244 (1) in relation to those notice shares, other than a dissenter who has entered into an agreement with the company under subsection (1) of this section, the payout value applicable to that dissenter's notice shares, or

(b) if subsection (5) applies, promptly send a notice to the dissenter that the company is unable lawfully to pay dissenters for their shares.

(4) If a dissenter receives a notice under subsection (1) (b) or (3) (b),

(a) the dissenter may, within 30 days after receipt, withdraw the dissenter's notice of dissent, in which case the company is deemed to consent to the withdrawal and this Division, other than section 247, ceases to apply to the dissenter with respect to the notice shares, or

(b) if the dissenter does not withdraw the notice of dissent in accordance with paragraph (a) of this subsection, the dissenter retains a status as a claimant against the company, to be paid as soon as the company is

lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the company but in priority to its shareholders.

(5) A company must not make a payment to a dissenter under this section if there are reasonable grounds for believing that

- (a) the company is insolvent, or
- (b) the payment would render the company insolvent.

Loss of right to dissent

246 The right of a dissenter to dissent with respect to notice shares terminates and this Division, other than section 247, ceases to apply to the dissenter with respect to those notice shares, if, before payment is made to the dissenter of the full amount of money to which the dissenter is entitled under section 245 in relation to those notice shares, any of the following events occur:

- (a) the corporate action approved or authorized, or to be approved or authorized, by the resolution or court order in respect of which the notice of dissent was sent is abandoned;
- (b) the resolution in respect of which the notice of dissent was sent does not pass;
- (c) the resolution in respect of which the notice of dissent was sent is revoked before the corporate action approved or authorized by that resolution is taken;
- (d) the notice of dissent was sent in respect of a resolution adopting an amalgamation agreement and the amalgamation is abandoned or, by the terms of the agreement, will not proceed;
- (e) the arrangement in respect of which the notice of dissent was sent is abandoned or by its terms will not proceed;
- (f) a court permanently enjoins or sets aside the corporate action approved or authorized by the resolution or court order in respect of which the notice of dissent was sent;
- (g) with respect to the notice shares, the dissenter consents to, or votes in favour of, the resolution in respect of which the notice of dissent was sent;
- (h) the notice of dissent is withdrawn with the written consent of the company;
- (i) the court determines that the dissenter is not entitled to dissent under this Division or that the dissenter is not entitled to dissent with respect to the notice shares under this Division.

Shareholders entitled to return of shares and rights

247 If, under section 244 (4) or (5), 245 (4) (a) or 246, this Division, other than this section, ceases to apply to a dissenter with respect to notice shares,

(a) the company must return to the dissenter each of the applicable share certificates, if any, sent under section 244 (1) (b) or, if those share certificates are unavailable, replacements for those share certificates,

(b) the dissenter regains any ability lost under section 244 (6) to vote, or exercise or assert any rights of a shareholder, in respect of the notice shares, and

(c) the dissenter must return any money that the company paid to the dissenter in respect of the notice shares under, or in purported compliance with, this Division.