



**OBAN MINING CORPORATION
(FORMERLY BRAEVAL MINING CORPORATION)**

NOTICE OF MEETING

and

MANAGEMENT INFORMATION CIRCULAR

for the

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

to be held on

JUNE 25, 2015

DATED AS OF MAY 14, 2015

OBAN MINING CORPORATION
(formerly Braeval Mining Corporation)

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual and special meeting (the "**Meeting**") of the shareholders ("**Shareholders**") of Oban Mining Corporation (formerly Braeval Mining Corporation) (the "**Corporation**") will be held at the offices of Bennett Jones LLP, Suite 3400, One First Canadian Place, Toronto, Ontario on June 25, 2015 at 10:00 a.m. (Eastern Daylight Time), for the following purposes:

1. to receive and consider the financial statements of the Corporation for the year ended December 31, 2014 and the report of the auditors thereon;
2. to appoint KPMG LLP, Chartered Accountants as the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
3. to elect the directors of the Corporation for the ensuing year;
4. to consider and, if deemed advisable, to pass a resolution, with or without variation, approving the stock option plan of the Corporation and the unallocated rights, options and other entitlements thereunder; and
5. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying management information circular.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is May 26, 2015 (the "**Record Date**"). Shareholders whose names have been entered in the register of shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof. To be effective, the enclosed form of proxy must be mailed or faxed so as to reach or be deposited with TMX Equity Transfer Services at Suite 300, 200 University Avenue, Toronto, Ontario, M5H 4H1, Fax Number: (416) 595-9593 not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.

DATED this 14th day of May, 2015.

**BY ORDER OF THE BOARD OF DIRECTORS OF
OBAN MINING CORPORATION**

"Jose Vizquerra Benavides"

Jose Vizquerra Benavides
President, Chief Executive Officer and Director

GENERAL INFORMATION RESPECTING THE MEETING

Solicitation of Proxies

This Circular is furnished in connection with the solicitation of proxies by the management of Oban Mining Corporation (formerly Braeval Mining Corporation) (the "Corporation") for use at the annual and special meeting (the "Meeting") of the shareholders of the Corporation (the "Shareholders") to be held at 10:00 a.m. (Eastern Daylight Time) on June 25, 2015 at the offices of Bennett Jones LLP, Suite 3400, One First Canadian Place, Toronto, Ontario, for the purposes set forth in the Notice accompanying this Circular (the "Notice"). References in this Circular to the Meeting include any adjournment(s) or postponement(s) thereof. It is expected that the solicitation of proxies will be primarily by mail; however, proxies may also be solicited by the officers, directors and employees of the Corporation by telephone, electronic mail, telecopier or personally. These persons will receive no compensation for such solicitation other than their regular fees or salaries. The cost of soliciting proxies in connection with the Meeting will be borne directly by the Corporation.

The board of directors of the Corporation (the "Board") has fixed the close of business on May 26, 2015 as the record date, being the date for the determination of the registered Shareholders entitled to receive notice of, and to vote at, the Meeting. All duly completed and executed proxies must be received by the Corporation's registrar and transfer agent, TMX Equity Transfer Services at Suite 300, 200 University Avenue, Toronto, Ontario, M5H 4H1, Fax Number: (416) 595-9593 not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.

In this Circular, unless otherwise indicated, all references to "\$" refer to Canadian dollars.

Unless otherwise stated, the information contained in this Circular is as of May 14, 2015.

Voting of Proxies

The common shares in the capital stock of the Corporation ("Common Shares") represented by the accompanying form of proxy (if same is properly executed and is received at the offices of TMX Equity Transfer Services at the address provided herein, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof), will be voted at the Meeting, and, where a choice is specified in respect of any matter to be acted upon, will be voted or withheld from voting in accordance with the specification made on any ballot that may be called for. **In the absence of such specification, proxies in favour of management will be voted in favour of all resolutions described below. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice and with respect to other matters which may properly come before the Meeting.** At the time of printing of this Circular, management knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters that are not now known to management should properly come before the Meeting, the form of proxy will be voted on such matters in accordance with the best judgment of the named proxies.

Appointment of Proxies

The persons named in the enclosed form of proxy are officers and/or directors of the Corporation. **A Shareholder desiring to appoint some other person, who need not be a Shareholder, to represent him or her at the Meeting, may do so by inserting such person's name in the blank space provided in the enclosed form of proxy or by completing another proper form of proxy and, in either case, depositing the completed and executed proxy at the offices of TMX Equity Transfer Services, at the address provided herein, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof.**

A Shareholder forwarding the enclosed form of proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the Shareholder giving the proxy wishes to

confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The Common Shares represented by the form of proxy submitted by a Shareholder will be voted in accordance with the directions, if any, given in the form of proxy.

To be valid, a form of proxy must be executed by a Shareholder or a Shareholder's attorney duly authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or, by a duly authorized officer or attorney.

Revocation of Proxies

A proxy given pursuant to this solicitation may be revoked at any time prior to its use. A Shareholder who has given a proxy may revoke the proxy by:

- (a) completing and signing a proxy bearing a later date and depositing it at the offices of TMX Equity Transfer Services at Suite 300, 200 University Avenue, Toronto, Ontario, M5H 4H1, Fax Number: (416) 595-9593;
- (b) depositing an instrument in writing executed by the Shareholder or by the Shareholder's attorney duly authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or by a duly authorized officer or attorney either with TMX Equity Transfer Services at Suite 300, 200 University Avenue, Toronto, Ontario, M5H 4H1, Fax Number: (416) 595-9593 at any time up to and including the last business day preceding the day of the Meeting or any adjournment(s) or postponement(s) thereof or with the Chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment(s) or postponement(s) thereof; or
- (c) in any other manner permitted by law.

Such instrument will not be effective with respect to any matter on which a vote has already been cast pursuant to such proxy.

Voting by Non-Registered Shareholders

Only registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. Most Shareholders are "non-registered" Shareholders ("**Non-Registered Shareholders**") because the Common Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Common Shares. Common Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary ("**Intermediary**") that the Non-Registered Shareholder deals with in respect of the Common Shares; or (ii) in the name of a clearing agency (such as The CDS Clearing and Depository Services Inc. ("**CDS**")) of which the Intermediary is a participant. In accordance with applicable securities law requirements, the Corporation will have distributed copies of the Notice, this Circular, the form of proxy and a request card for interim and annual materials (collectively, the "**Meeting Materials**") to the clearing agencies and Intermediaries for distribution to Non-Registered Shareholders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either:

- (a) be given a voting instruction form which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Shareholder and returned to the Intermediary or its service company, will constitute voting instructions (often called a "**voting instruction form**") which the Intermediary must follow. Typically, the voting instruction form will consist of a one page pre-printed form. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those

forms to Non-Registered Shareholders and asks Non-Registered Shareholders to return the forms to Broadridge or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of the Common Shares to be represented at the Meeting. Sometimes, instead of the one-page pre-printed form, the voting instruction form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label with a bar-code and other information. In order for this form of proxy to validly constitute a voting instruction form, the Non-Registered Shareholder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company. **A Non-Registered Shareholder who receives a voting instruction form cannot use that form to vote his or her Common Shares at the Meeting;** or

- (b) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and deposit it with TMX Equity Transfer Services at Suite 300, 200 University Avenue, Toronto, Ontario, M5H 4H1.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting, or any adjournment(s) or postponement(s) thereof (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the names of the persons named in the voting instruction form or form of proxy, as applicable, and insert the Non-Registered Shareholder's or such other person's name in the blank space provided. **In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the voting instruction form is to be delivered.**

A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive Meeting Materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive Meeting Materials and to vote, which is not received by the Intermediary at least seven (7) days prior to the Meeting.

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

Other than as disclosed herein, no director or executive officer of the Corporation who has held such position at any time since the beginning of the Corporation's last financial year, each proposed nominee for election as a director of the Corporation, and associates or affiliates of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting, other than the election of directors and the appointment of auditors.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share capital of the Corporation consists of an unlimited number of Common Shares. As at the date hereof, there are 119,881,561 Common Shares issued and outstanding.

Each Common Share entitles the holder thereof to one vote on all matters to be acted upon at the Meeting. The record date for the determination of Shareholders entitled to receive notice of the Meeting has been fixed at May 26, 2015 (the "**Record Date**"). All holders of Common Shares of record at the close of business on the Record Date are entitled either to attend the Meeting and vote the Common Shares held by them in person or, provided a completed and executed proxy shall have been delivered to the Corporation's transfer agent, TMX Equity Transfer Services,

within the time specified in the attached Notice, to have a proxy attend and vote the Common Shares in accordance with the Shareholder's instructions.

To the knowledge of the directors and executive officers of the Corporation, as of the date hereof, no person or company beneficially owns, controls or directs, directly or indirectly, voting securities of the Corporation carrying 10% or more of the voting rights attached to all outstanding Common Shares, other than as set out below:

Name of Shareholder	Number of Common Shares⁽¹⁾⁽²⁾	Percentage of Common Shares⁽¹⁾⁽²⁾
Stagleap Incorporated ⁽³⁾	18,265,569	15.3%
Sean Roosen	14,632,831	12.2%

Notes:

- (1) The information as to Common Shares beneficially owned, controlled or directed, not being within the knowledge of the Corporation, has been obtained by the Corporation from publicly disclosed information and/or furnished by the Shareholder listed above.
- (2) Calculated on a non-diluted basis on the basis of Common Shares issued and outstanding.
- (3) Stagleap Incorporated is a holding company jointly controlled by Terence Harbort, Ruben Padilla, and Chris Lodder, a former director of the Corporation.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The purpose of this Compensation Discussion and Analysis ("**CD&A**") is to provide information about the Corporation's executive compensation philosophy, objectives, and processes and to discuss compensation decisions relating to the Corporation's Chief Executive Officer, Chief Financial Officer, and, if applicable, its three most highly compensated individuals acting as, or in a like capacity as, executive officers of the Corporation whose total compensation for the most recently completed financial year was individually equal to more than \$150,000 (the "**NEOs**" or "**Named Executive Officers**"), during the Corporation's most recently completed financial year, being the financial year ended December 31, 2014 (the "**Last Financial Year**"). The only NEOs of the Corporation during the Last Financial Year were Jose Vizquerra Benavides, the Corporation's President and Chief Executive Officer, Blair Zaritsky, the Corporation's Chief Financial Officer and Corporate Secretary and Gernot Wober, the Corporation's Vice President, Exploration. The Corporation had no other executive officers whose total salary (including incentive awards) and bonus during the Last Financial Year exceeded \$150,000.

Corporate Governance and Compensation Committee

The CG&C Committee is currently comprised of four directors, namely Robert Wares (Chair), Bernardo Calderon, Patrick Anderson and John Burzynski. All of the members of the CG&C Committee are independent within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**").

The CG&C Committee is appointed by the Board to assist in fulfilling its corporate governance responsibilities under applicable laws, to promote a culture of integrity throughout the Corporation, to assist the Board in setting director and senior executive compensation, and to develop and submit to the Board recommendations with respect to other employee benefits as the CG&C Committee sees fit. In the performance of its duties, the CG&C Committee is guided by the following principles:

- establishing sound corporate governance practices that are in the interests of Shareholders and that contribute to effective and efficient decision-making;
- offering competitive compensation to attract, retain and motivate the very best qualified executives in order for the Corporation to meet its goals; and
- acting in the interests of the Corporation and the Shareholders by being fiscally responsible.

Compensation Process

The Board relies on the knowledge and experience of the members of the CG&C Committee to set appropriate levels of compensation for senior officers. Neither the Corporation nor the CG&C Committee currently has, or has had at any time since incorporation, any contractual arrangement with any executive compensation consultant who has a role in determining or recommending the amount or form of senior officer compensation.

Upon the Corporation becoming a reporting issuer in December of 2012, the CG&C Committee adopted a compensation process whereby it will review annually the total remuneration (including benefits) and the main components thereof for the officers and directors, and compare such remuneration with that of peers in the same industry, and review periodically bonus plans and the Option Plan (as hereinafter defined), and consider these in light of new trends and practices of peers in the same industry. The CG&C Committee's recommendations regarding director and officer compensation are presented to the Board for its consideration and approval. The Board is responsible for reviewing the compensation of members of senior management to ensure that they are competitive within the industry and that the form of compensation aligns the interests of each such individual with those of the Corporation.

Compensation Program

Principles/Objectives of the Compensation Program

The primary goal of the Corporation's executive compensation program is to attract, motivate and retain top quality individuals at the executive level. The program is designed to ensure that the compensation provided to the Corporation's senior officers is determined with regard to the Corporation's business strategy and objectives and financial resources, and with the view of aligning the financial interests of the senior officers with those of the Shareholders.

Compensation Program Design and Analysis of Compensation Decisions

Standard compensation arrangements for the Corporation's senior officers are composed of the following elements, which are linked to the Corporation's compensation and corporate objectives as follows:

Compensation Element	Link to Compensation Objectives	Link to Corporate Objectives
Base Salary and/or Annual Bonus	Attract and Retain	Competitive pay ensures access to skilled employees necessary to achieve corporate objectives.
Options	Motivate and Align interests with shareholders	Long-term incentives motivate senior officers to increase shareholder value by the achievement of long-term corporate strategies and objectives.

Elements of Compensation

The Corporation is an exploration stage mining company and does not expect to be generating revenues from operations in the foreseeable future. As a result, the use of traditional performance standards, such as corporate profitability, are not considered by the CG&C Committee to be appropriate in the evaluation of corporate or NEO performance. The compensation of senior officers is based, in part, on trends in the mineral exploration industry as well as achievement of the Corporation's business plans.

The elements of compensation earned by the NEOs are: (a) base salary and bonus; (b) option-based awards; (c) perquisites and personal benefits; and (d) termination and change of control benefits.

Base Salaries/Consulting Fees and Bonuses

The Corporation provides senior officers with base salaries or consulting fees which represent their minimum compensation for services rendered, or expected to be rendered. NEOs' base compensation depends on the scope of their experience, responsibilities, leadership skills, performance, length of service, general industry trends and practices, competitiveness, and the Corporation's existing financial resources. Base salaries are reviewed annually by the CG&C Committee.

Base salary is a fixed element of compensation that is payable to each NEO for performing the specific duties of his position. The amount of base salary is determined through negotiation of employment terms with each NEO and is determined on an individual basis. While base salary is intended to fit into the Corporation's overall compensation objectives by serving to attract and retain talented executive officers, the size of the Corporation and the nature and stage of its business also impacts the level of base salary. Compensation is set with informal reference to the market for similar jobs in Canada and internationally. Given the stage of the Corporation's business and operations, it did not benchmark against a peer group of companies.

Bonuses are short-term performance based financial incentives that are determined through the compensation review process. As the Corporation grows and develops its projects, it is expected that an annual incentive award program will be formalized that will clearly articulate performance objectives and specific measurable goals that will be linked to individual performance criteria set for the NEOs and other executive officers. The Corporation did not pay bonuses to its NEOs for the 2014 financial year.

As a result of the completion of the acquisition of Oban Exploration Limited ("**OEL**") by the Corporation on April 14, 2014 (the "**Business Combination**"), and given that the executive officers of the Corporation, who previously devoted 50% of their time to the Corporation and 50% of their time to OEL, began thereafter to devote 100% of their time to the Corporation, the executive officers' compensation was adjusted at such time to have regard to the fact that the companies have been combined. Commencing after the completion of the Business Combination, Mr. Vizquerra's annual salary was set at \$256,250, Mr. Zaritsky's annual salary was set at \$205,000 and Mr. Wober's annual salary was set at \$215,250. There were no other changes made to the base compensation of the NEOs during the Last Financial Year.

Options

The grant of options to acquire Common Shares ("**Options**") pursuant to the Corporation's stock option plan (the "**Option Plan**") is an integral component of the compensation arrangements of the senior officers of the Corporation. The Board believes that the grant of Options to senior officers and Common Share ownership by such officers serves to motivate them to strive towards achievement of the Corporation's long-term strategic objectives, which will benefit Shareholders. Options are awarded by the Board to directors, officers, employees and consultants of the Corporation, on the basis of the recommendation of the CG&C Committee. Decisions with respect to Options granted are based on the individual's level of responsibility and their contribution towards the Corporation's goals and objectives, and additionally may be awarded in recognition of the achievement of a particular goal or extraordinary service. The Board considers the overall number of Options that are outstanding relative to the number of outstanding Common Shares in determining whether to make any new grants of Options and the size of such grants. The Board generally grants Options to officers, employees and consultants that vest in tranches of one-third, with one-third of the Options vesting on the date of grant, one-third of the Options vesting on the first anniversary of the date of grant, and one-third of the Options vesting on the second anniversary of the date of grant. An annual Option grant program may be considered as the Corporation grows and develops its projects.

Perquisites and Personal Benefits

The Corporation also provides basic perquisites and personal benefits to certain of its NEOs. These perquisites and personal benefits are determined through negotiation of an executive employment agreement with each NEO. While perquisites and personal benefits are intended to fit the Corporation's overall compensation objectives by serving to attract and retain talented executive officers, the size of the Corporation and the nature and stage of its business also impacts the level of perquisites and benefits. Currently a benefit program with life insurance and health benefits is

offered to all NEOs. The Corporation has also provided a parking spot in the Corporation's office building to the President and CEO.

Termination and Change of Control Benefits

For a description of the termination and change of control benefits provided by the Corporation to the NEOs, please see "*Termination and Change of Control Benefits*" below.

Compensation Risk Considerations

The CG&C Committee is responsible for considering, establishing and reviewing executive compensation programs, and whether the programs encourage unnecessary or excessive risk taking. The Corporation believes the programs are balanced and do not motivate unnecessary or excessive risk taking. The Corporation has a policy that restricts directors and NEOs from purchasing financial instruments in an amount greater than \$150,000, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge against or offset a decrease in market value of equity. To the knowledge of the Corporation, as of the date of hereof, no director or NEO of the Corporation has participated in the purchase of such financial instruments.

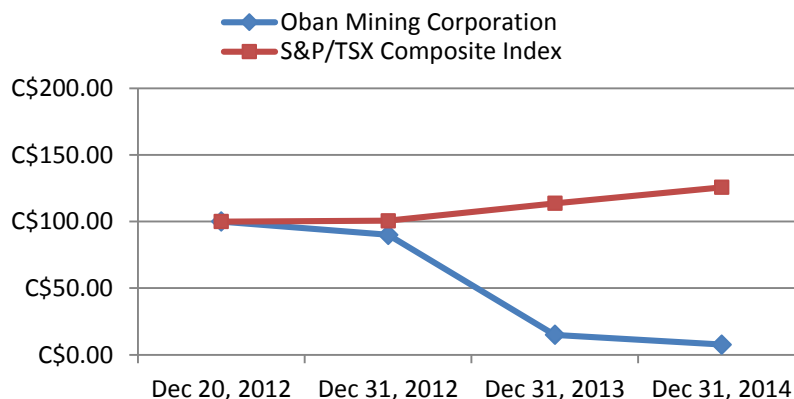
Base salaries are fixed in amount thus do not encourage risk taking. While annual incentive awards and bonuses focus on the achievement of short term or annual goals and short term goals may encourage the taking of short-term risks at the expense of long term results, the Corporation's annual incentive award program represents a small percentage of employees' total compensation opportunities. Annual incentive awards are based on various personal and company-wide achievements.

Funding of any annual incentive awards is capped at the company level and the distribution of funds to the executive officers is at the discretion of the CG&C Committee.

Option awards are important to further align NEOs' interests with those of the Shareholders. The ultimate value of the awards is tied to the Corporation's stock price and, since awards are staggered and subject to long-term vesting schedules, they help ensure that NEOs have significant value tied to long-term stock price performance.

Performance Graph

The following graph compares the yearly percentage change in the cumulative total Shareholder return for \$100 invested in the Common Shares on December 20, 2012 (the day the Common Shares began trading on the Toronto Stock Exchange (the "TSX")) against the cumulative total return of the S&P/TSX Composite Index for the period ending on December 31, 2014.



The amounts indicated in the graph above and in the chart below are as of December 20, 2012 and December 31 in each of the years 2012, 2013 and 2014.

Year	December 20, 2012	December 31, 2012	December 31, 2013	December 31, 2014
Common Shares ⁽¹⁾	100.00	90.00	15.00	7.64
S&P/TSX Composite Index	100.00	100.55	113.62	125.61

Notes:

(1) Based on the trading price for the Common Shares on the TSX on December 20, 2012.

The performance graph above shows a downward trend in the price of the Common Shares. During the same period, total compensation paid to the Corporation's NEOs also decreased, particularly when consideration is given to the fact that the compensation for the NEOs prior to the completion of the Business Combination did not correspond to a commitment of 100% of the NEOs' time to the Corporation. Summary Compensation Table

The following table provides information for the Last Financial Year, and financial years ended December 31, 2013 and December 31, 2012 regarding compensation earned by the Corporation's NEOs.

Name and principal position	Year Ended December 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			
Jose Vizquerra Benavides <i>President & CEO</i>	2014	256,250	Nil	570,871 ⁽⁴⁾	Nil	Nil	Nil	Nil	827,121
	2013	125,000	Nil	Nil	Nil	Nil	Nil	Nil	125,000
	2012	125,000	Nil	1,351,446 ⁽⁵⁾	31,250 ⁽⁷⁾	Nil	Nil	Nil	1,507,696
Blair Zaritsky <i>CFO & Corporate Secretary</i>	2014	205,000	Nil	171,261 ⁽⁴⁾	Nil	Nil	Nil	Nil	376,261
	2013	100,000	Nil	Nil	Nil	Nil	Nil	Nil	100,000
	2012	94,796 ⁽²⁾	Nil	405,433 ⁽⁵⁾	21,875 ⁽⁷⁾	Nil	Nil	Nil	522,104
Gernot Wober <i>VP, Exploration</i>	2014	215,250	Nil	171,261 ⁽⁴⁾	Nil	Nil	Nil	Nil	386,511
	2013	105,000	Nil	Nil	Nil	Nil	Nil	Nil	105,000
	2012	64,167 ⁽³⁾	Nil	407,091 ⁽⁶⁾	Nil	Nil	Nil	40,000 ⁽⁸⁾	511,258

Notes:

- (1) Each NEO of the Corporation devoted 50% of their time to the Corporation and 50% to OEL during each of the periods covered prior to the completion of the Business Combination, after which time each of the NEOs devoted 100% of their time to the Corporation.
- (2) As of June 1, 2012, Mr. Zaritsky's annual base salary was increased from \$87,500 to \$100,000. \$94,796 represents Mr. Zaritsky's former base salary of \$87,500 on a pro-rata basis for five months and his base salary of \$100,000 on a pro-rata basis for the final seven months of the period.
- (3) Based on an annual salary of \$105,000, pro-rated for six months beginning on June 1, 2012.
- (4) On April 22, 2014 the Corporation granted 3,500,000 Options to Mr. Benevides, 1,050,000 Options to Mr. Zaritsky and 1,050,000 Options to Mr. Wober with an expiry date of April 22, 2019 and an exercise price of \$0.22 per Common Share. These Options were granted as replacements for the options that were cancelled in connection with the Business Combination. One-third of the Options vested on the date of grant and the remaining thirds vested on each of the first and second anniversaries of April 22, 2014. The fair value of these Options at the date of grant was estimated using the Black-Scholes option pricing model with the following assumptions: five year expected term; 99.7% volatility; risk-free interest rate of 1.59% per annum; and a dividend yield of 0%. The fair value of the cancelled options at the date of grant was estimated using the Black-Scholes option pricing model with the following assumptions: five year expected term; 99.7% volatility; risk-free interest rate of 1.59% per annum; and a dividend yield of 0%. The incremental fair value shown above is equal to the difference between the value of the Options granted and the value of the options that were cancelled. Additional information relating to the Business Combination can be found in the Corporation's annual information form for the year ended December 31, 2014, and the Corporation's management information circular dated March 11, 2014, both of which are available under the Corporation's issuer profile on SEDAR at www.sedar.com

- (5) On June 1, 2012, the Corporation granted Mr. Wober 900,000 Options with an expiry date of June 1, 2017 and an exercise price of \$0.60 per Common Share. One-third of the Options vested on the date of grant and the remaining thirds vested on each of the first and second anniversaries of June 1, 2012. The fair value of these Options at the date of grant was estimated using the Black-Scholes option pricing model with the following assumptions: five year expected term; 102.29% volatility; risk-free interest rate of 1.06% per annum; and a dividend yield of 0%.
- (6) On April 2, 2012, the Corporation granted 3,000,000 Options to Mr. Benavides and 900,000 Options to Mr. Zaritsky with an expiry date of April 2, 2017 and an exercise price of \$0.60 per Common Share. One-third of the Options vested on the date of grant and the remaining thirds vested on the first and second anniversaries of April 2, 2012. The fair value of these Options at the date of grant was estimated using the Black-Scholes option pricing model with the following assumptions: five year expected term; 101% volatility; risk-free interest rate of 1.47% per annum; and a dividend yield of 0%.
- (7) Represents bonus award based on the Board's assessment of the performance of the NEO, including the success and contribution in developing and executing the Corporation's business plan and strategic initiative.
- (8) Represents remuneration for moving expenses and other relocation benefits provided to Mr. Wober in connection with his relocation to Toronto from Alaska.

Incentive Plan Awards

The following table provides information regarding the incentive plan awards outstanding for each NEO as of December 31, 2014.

Outstanding Share Awards and Option Awards

Name	Option-based Awards				Share-based Awards		
	Number of Common Shares underlying unexercised Options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money Options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out of distributed
Jose Vizquerra Benavides	3,500,000	0.22	April 22, 2019	Nil	N/A	N/A	N/A
Blair Zaritsky	1,050,000	0.22	April 22, 2019	Nil	N/A	N/A	N/A
Gernot Wober	1,050,000	0.22	April 22, 2019	Nil	N/A	N/A	N/A

Notes:

- (1) Calculated based on the difference between the market price of the Common Shares on December 31, 2014 and the exercise price of the Options. The closing price of the Common Shares as listed on the TSX on December 31, 2014 was \$0.12.

The following table sets forth, for each of the NEOs, the value of all incentive plan awards that vested during the year ended December 31, 2014.

Incentive Plan Awards – Value Vested or Earned During the Year

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Jose Vizquerra Benavides	Nil	N/A	N/A
Blair Zaritsky	Nil	N/A	N/A
Gernot Wober	Nil	N/A	N/A

Notes:

- (1) This is the aggregate dollar value that would have been realized if the Options vested during the year had been exercised on their respective vesting dates.

Pension Plan Benefits

As at the date of this Circular, the Corporation does not have any pension plans.

Termination and Change of Control Benefits

Pursuant to an employment agreement between the Corporation and Jose Vizquerra Benavides dated April 2, 2012 and entered into when the Corporation was a private company, in the event that Mr. Benavides's employment is terminated by the Corporation without cause, the Corporation shall pay to Mr. Benavides 24 months' salary and accrued vacation, and "salary" shall mean the per annum salary in effect at the time of such termination and any bonus paid under the agreement in the year of or year prior to the year of termination. The Corporation, during said severance period, shall maintain any health, medical disability and life insurance coverage, or in the alternative, shall compensate Mr. Benavides the cost of alternative comparative coverage he obtains to replace said coverage. Any Options that would automatically vest during said period shall vest to the benefit of Mr. Benavides, and any Options so vested shall be exercised within the earlier of (i) the date of expiry and (ii) 30 days of the end of the 24-month period from the date of Mr. Benavides' termination (or the maximum period permitted by applicable regulations, if 30 days from the end of the 24-month period following the date of Mr. Benavides' termination is not permitted).

In addition, in the event of a Change in Control (as defined below), Mr. Benavides shall have the right, for a period of 120 days, to terminate his employment and become entitled to the termination rights summarized above. "**Change in Control**" means the occurrence of any one or more of the following events: (i) the Corporation is not the surviving entity in a merger, amalgamation or other reorganization (or survives only as a subsidiary of an entity other than a previously wholly-owned subsidiary of the Corporation); (ii) the Corporation sells all or substantially all of its assets to any other person or entity (other than a wholly-owned subsidiary of the Corporation); (iii) the Corporation is to be dissolved and liquidated; (iv) any person, entity or group of persons, or entities acting jointly or in concert acquires or gains ownership or control (including, without limitation, the power to vote) more than 30% of the Corporation's outstanding voting securities; or (v) as a result of or in connection with (A) the contested election of directors or (B) a transaction referred to above whereby the persons who were directors of the Corporation before such election shall cease to constitute a majority of the Board.

Pursuant to an employment agreement between the Corporation and Blair Zaritsky dated April 2, 2012 and entered into when the Corporation was a private company, in the event that Mr. Zaritsky's employment is terminated by the Corporation without cause, the Corporation shall pay to Mr. Zaritsky 24 months' salary and accrued vacation, and "salary" shall mean the per annum salary in effect at the time of such termination and any bonus paid under the agreement in the year of or year prior to the year of termination. The Corporation, during said severance period, shall maintain any health, medical disability and life insurance coverage, or in the alternative shall compensate Mr. Zaritsky the cost of alternative comparative coverage he obtains to replace said coverage. Any Options that would automatically vest during said period shall vest to the benefit of Mr. Zaritsky, and any Options so vested shall be exercised within the earlier of (i) the date of expiry and (ii) 30 days of the end of the 24-month period from the date of Mr. Zaritsky's termination (or the maximum period permitted by applicable regulations, if 30 days from the end of the 24-month period following the date of Mr. Zaritsky's termination is not permitted). In addition, in the event of a Change in Control (as defined above), Mr. Zaritsky shall have the right, for a period of 120 days, to terminate his employment and become entitled to the termination rights summarized above.

Pursuant to an employment agreement between the Corporation and Gernot Wober dated April 2, 2012 and entered into when the Corporation was a private company, in the event that Mr. Wober's employment is terminated by the Corporation without cause, the Corporation shall pay to Mr. Wober 24 months' salary and accrued vacation, and "salary" shall mean the per annum salary in effect at the time of such termination and any bonus paid under the agreement in the year of or year prior to the year of termination. The Corporation, during said severance period, shall maintain any health, medical disability and life insurance coverage, or in the alternative shall compensate Mr. Wober the cost of alternative comparative coverage he obtains to replace said coverage. Any Options that would automatically vest during said period shall vest to the benefit of Mr. Wober, and any Options so vested shall be exercised within the earlier of (i) the date of expiry and (ii) 30 days of the end of the 24-month period from the date of Mr. Wober's termination (or the maximum period permitted by applicable regulations, if 30 days from the end of the 24-month period following the date of Mr. Wober's termination is not permitted). In addition, in the event of a

Change in Control (as defined above), Mr. Wober shall have the right, for a period of 120 days, to terminate his employment and become entitled to the termination rights summarized above.

The following shows the estimated incremental payments that would be payable to each of the NEOs of the Corporation in the event of a change of control or termination without cause of such NEOs on December 31, 2014.

Name	Estimated Change of Control Payment	Estimated Termination Without Cause Payment
Jose Vizquerra Benavides	\$512,500	\$512,500
Blair Zaritsky	\$410,000	\$410,000
Gernot Wober	\$430,500	\$430,500

Director Compensation

The Board determines the level of compensation for directors, based on recommendations from the CG&C Committee. The Board is responsible for reviewing the compensation of members of the Board to ensure that the compensation realistically reflects the responsibilities and risks involved in being an effective director. During the Last Financial Year, the Board established a cash compensation program for its directors with respect to general directors' duties, meeting attendance or for additional service on Board committees. The Board determined, based on recommendations by the CG&C Committee, to provide \$20,000 in annual cash compensation to each member of the Board, an additional \$10,000 for the Chair of the Audit Committee and an additional \$10,000 for the Chair of the CG&C Committee.

Directors may receive Option grants as determined by the Board pursuant to the Option Plan. The exercise price of such Options is determined by the Board, but shall in no event be less than the market price of the Common Shares at the time of the grant of the Options, less any permissible discounts pursuant to the Option Plan and the policies of the TSX.

Director Compensation Table

The following table provides information regarding compensation paid to the Corporation's directors, other than Jose Vizquerra Benavides, during the financial year ended December 31, 2014. Compensation for Mr. Benavides is fully reflected under the heading "*Executive Compensation – Summary Compensation Table*".

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards ⁽¹⁾ (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
John Burzynski	30,000	Nil	47,300	N/A	N/A	Nil	77,300
Patrick Anderson	20,000	Nil	40,777	N/A	N/A	Nil	60,777
Keith McKay	30,000	Nil	40,777	N/A	N/A	Nil	70,777
Robert Wares	20,000	Nil	40,777	N/A	N/A	N/A	60,777
Bernardo Calderon ⁽²⁾	14,438	Nil	40,777	N/A	N/A	N/A	55,215

Notes:

(1) On April 22, 2014 the Corporation granted 290,000 Options to Mr. Burzynski and 250,000 Options to Mr. Anderson, Mr. McKay, Mr. Wares and Mr. Calderon with an expiry date of April 22, 2019 and an exercise price of \$0.22 per Common Share. These Options were granted as replacements for the options that were cancelled in connection with the Business Combination. The Options vest as to one-third on the date of grant and remaining thirds each vesting on the first and second anniversaries of April 22, 2014. The fair value of these Options at the date of grant was estimated using the Black-Scholes option pricing model with the following assumptions: five year expected term; 99.7% volatility; risk-free interest rate of 1.59% per annum; and a dividend yield of 0%. The fair value of the cancelled options at the date of grant was estimated using the Black-Scholes option pricing model with the following assumptions: five year expected term; 99.7% volatility; risk-free interest rate of 1.59% per annum; and a dividend yield of 0%. The incremental fair value shown above is equal to the difference between the value of the Options granted and the value of the options that were

cancelled. Additional information relating to the Business Combination can be found in the Corporation's annual information form for the year ended December 31, 2014, and the Corporation's management information circular dated March 11, 2014, both of which are available under the Corporation's issuer profile on SEDAR at www.sedar.com

- (2) Mr. Calderon was appointed as a director of the Corporation effective April 14, 2014.

Incentive Plan Awards

The following table provides information regarding the incentive plan awards for each director, other than Jose Vizquerra Benavides, outstanding as of December 31, 2014.

Outstanding Share Awards and Options Awards

Name	Option-based Awards				Share-based Awards		
	Number of Securities underlying unexercised Options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money Options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out of distributed
John Burzynski	290,000	0.22	April 22, 2019	Nil	N/A	N/A	N/A
Patrick Anderson	250,000	0.22	April 22, 2019	Nil	N/A	N/A	N/A
Keith McKay	250,000	0.22	April 22, 2019	Nil	N/A	N/A	N/A
Robert Wares	250,000	0.22	April 22, 2019	Nil	N/A	N/A	N/A
Bernardo Calderon ⁽²⁾	250,000	0.22	April 22, 2019	Nil	N/A	N/A	N/A

Notes:

- (1) Calculated based on the difference between the market price of the Common Shares on December 31, 2014 and the exercise price of the Options. The closing price of the Common Shares as listed on the TSX on December 31, 2014 was \$0.12.
 (2) Mr. Calderon was appointed as a director of the Corporation effective April 14, 2014.

The following table provides information regarding the value vested or earned on incentive plan awards for each director, other than Jose Vizquerra Benavides, during the year ended December 31, 2014.

Incentive Plan Awards – Value Vested or Earned During the Year

Name	Option awards - Value vested during year ⁽¹⁾ (\$)	Share awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
John Burzynski	Nil	N/A	Nil
Patrick Anderson	Nil	N/A	Nil
Keith McKay	Nil	N/A	Nil
Robert Wares	Nil	N/A	Nil
Bernardo Calderon ⁽²⁾	Nil	N/A	Nil

Notes:

- (1) This is the aggregate dollar value that would have been realized if the Options vested during the year had been exercised on their respective vesting dates.
 (2) Mr. Calderon was appointed as a director of the Corporation effective April 14, 2014.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Stock Option Plan

The Option Plan is the Corporation's only equity compensation plan. The Option Plan is a rolling stock option plan, under which 10% of the outstanding Common Shares at any given time are available for issuance thereunder. The purpose of the Option Plan is to attract, retain and motivate persons as directors, officers, employees and consultants of the Corporation and any subsidiaries (hereinafter "**Optionees**"), and to advance the interests of the Corporation by providing such persons with the opportunity, through Options, to acquire an increased proprietary interest in the Corporation.

The following information is intended to be a brief description and summary of the material features of the Option Plan. The full text of the Option Plan is attached hereto as Schedule "B".

The maximum aggregate number of Common Shares reserved by the Corporation for issuance and which may be purchased upon the exercise of all Options shall not exceed 10% of the issued and outstanding Common Shares (on a non-diluted basis). As a result, should the Corporation issue additional Common Shares in the future, the number of Common Shares issuable under the Option Plan will increase accordingly. The Option Plan is considered an "evergreen" plan, since the Common Shares covered by Options which have been exercised shall be available for subsequent grants under the Option Plan, and the number of Options available to grant increases as the number of issued and outstanding Common Shares increases.

1. Options may be granted by the Corporation pursuant to the recommendations of the Board from time to time, provided and to the extent that such decisions are approved by the Board. Subject to the provisions of the Option Plan, the number of Common Shares subject to each Option, the Option Price (as defined in the Option Plan), the expiration date of each Option, the extent to which each Option is exercisable from time to time during the term thereof, and other terms and conditions relating to each such Option, shall be determined by the Board. At no time shall the period during which an Option is exercisable exceed five years, and the Option Price shall in no circumstances be lower than the market price (being the closing price of the shares of the Corporation on the TSX) of the Common Shares. Options cannot be assigned or transferred.
2. The maximum number of Common Shares which may be issued to any one Optionee under the Option Plan together with any Share Compensation Arrangement (as defined in the Option Plan) in any 12 month period shall not exceed 5% of the number of Common Shares outstanding (on a non-diluted basis) from time to time, unless disinterested Shareholder approval is obtained pursuant to the policies of the TSX or any stock exchange or regulatory authority having jurisdiction over the securities of the Corporation.
3. The maximum number of Common Shares which may issuable to all Insiders (as defined in the Option Plan) at any time under this Option Plan together with any other Share Compensation Arrangement shall not exceed 10% of the Common Shares outstanding (on a non-diluted basis) from time to time. The number of Common Shares issued to Insiders within any one year period pursuant to all of the Corporation's Share Compensation Arrangements shall not exceed 10% of the number of outstanding Common Shares on a non-diluted basis.
4. Options granted to any director, officer, employee or consultant must expire within 90 days after such person ceases to be in at least one of those categories (or within 30 days for an investor relations employee), or such longer period as may be determined by the Board, provided that such extension shall not be granted beyond the original expiry date of the Option. Options shall not be affected by any change of employment or status of the Optionee where the Optionee remains eligible for participation in the Option Plan.
5. In the event of certain transactions affecting the ownership or assets of the Corporation, Optionees shall, upon notice from the Corporation, be entitled to exercise their Options to the full amount of the Common

Shares remaining at that time during the period provided by the notice (but in no event later than the expiry date of the Option).

6. In the event that no specific determination is made by the Board, any Options granted shall vest on the date of the grant, subject to limited exceptions.
7. The board of directors may amend the Option Plan at any time, and without Shareholder approval, provided however, that no such amendment may materially and adversely affect any Option previously granted to an Optionee without the consent of the Optionee, except to the extent required by law. Any such amendment shall be subject to the receipt of requisite regulatory approval including, without limitation, the approval of any stock exchange upon which the shares may trade from time to time, provided, however, that no such amendment may: (i) increase the maximum number of Common Shares that may be optioned under the Option Plan; (ii) change the manner of determining the minimum exercise price; or (iii) effect a reduction in the exercise price or extension of the term of any Options granted to an insider of the Corporation, unless Shareholder and regulatory approval is obtained. Any amendments to the terms of an Option under the Option Plan shall also require regulatory approval, including without limitation, the approval of any stock exchange upon which the shares may trade from time to time. For greater certainty, the board of directors may make the following amendments without seeking the approval of the Shareholders:
 - (a) amendments to the Option Plan to rectify typographical errors and/or to include clarifying provisions for greater certainty;
 - (b) amendments to the vesting provisions of a security or the Option Plan;
 - (c) amendments to the termination provisions of a security or the Option Plan which does not entail an extension beyond the original expiry date thereof;
 - (d) amendments to the exercise price (so long as any reduction does not cause the exercise price to go below the market price of the Common Shares (as defined in the Option Plan) (unless such amendment would benefit "insiders" as defined in the *Securities Act* (Ontario)); and
 - (e) the inclusion of cashless exercise provisions in the Option Plan or in any option granted thereunder, which provide for a full deduction of the number of underlying securities from the Option Plan reserve.
8. Except where not permitted by the TSX, if an Option expiration date falls within a Black-Out Period (as defined in the Option Plan) or within ten business days of the end of a Black-Out Period, the term of such Option shall be extended to the date which is ten business days following the end of such Black-Out Period.

Equity Compensation Plan Information

The following table provides details of the equity securities of the Corporation authorized for issuance as of the financial year ended December 31, 2014 pursuant to the Option Plan currently in place.

Option Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) ⁽¹⁾
Equity compensation plans approved by securityholders	N/A	N/A	N/A
Equity compensation plans not approved by securityholders ⁽²⁾	7,040,000	\$0.22	2,948,156
Total	7,040,000⁽³⁾	\$0.22	2,948,156

Notes:

- (1) Based on a total of 9,988,156 Options issuable pursuant to the Option Plan representing 10% of the Corporation's issued and outstanding share capital of 99,881,561 Common Shares as at December 31, 2014.
- (2) Stock option plans and other security based compensation arrangements which have been adopted prior to an issuer listing on TSX and are in effect upon listing on the TSX must be in compliance with TSX requirements. However, such arrangements do not need to be approved by the security holders at the time of listing on the TSX. Within three years after institution, and within every three years thereafter, listed issuers must obtain security holder approval for rolling stock option plans in order to continue to grant awards. Shareholders will be asked to consider the Option Plan Resolution to approve the Option Plan at the Meeting. See "*Business of the Meeting - Approval of the Stock Option Plan*".
- (3) As at December 31, 2014, the Corporation had 7,040,000 Options issued and outstanding representing approximately 7.05% of the issued and outstanding Common Shares with a total of 2,948,156 Options available for future issuance under the Option Plan.

BUSINESS OF THE MEETING

Financial Statements

The Shareholders will receive and consider the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2014, together with the auditor's report thereon.

Appointment of Auditors

KPMG LLP, Chartered Accountants ("**KPMG**") are the independent registered certified auditors of the Corporation. KPMG were first appointed auditors of the Corporation on August 9, 2011.

Unless the Shareholder has specifically instructed in the form of proxy that the Common Shares represented by such proxy are to be withheld or voted otherwise, the persons named in the accompanying proxy will vote FOR the re-appointment of KPMG as auditors of the Corporation to hold office until the next annual meeting of Shareholders or until a successor is appointed and to authorize the Board to fix the remuneration of the auditors.

Election of Directors

The Corporation's articles provide that the Board consist of a minimum of three (3) and a maximum of ten (10) directors. At the Meeting, the following six (6) persons named hereunder will be proposed for election as directors of the Corporation. Management 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, it is intended that discretionary authority shall be exercised by the persons named in the proxy to vote the proxy for the election of any other person or persons in place of any nominee or nominees unable to serve. Each director elected will hold office until the close of the next annual meeting of Shareholders, or until his successor is duly elected unless prior thereto he resigns or his office becomes vacant by reason of death or other cause.

Majority Voting for Directors

The Board has adopted a policy requiring that, in an uncontested election of directors, any nominee who receives a greater number of votes "withheld" than votes "for" will tender a resignation to the Chairman of the Board promptly following the Meeting. The CG&C Committee will consider the offer of resignation and, except in special circumstances, will recommend that the Board accept the resignation. The Board will make its decision and announce it in a press release within 90 days following the Meeting, including the reasons for rejecting the resignation, if applicable. The nominee will not participate in any CG&C Committee or Board deliberations on the resignation offer. The policy does not apply in circumstances involving contested director elections.

Nominees

The following table sets forth the name of all persons proposed to be nominated for election as directors, their place of residence, position held, and periods of service with, the Corporation, or any of its affiliates, their principal occupations and the approximate number of Common Shares beneficially owned, controlled or directed, directly or indirectly, by them.

Shareholders have the option to (i) vote for all of the directors of the Corporation listed in the table below; (ii) vote for some of the directors and withhold for others; or (iii) withhold for all of the directors. **Unless the Shareholder has specifically instructed in the form of proxy that the Common Shares represented by such proxy are to be withheld or voted otherwise, the persons named in the proxy will vote FOR the election of each of the proposed nominees set forth below as directors of the Corporation.**

Name, Province or State and Country of Residence	Director Since	Present Principal Occupation and Positions Held during the Preceding Five Years	Number of Common Shares beneficially owned or controlled, directly or indirectly ⁽¹⁾
Jose Vizquerra Benavides <i>Ontario, Canada</i>	December 2011	Currently, President and CEO of the Corporation; formerly, President and CEO of Oban Exploration Limited; Head of Project Evaluations, Cia. de Minas Buenaventura S.A.A; Exploration Geologist, Goldcorp Canada Ltd.	2,455,046
John Burzynski ⁽²⁾⁽³⁾ <i>Ontario, Canada</i>	February 2010	Senior Vice President, New Business Development and Director, Osisko Gold Royalties Ltd since June 2014; prior thereto, Vice President, Corporate Development, Osisko Mining Corporation.	7,147,950
Patrick Anderson ⁽²⁾⁽³⁾ <i>Ontario, Canada</i>	August 2012	Chief Executive Officer, Dalradian Resources Inc.; prior thereto, President and Chief Executive Officer, Aurelian Resources Inc.	Nil
Keith McKay ⁽²⁾ <i>Ontario, Canada</i>	August 2012	Chief Financial Officer and Corporate Secretary, Dalradian Resources Inc.; prior thereto, Chief Financial Officer, Continental Gold Limited; Chief Financial Officer, Andina Minerals Inc.; Vice President and Chief Financial Officer, Aurelian Resources Inc.	100,000
Robert Wares ⁽³⁾ <i>Québec, Canada</i>	January 2013	President and Chief Executive Officer, NioGold Mining Corporation; prior thereto, Senior Vice President, Exploration and Resource Development, Osisko Mining Corporation.	1,928,325
Bernardo Calderon ⁽²⁾⁽³⁾ <i>Ontario, Canada</i>	April 2014	President and Chief Executive Officer, Analytica Mineral Services.	304,666

Notes:

- (1) The information with respect to the Common Shares beneficially owned, controlled or directed is not within the direct knowledge of the Corporation and has been furnished by the respective individuals.
- (2) Member of the Audit Committee. Mr. McKay is the Chair.
- (3) Member of the CG&C Committee. Mr. Wares is the Chair.

As a group, the current and proposed directors beneficially own, control or direct, directly or indirectly, 11,935,988 Common Shares, representing approximately 9.96% of the issued and outstanding Common Shares.

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No proposed Board nominee or current Board member is, as of the date hereof, or has been, within 10 years before the date of this hereof, a director, chief executive officer or chief financial officer of any company (including the Corporation) that:

1. was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued while such individual was acting in the capacity as director, chief executive officer or chief financial officer; or

2. was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after such individual ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while such proposed director was acting in the capacity as director, chief executive officer or chief financial officer.

No proposed Board nominee or current Board member (or any personal holding company of any such individual) is, as of the date of this hereof, or has been within ten years before the date of the date hereof, a director or executive officer of any company (including the Corporation) that, while such individual 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.

No proposed Board nominee or current Board member (or any personal holding company of any such individual) has, within the ten years before the date hereof, 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 such individual.

No proposed Board nominee or current Board member (or any personal holding company of any such individual) has been subject to:

1. 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
2. any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in deciding whether to vote for the proposed Director.

Approval of the Stock Option Plan

The current Option Plan was adopted on June 1, 2011 and has not been approved by the Shareholders since the Corporation completed its initial public offering on December 20, 2012. A summary of the Option Plan is included above under the heading "*Securities Authorized For Issuance Under Equity Compensation Plans – Stock Option Plan*". The full text of the Option Plan is set out in Schedule "B" to this Circular.

Section 613(a) of the TSX Company Manual provides that every three years after the institution of a security-based compensation arrangement which does not have a fixed maximum number of securities issuable under it, all unallocated rights, options or other entitlements under such security-based compensation arrangement must be approved by a majority of the issuer's directors and by the issuer's security holders. The Option Plan is a "rolling plan" which provides that the maximum number of Common Shares made available for the Plan shall be determined from time to time by the Board but, in any case, shall not exceed 10% of the total number of Common Shares issued and outstanding from time to time. Based on the foregoing, approval of the Shareholders is being sought at the Meeting to approve the unallocated awards under the Option Plan.

As of the date hereof, 119,881,561 Common Shares were outstanding, 7,040,000 Common Shares (representing approximately 5.87% of the outstanding Common Shares) were reserved for issuance in connection with the grant of options under the Option Plan and 4,948,156 Common Shares (representing approximately 4.13% of the outstanding Common Shares) remained available for issuance in connection with future grants of options under the Option Plan.

The Board approved certain amendments to the Option Plan effective as of May 25, 2015 (the "**Amendments**"), including the addition of an insider participation limit and certain other limitations, as well as a provision setting out certain events under which disinterested shareholder approval is required. As a result of such amendments, the following text was added to Section 3 of the Option Plan:

"The maximum number of shares which may be issued to any one optionee under this Plan together with any Share Compensation Arrangement in any 12 month period shall not exceed 5% of the number

of shares outstanding (on a non-diluted basis) from time to time, unless disinterested shareholder approval is obtained pursuant to the policies of the TSX or any stock exchange or regulatory authority having jurisdiction over the securities of the Corporation.

The maximum number of shares which may issuable to all Insiders at any time under this Plan together with any other Share Compensation Arrangement shall not exceed 10% of the shares outstanding (on a non-diluted basis) from time to time. The number of shares issued to Insiders within any one year period pursuant to all of the Corporation's Share Compensation Arrangements shall not exceed 10% of the number of outstanding shares on a non-diluted basis.

For the purpose of this Plan, "Insider" shall have the meaning ascribed to such term in the TSX Company Manual. For the purposes of this Plan, "Share Compensation Arrangement" means a stock option, stock option plan, employee stock purchase plan or any other compensation or incentive mechanism involving the issuance or potential issuance of shares to one or more service providers for the Corporation, including a share purchase from treasury which is financially assisted by the Corporation by way of a loan, guarantee or otherwise."

At the Meeting, Shareholders will be asked to consider, and if deemed advisable, to pass, with or without variation, a resolution (the "**Option Plan Resolution**") approving the Option Plan:

"BE IT RESOLVED, as an ordinary resolution of the Shareholders, that:

1. the Corporation's stock option plan attached as Schedule "B" to the Corporation's management information circular dated May 14, 2015 be and is hereby ratified, confirmed and approved;
2. all unallocated rights, options or other entitlements under the Corporation's stock option plan attached as Schedule "B" to the Corporation's management information circular dated May 14, 2015 be and are hereby ratified, confirmed and approved until June 25, 2018; and
3. the Amendments (as defined in the Corporation's management information circular dated May 14, 2015) be and are hereby ratified, confirmed and approved."

The Corporation's board of directors recommends that Shareholders vote FOR the approval of the Option Plan Resolution. In the absence of a contrary instruction, the persons named in the form of proxy accompanying this Circular intend to vote FOR the Option Plan Resolution.

If the Option Plan Resolution is not approved, any unallocated rights, options or other entitlements under the Option Plan will not be available for future grants and previously granted options will not be available for reallocation if they are cancelled prior to exercise. Whether or not the Option Plan Resolution is approved, all options already granted and currently outstanding under the Option Plan will remain in effect.

Unless the Shareholder has specifically instructed in the form of proxy that the Common Shares represented by such proxy are to be withheld or voted otherwise, the persons named in the accompanying proxy intend to vote FOR the Option Plan Resolution.

Other Matters

Management of the Corporation knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice. However, if any other matter properly comes before the Meeting, the form of proxy furnished by the Corporation will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

STATEMENT OF CORPORATE GOVERNANCE

The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Corporation. The Board is committed to a high standard of corporate governance practices. The Board believes that this commitment is not only in the best interest of the Shareholders, but that it also promotes effective decision making at the Board level. The Board has adopted the Code of Conduct to encourage and promote a culture of ethical business conduct amongst the directors, officers, employees and consultants of the Corporation. The Code is available under the Corporation's issuer profile on SEDAR at www.sedar.com. See "*Statement of Corporate Governance – Ethical Business Conduct*".

The Board encourages and promotes an overall culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations, and advocating awareness of the guidelines and policies detailed in the Code of Conduct. Through its meetings with management and other informal discussions with management, the Board believes the Corporation's management team likewise promotes and encourages a culture of ethical business conduct throughout the Corporation's operations, and the management team is expected to monitor the activities of the Corporation's employees, consultants and agents in that regard.

Board of Directors

NI 58-101 defines an "independent director" as a director who has no direct or indirect "material relationship" with the issuer. A "material relationship" is as a relationship which could be, in the view of the board of directors of a company, reasonably expected to interfere with the exercise of a member's independent judgment.

The Board believes that it functions independently of management, and reviews its procedures on an ongoing basis to ensure that it is functioning independently of management. The Board meets without management present, as circumstances require. When conflicts arise, interested parties are precluded from voting on matters in which they may have an interest. In light of the suggestions contained in National Policy 58-201 – *Corporate Governance Guidelines* ("**NP 58-201**"), the Board convenes meetings, as deemed necessary, of the independent directors, at which non-independent directors and members of management are not in attendance. During the Last Financial Year, the Board held Nil meetings at which non-independent directors and members of management were not in attendance.

The Board is currently comprised of six directors being Mr. Jose Vizquerra Benavides, Mr. John Burzynski, Mr. Patrick Anderson, Mr. Keith McKay, Mr. Robert Wares and Mr. Calderon. Messrs. Burzynski, Anderson, McKay, Wares and Calderon are independent within the meaning of NI 58-101. Jose Vizquerra Benavides is not independent as he is an officer of the Corporation and thereby has a "material relationship" with the Corporation.

Other Public Company Directorships

The following members of the Board currently hold directorships with other reporting issuers as set forth below.

Name of Director	Name of Reporting Issuers	Markets
Jose Vizquerra Benavides	Timmins Gold Corp.	TSX
John Burzynski	Condor Petroleum Inc. Osisko Gold Royalties Ltd.	TSX TSX
Patrick Anderson	Dalradian Resources Inc.	TSX
Keith McKay	Dalradian Resources Inc.	TSX
Robert Wares	Bowmore Exploration Ltd. Niogold Mining Corporation Wildcat Silver Inc. Komet Resources Inc.	TSX-V TSX-V TSX-V TSX-V

Meetings of the Board

The Board held seven (7) meetings during the year ended December 31, 2014. The members of the Board and their attendance are set forth in the table below.

Name of Director	Independent⁽¹⁾	Meeting Attendance
John Burzynski	Yes	7/7
Jose Vizquerra Benavides	No	7/7
Patrick Anderson	Yes	5/7
Keith McKay	Yes	7/7
Robert Wares	Yes	6/7
Bernardo Calderon ⁽²⁾	Yes	2/3

Notes:

- (1) To be considered independent, a member of the Board must not have any direct or indirect or "material relationship" with the Corporation. A material relationship is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a member's independent judgment.
- (2) Mr. Calderon was appointed as a director of the Corporation effective April 14, 2014.

Board Mandate

The Board has adopted a written Board mandate pursuant to which the Board assumes responsibility for the stewardship of the Corporation. The Board mandate is attached hereto as Schedule "A". The Board's primary responsibility is to develop and adopt the strategic direction of the Corporation and to, at least annually, review and approve a strategic plan as developed and proposed by management, which takes into account the business opportunities and risks of the Corporation. The Board is responsible for reviewing and approving the Corporation's financial objectives, plans and actions, including significant capital allocations and expenditures. The Board is also responsible for, among other things: (i) monitoring corporate performance against the strategic and business plans; (ii) identifying principal business risks and implementing appropriate systems to manage such risks; (iii) monitoring and ensuring internal control and procedures; (iv) ensuring appropriate standards of corporate conduct; (v) reviewing and approving financial statements and management's discussion and analysis; (vi) reviewing compensation of the members of the Board; (vii) reviewing and approving material transactions and annual budgets; (viii) developing the Corporation's approach to corporate governance; and (ix) assessing its own effectiveness in fulfilling its mandate.

The Board's mandate sets forth procedures relating to the Board's operations such as the size of Board and selection process, director qualifications, director orientation and continuing education, meetings and committees, evaluations, compensation and access to independent advisors. Pursuant to the Board's mandate, the Board is required to hold at minimum four scheduled meetings per year and directors are expected to attend a minimum of 75% of all meetings of the Board held in any given year.

Position Descriptions

Chairman of the Board

The Chairman of the Board is currently John Burzynski. The Board has developed and adopted a written position description for the Chairman of the Board, which is attached as Appendix "A" to the Board mandate which is attached hereto as Schedule "A". Pursuant to the written description, the Chairman is responsible for, among other things: (i) chairing all meetings of the Board in a manner that promotes meaningful discussion; (ii) together with the Lead Director, if any, providing leadership to enhance the Board's effectiveness by (a) ensuring that the responsibilities of the Board are well understood by both management and the Board, (b) ensuring that the Board works as a cohesive team with open communication, (c) ensuring that the resources available to the Board (in particular timely and relevant information) are adequate to support its work, (d) together with the CG&C Committee, ensuring that a process is in place by which the effectiveness of the Board and its committees (including

size and composition) is assessed at least annually, and (e) together with the CG&C Committee, ensuring that a process is in place by which the contribution of individual directors to the effectiveness of the Board is assessed at least annually; (iii) together with the Lead Director, if any, managing the Board (including delegation and succession planning); (iv) acting as a liaison between the Board and management to ensure that relationships between the Board and management are conducted in a professional and constructive manner; and (v) at the request of the Board, representing the Corporation to external groups, including Shareholders, community groups and governments. The Chairman is also responsible for working with the CG&C Committee to ensure that the Corporation is building a healthy governance culture.

Chief Executive Officer

The Chief Executive Officer of the Corporation is currently Jose Vizquerra Benavides. The Board has also developed and adopted a role statement for the Chief Executive Officer whose primary role is to take overall supervisory and managerial responsibility for the day to day operations of the Corporation's business and manage the Corporation in order to achieve the goals and objectives determined by the Board in the context of the Corporation's strategic plan. The Chief Executive Officer's responsibilities include, but are not limited to: (i) developing and maintain the Corporation's goal to operate to the highest standards of the mining industry; (ii) maintaining and developing with the Board strategic plans for the Corporation, and implementing such plans to the best abilities of the Corporation; (iii) providing quality leadership to the Corporation's staff and ensure that the Corporation's human resources are managed properly; (iv) providing high-level policy options, orientations and discussions for consideration by the Board; (v) together with any special committee appointed for such purpose, maintaining existing and developing new strategic alliances, and considering possible merger or acquisition transactions with other mining companies which will be constructive for the Corporation's business and which will help enhance Shareholder value; (vi) providing support, co-ordination and guidance to various responsible officers and managers of the Corporation; (vii) ensuring communications between the Corporation and major stakeholders, including most importantly the Shareholders, are managed in an optimum way and are made in accordance with applicable securities laws; (viii) providing timely strategic, operational and reporting information to the Board, and implementing its decisions in accordance with good governance, with the Corporation's policies and procedures, and within budget; (ix) acting as an entrepreneur and innovator within the strategic goals of the Corporation; (x) coordinating the preparation of an annual business plan or strategic plan; (xi) ensuring appropriate governance skills development and resources are made available to the Board; (xii) providing a culture of high ethics throughout the organization; and (xiii) taking primary responsibility for the administration of all of the Corporation's sub-areas and administrative practices.

Chairmen of the Audit and the Corporate Governance and Compensation Committees

The Board has developed and adopted a written position description for the Chairman of each of the Audit Committee and CG&C Committee, which delineate the role and responsibility of each Chairman and outline specific tasks, duties and responsibilities of the respective Chairman and committee in accordance with the recommendations set forth in NP 58-201.

Chairman of the Audit Committee

The Chairman of the Audit Committee is currently Keith McKay. The following are the primary responsibilities of the Chairman of the Audit Committee: (i) chairing all meetings of the committee in a manner that promotes meaningful discussion; (ii) ensuring adherence to the Audit Committee's charter and that the adequacy of the Audit Committee's charter is reviewed annually; (iii) providing leadership to the committee to enhance its effectiveness; (iv) ensuring that procedures as determined by the committee are in place for employees to submit confidential anonymous concerns, and for dealing with complaints received by the Corporation regarding accounting, internal controls and auditing matters; (v) managing the committee; and (vi) performing such other duties as may be delegated from time to time to the Chairman by the Board.

Chairman of the Corporate Governance and Compensation Committee

The Chairman of the CG&C Committee is currently Robert Wares. The following are the primary responsibilities of the Chairman of the CG&C Committee: (i) chairing all meetings of the committee in a manner that promotes

meaningful discussion; (ii) ensuring adherence to the committee's Charter and that the adequacy of the CG&C Committee's charter is reviewed annually; (iii) providing leadership to the committee to enhance its effectiveness; (iv) managing the committee; and (v) together with the Chairman of the Board, ensuring that the Board, committees of the Board, individual directors and senior management of the Corporation understand and discharge their duties and obligations under the approach to corporate governance adopted by the Board from time to time.

Orientation and Continuing Education

The Board, together with the CG&C Committee, is responsible for providing a comprehensive orientation and education program for new directors which deals with the role of the Board and its committees; the nature and operation of the business of the Corporation; and the contribution which individual directors are expected to make to the Board in terms of both time and resource commitments.

In addition, the Board, together with the CG&C Committee, is also responsible for providing continuing education opportunities to existing directors so that individual directors can maintain and enhance their abilities and ensure that their knowledge of the business of the Corporation remains current.

Ethical Business Conduct

The Board has adopted a written code of business conduct and ethics (the "**Code of Conduct**") to encourage and promote a culture of ethical business conduct amongst the directors, officers, employees and consultants of the Corporation. Copies of the Code of Conduct are available upon written request from the Chief Executive Officer or Chief Financial Officer of the Corporation. The Board is responsible for ensuring compliance with the Code of Conduct. There have been no departures from the Code of Conduct since its adoption.

To ensure the directors exercise independent judgment in considering transactions and agreements in which a director or officer has a material interest, all such matters are considered and approved by the independent directors. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors which evoke such a conflict.

The Corporation believes that it has adopted corporate governance procedures and policies which encourage ethical behavior by the Corporation's directors, officers and employees.

Nomination of Directors

The Board, the CG&C Committee and the individual directors hold the responsibility for the nomination and assessment of new directors. The Board seeks to achieve a balance of knowledge, experience and capability among the members of the Board. When presenting Shareholders with a slate of nominees for election, the Board considers the following:

1. the competencies and skills necessary for the Board as a whole to possess;
2. the competencies and skills necessary for each individual director to possess;
3. competencies and skills which each new nominee to the Board is expected to bring; and
4. whether the proposed nominees to the Board will be able to devote sufficient time and resources to the Corporation.

The Board also recommends the number of directors on the Board to Shareholders for approval, subject to compliance with the requirements of the *Business Corporations Act* (Ontario) (the "**OBCA**") and the Corporation's articles and by-laws. Between annual Shareholder meetings, the Board may appoint directors to serve until the next annual Shareholder meeting, subject to compliance with the requirements of the OBCA. Individual directors are responsible for assisting the Board in identifying and recommending new nominees for election to the Board, as needed or appropriate.

The Board will periodically assess the appropriate number of directors on the Board and whether any vacancies on the Board are expected due to retirement or otherwise. If vacancies are anticipated, or otherwise arise, or the size of the Board is expanded, the Board will consider various potential candidates for director. Candidates may come to the attention of the Board through current directors or management, Shareholders or other persons. These candidates will be evaluated at a regular or special meeting of the Board, and may be considered at any point during the year.

Compensation

The CG&C Committee reviews the compensation of the directors and senior officers. All of the members of the CG&C Committee are independent within the meaning of NI 58-101. The CG&C Committee reviews and makes recommendations to the Board regarding the granting of Options to directors and senior officers, compensation for senior officers, and directors' fees, if any, from time to time. Senior officers and directors may be compensated in cash and/or equity for their expert advice and contribution towards the success of the Corporation. The form and amount of cash compensation will be evaluated by the CG&C Committee, which will be guided by the following goals:

- compensation should be commensurate with the time spent by senior officers and directors in meeting their obligations and reflective of the compensation paid by companies similar to the Corporation in size, business and stage of development; and
- the structure of the compensation should be simple, transparent and easy for Shareholders to understand. Shareholders will be given the opportunity to vote on all new or substantially revised equity compensation plans for directors as required by regulatory policies.

Assessments

The Board does not consider formal assessments of its members and committees useful given the stage of the Corporation's business and operations and did not have any formal assessments given during the Last Financial Year, instead implementing a more informal assessment procedure. The Chairman of the Board plans to meet annually with each director individually, and facilitate a discussion of his contribution and that of other directors. When needed, time is set aside at a meeting of the Board for a discussion regarding the effectiveness of the Board and its committees. If appropriate, the Board then considers procedural or substantive changes to increase the effectiveness of the Board and its committees. On an informal basis, the Chairman of the Board is also responsible for reporting to the Board on areas where improvements can be made. Any agreed-upon improvements required to be made are implemented and overseen by the CG&C Committee. A more formal assessment process will be instituted if and when the Board considers it to be necessary.

Director Term Limits and Other Mechanisms of Board Renewal

As set forth above under "*Business of the Meeting – Election of Directors*", each director (if elected) serves until the next annual meeting of Shareholders or until his successor is duly elected or appointed. The Board does not currently have a limit on the number of consecutive terms for which a director may sit; while the Board has not experienced any turnover of directors since the Corporation became a reporting issuer, the Board expects appropriate levels of turnover through normal processes in the future.

Composition of the Board

The members of the Board have diverse backgrounds and expertise, and were selected on the belief that the Corporation and its stakeholders would benefit materially from such a broad range of talent and experience. As the need for new directors or executive officers arises, the Board and the CG&C Committee assess candidates on the basis of knowledge, industry experience, financial literacy, professional ethics and business acumen, among other factors. While the Board and the CG&C Committee recognize the potential benefits from new perspectives that could manifest through greater gender diversity and recognizes that diversity can enhance culture and create value for the Corporation and its stakeholders, the Corporation has not formally adopted a written diversity policy and, given the size and stage of development of the Corporation, the Board and the CG&C Committee do not at this time

formally consider the level of representation of women on the board or in senior management when identifying candidates for such positions. Currently, the number of women directors and executive officers of the Corporation is nil (or zero percent of current directors and executive officers, respectively). While the Corporation has not set a target with respect to the appointment of female directors or executive officers (in part due to not yet having had any turnover of directors and executive officers since the Corporation became a reporting issuer), the Corporation is committed to providing an environment in which all employees and directors are treated with fairness and respect, and have equal access to opportunities for advancement based on skills and aptitude.

AUDIT COMMITTEE INFORMATION

Additional information regarding the Audit Committee is contained in the AIF under the heading "*Audit Committee*" and a copy of the charter of the Audit Committee is attached to the AIF as Schedule "A". The AIF is available under the Corporation's issuer profile on SEDAR at www.sedar.com.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer, or employee of the Corporation or any of its subsidiaries, former director, executive officer, or employee of the Corporation or any of its subsidiaries, proposed nominee for election as director of the Corporation, or any associate of any of the foregoing, (i) has been or is indebted to the Corporation or any of its subsidiaries, at any time during its last completed fiscal year, or (ii) has had any indebtedness to another entity at any time during its last completed fiscal year which has been the subject of a guarantee, support agreement, letter of credit, or other similar arrangement provided by the Corporation or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Certain directors and executive officers of the Corporation, including Jose Vizquerra Benavides, John Burzynski, Blair Zaritsky and Gernot Wober had certain interests in connection with the Business Combination as such directors and executive officers held common shares of OEL and were also directors and officers of OEL. In connection with the Business Combination, all of the Common Shares held by the directors, officers and other insiders of the Corporation were treated identically and in the same manner under the Business Combination as Common Shares held by any other Shareholder. In addition, all previously outstanding options to acquire Common Shares were terminated with the consent of the former option holders and new options were granted by the Corporation in replacement upon completion of the Business Combination. The Business Combination and the issuance of the replacement options were approved by the vote of disinterested Shareholders on April 10, 2014, prior to the completion of the Business Combination. For additional information relating to the Business Combination, please see the Corporation's management information circular dated March 11, 2014 which is available under the Corporation's issuer profile on SEDAR at www.sedar.com.

To the knowledge of the Corporation, after reasonable enquiry, other than as disclosed herein, no informed person of the Corporation, any proposed nominee for election as a director, or any associate or affiliate of any informed person, or proposed nominee for election as a director has or had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect the Corporation or its subsidiaries since the commencement of the Corporation's most recently completed fiscal year.

ADDITIONAL INFORMATION

Additional information relating to the Corporation may be found under the Corporation's issuer profile on SEDAR at www.sedar.com. Inquiries including requests for copies of the Corporation's financial statements and management's discussion and analysis for the year ended December 31, 2014 may be directed to the Corporation at 150 York Street, Suite 410, Toronto, Ontario M5H 3S5, Attention: Jose Vizquerra Benavides, President and CEO. Additional financial information is provided in the Corporation's financial statements and management's discussion and analysis for the year ended December 31, 2014 which are also available under the Corporation's issuer profile on SEDAR at www.sedar.com.

APPROVAL

The contents of this Circular and the sending thereof to the Shareholders have been approved by the Board.

BY ORDER OF THE BOARD OF DIRECTORS

"Jose Vizquerra Benavides"

Jose Vizquerra Benavides
President, Chief Executive Officer and Director

SCHEDULE "A"

BOARD MANDATE

MANDATE FOR THE BOARD OF DIRECTORS

PURPOSE

The Board assumes responsibility for the stewardship of the Corporation.

Although Directors may be nominated by certain persons to bring special expertise or a point of view to Board deliberations, they are not chosen to represent a particular constituency. The best interests of the Corporation must be paramount at all times.

RESPONSIBILITIES

As an integral part of that stewardship responsibility, the Board has responsibility for the following matters (either itself, or through duly appointed and constituted committees of the Board in accordance with applicable laws):

- a) The Board has primary responsibility for the development and adoption of the strategic direction of the Corporation. The Board contributes to the development of strategic direction by approving, at least annually, a strategic plan developed and proposed by management. The plan will take into account the business opportunities and business risks of the Corporation. The Board reviews with management from time to time the strategic planning environment, the emergence of new opportunities, trends and risks and the implications of these developments for the strategic direction of the Corporation. The Board reviews and approves the Corporation's financial objectives, plans and actions, including significant capital allocations and expenditures.
- b) The Board monitors corporate performance against the strategic and business plans, including assessing operating results to evaluate whether the business is being properly managed.
- c) The Board identifies the principal business risks of the Corporation and ensures that there are appropriate systems put in place to manage these risks.
- d) The Board monitors and ensures the integrity of the internal controls and procedures (including adequate management information systems) within the Corporation and its financial reporting procedures of the Corporation.
- e) The Board is responsible for ensuring appropriate standards of corporate conduct including, adopting a corporate code of ethics for all employees and senior management, and monitoring compliance with such code, if appropriate.
- f) The Board is responsible for the review and approval of annual financial statements, management's discussion and analysis related to such financial statements, and forecasts.
- g) The Board is responsible for establishing and reviewing from time to time a dividend policy for the Corporation.
- h) The Board is responsible for reviewing the compensation of members of the Board to ensure that the compensation realistically reflects the responsibilities and risks involved in being an effective director and for reviewing the compensation of members of the senior management team to ensure that they are competitive within the industry and that the form of compensation aligns the interests of each such individual with those of the Corporation.
- i) The Board reviews and approves material transactions not in the ordinary course of business.

- j) The Board reviews and approves the budget on an annual basis, including the spending limits and authorizations, as recommended by the Audit Committee.
- k) The Board ensures that there is in place appropriate succession planning, including the appointment, training and monitoring of senior management and members of the Board.
- l) The Board is responsible for assessing its own effectiveness in fulfilling its mandate and evaluating the relevant disclosed relationships of each independent director and shall make an affirmative determination that such relationships do not preclude a determination that the director is independent.
- m) The Board approves a disclosure policy that includes a framework for investor relations and a public disclosure policy.
- n) The Board is responsible for satisfying itself as to the integrity of the Chief Executive Officer (the “CEO”) and other senior officers and that the CEO and other senior officers create a culture of integrity throughout the organization. The Board is responsible for developing and approving goals and objectives, which the CEO is responsible for meeting.
- o) The Board is responsible for developing the Corporation's approach to corporate governance principles and guidelines that are specifically applicable to the Corporation.
- p) The Board is responsible for performing such other functions as prescribed by law or assigned to the Board in the Corporation's governing documents.

Size of Board and selection process

- A. The directors of the Corporation are elected each year by the shareholders at the annual meeting of shareholders. The Board will determine a slate of nominees to be put to the shareholders for election based upon the following considerations and such other factors the Board considers relevant:
 - the competencies and skills which the Board as a whole should possess;
 - the competencies and skills which each existing director possesses; and
 - the appropriate size of the Board to facilitate effective decision-making.
- B. Any shareholder may propose a nominee for election to the Board either by means of a shareholder proposal upon compliance with the requirements of the *Business Corporations Act* (Ontario) (“OBCA”) and the Corporation's by-laws or at the annual meeting in compliance with the requirements of the OBCA and the Corporation's by-laws.
- C. The Board also recommends the number of directors on the Board to shareholders for approval, subject to compliance with the requirements of the OBCA and the Corporation's by-laws.
- D. Between annual meetings, the Board may appoint directors to serve until the next annual meeting, subject to compliance with the requirements of the OBCA.
- E. Individual Board members are responsible for assisting the Board in identifying and recommending new nominees for election to the Board, as needed or appropriate.

Director orientation and continuing education – The Board, together with the Corporate Governance & Compensation Committee is responsible for providing a comprehensive orientation

and education program for new directors which deals with the following matters and such other matters the Board considers relevant:

- A. the role of the Board and its committees;
- B. the nature and operation of the business of the Corporation; and
- C. the contribution which individual directors are expected to make to the Board in terms of both time and resource commitments.

In addition, the Board together with the Corporate Governance & Compensation Committee, is also responsible for providing continuing education opportunities to existing directors so that individual directors can maintain and enhance their abilities and ensure that their knowledge of the business of the Corporation remains current, at the request of any individual director.

Meetings – The Board has at least four scheduled meetings a year. The Board is responsible for its agenda. Prior to each Board meeting, a Board member shall circulate an agenda to the Board. Materials for each meeting will be distributed to directors in advance of the meetings. Directors are expected to attend at least 75% of all meetings of the Board held in a given year, and are expected to make reasonable efforts to adequately review meeting materials in advance of all such meetings.

The independent directors or non-management directors shall meet at the end of each Board meeting without management and non-independent directors present. The Chairman of the Board shall chair these meetings, unless the Chairman of the Board is not an independent director, in which case the lead director shall chair these meetings. If a lead director has not been appointed, the independent directors shall appoint a chairman to chair these meetings. The independent directors shall appoint a person to maintain minutes of the meetings or, if no person is so appointed, the chair of the meeting shall maintain minutes of the meeting.

Committees – The Board has established the following standing committees to assist the Board in discharging its responsibilities: the Audit Committee, the Corporate Governance & Compensation Committee. Special committees are established from time to time to assist the Board in connection with specific matters. The Board will appoint the members of each committee and may appoint the chair of each committee annually following the Corporation's annual meeting of shareholders. The chair of each committee reports to the Board following meetings of the committee. The terms of reference of each standing committee are reviewed annually by the Board.

Evaluation – The Corporate Governance & Compensation Committee performs an annual evaluation of the effectiveness of the Board as a whole, the committees of the Board, and the contributions of individual directors.

Compensation – The Corporate Governance & Compensation Committee recommends to the Board the compensation and benefits for non-management directors. The Committee seeks to ensure that such compensation and benefits reflect the responsibilities and risks involved in being a director of the Corporation and align the interests of the directors with the best interests of the Corporation.

Nomination – The Board, the Corporate Governance & Compensation Committee and the individual directors from time to time, will identify and recommend new nominees as directors of the Corporation, based upon the following considerations:

- i) the competencies and skills necessary for the Board as a whole to possess;
- ii) the competencies and skills necessary for each individual director to possess;

- iii) competencies and skills which each new nominee to the Board is expected to bring; and
- iv) whether the proposed nominees to the Board will be able to devote sufficient time and resources to the Corporation.

Access to independent advisors – The Board may at any time retain outside financial, legal or other advisors at the expense of the Corporation. Any director may, subject to the approval of the Corporate Governance & Compensation Committee, retain an outside advisor at the expense of the Corporation.

LEAD DIRECTOR

- a) The Board will appoint a Lead Director in circumstances in which the Chairman of the Board is not considered independent under applicable securities laws, in order to provide independent leadership to the Board and for the other purposes set forth below.
- b) The Corporate Governance & Compensation Committee will recommend a candidate for the position of Lead Director from among the independent members of the Board. The Board will be responsible for appointing the Lead Director.
- c) The Lead Director will hold office at the pleasure of the Board, until a successor has been duly elected or appointed or until the Lead Director resigns or is otherwise removed from the office by the Board.
- d) The Lead Director will provide independent leadership to the Board and will facilitate the functioning of the Board independently of the Corporation's management. Together with the Chair of the Corporate Governance & Compensation Committee, the Lead Director will be responsible for the corporate governance practices of the Corporation.
- e) The Lead Director will:
 - i) in conjunction with the Chair of the Corporate Governance & Compensation Committee, provide leadership to ensure that the Board functions independently of management of the Corporation;
 - ii) chair meetings of independent directors or non-management directors held following Board meetings;
 - iii) in the absence of the Chairman, act as chair of meetings of the Board;
 - iv) recommend, where necessary, the holding of special meetings of the Board;
 - v) review with the Chairman and the CEO items of importance for consideration by Board;
 - vi) consult and meet with any or all of the Corporation's independent directors, at the discretion of either party and with or without the attendance of the Chairman, and represent such directors in discussions with management of the Corporation concerning corporate governance issues and other matters;
 - vii) together with the Chairman, ensure that all business required to come before the Board is brought before the Board, such that the Board is able to carry out all of its duties to supervise the management of the business and affairs of the Corporation, and together with the Chairman and the CEO, formulate an agenda for each Board meeting;
 - viii) together with the Chairman and the Chair of the Corporate Governance & Compensation Committee, ensure that the Board, committees of the Board, individual directors and

senior management of the Corporation understand and discharge their duties and obligations under the approach to corporate governance adopted by the Board from time to time;

- ix) mentor and counsel new members of the Board to assist them in becoming active and effective directors;
- x) facilitate the process of conducting director evaluations;
- xi) promote best practices and high standards of corporate governance; and
- xii) perform such other duties and responsibilities as may be delegated to the Lead Director by the Board from time to time.

Appendix "A"

POSITION DESCRIPTION FOR THE CHAIRMAN OF THE BOARD OF DIRECTORS

PURPOSE

The Chairman of the Board shall be a director who is designated by the full Board to act as the leader of the Board.

WHO MAY BE CHAIRMAN

The Chairman will be selected amongst the directors of the Corporation who have a sufficient level of experience with corporate governance issues to ensure the leadership and effectiveness of the Board.

The Chairman will be selected annually at the first meeting of the Board following the annual general meeting of shareholders.

RESPONSIBILITIES

The following are the responsibilities of the Chairman. The Chairman may delegate or share, where appropriate, certain of these responsibilities with the Corporate Governance & Compensation Committee and/or any other independent committee of the Board:

- a) Chairing all meetings of the Board in a manner that promotes meaningful discussion.
- b) Together with the Lead Director, if any, providing leadership to the Board to enhance the Board's effectiveness, including:
 - i) Ensuring that the responsibilities of the Board are well understood by both management and the Board;
 - ii) Ensuring that the Board works as a cohesive team with open communication;
 - iii) Ensuring that the resources available to the Board (in particular timely and relevant information) are adequate to support its work;
 - iv) Together with the Corporate Governance & Compensation Committee, ensuring that a process is in place by which the effectiveness of the Board and its committees (including size and composition) is assessed at least annually; and
 - v) Together with the Corporate Governance & Compensation Committee, ensuring that a process is in place by which the contribution of individual directors to the effectiveness of the Board is assessed at least annually.
- c) Together with the Lead Director, if any, managing the Board, including:
 - i) Preparing the agenda of the Board meetings and ensuring pre-meeting material is distributed in a timely manner and is appropriate in terms of relevance, efficient format and detail;
 - ii) Adopting procedures to ensure that the Board can conduct its work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings;
 - iii) Ensuring meetings are appropriate in terms of frequency, length and content;
 - iv) Ensuring that, where functions are delegated to appropriate committees, the functions are carried out and results are reported to the Board;

- v) Ensuring that a succession planning process is in place to appoint senior members of management when necessary;
 - vi) Ensuring procedures are established to identify, assess and recommend new nominees for appointment to the Board and its committees; and
 - vii) Together with any special committee appointed for such purpose, approaching potential candidates once potential candidates are identified, to explore their interest in joining the Board and proposing new nominees for appointment to the Board and its committees.
- d) If the Chairman is an independent director, the Chairman will:
- i. in conjunction with the Chair of the Corporate Governance & Compensation Committee, provide leadership to ensure that the Board functions independently of management of the Corporation;
 - ii. chair meetings of independent directors or non-management directors held following Board meetings;
 - iii. recommend, where necessary, the holding of special meetings of the Board;
 - iv. review with the CEO items of importance for consideration by Board;
 - v. consult and meet with any or all of the Corporation's independent directors, at the discretion of either party and represent such directors in discussions with management of the Corporation concerning corporate governance issues and other matters;
 - vi. ensure that all business required to come before the Board is brought before the Board, such that the Board is able to carry out all of its duties to supervise the management of the business and affairs of the Corporation, and together with the CEO, formulate an agenda for each Board meeting;
 - vii. together with the Chair of the Corporate Governance & Compensation Committee, ensure that the Board, committees of the Board, individual directors and senior management of the Corporation understand and discharge their duties and obligations under the approach to corporate governance adopted by the Board from time to time;
 - viii. mentor and counsel new members of the Board to assist them in becoming active and effective directors;
 - ix. facilitate the process of conducting director evaluations; and
 - x. promote best practices and high standards of corporate governance.
- e) Acting as liaison between the Board and management to ensure that relationships between the Board and management are conducted in a professional and constructive manner. This involves working with the Corporate Governance & Compensation Committee to ensure that the Corporation is building a healthy governance culture.
- f) At the request of the Board, representing the Corporation to external groups such as shareholders and other stakeholders, including community groups and governments.

REVIEW

The Committee will annually review and reassess the adequacy of these position descriptions and submit any recommended changes to the Board for approval.

Appendix "B"

ROLE STATEMENT OF THE CHIEF EXECUTIVE OFFICER

1. The Chief Executive Officer (the "CEO") primary role is to take overall supervisory and managerial responsibility for the day to day operations of the Corporation's business and to manage the Corporation in an effective, efficient and forward-looking way and to fulfill the priorities, goals and objectives determined by the Board in the context of the Corporation's strategic plans, budgets and responsibilities set out below, with a view to increasing shareholder value. The CEO is responsible to the Board.
2. Without limiting the foregoing, the CEO is responsible for the following:
 - a. Develop and maintain the Corporation's goal to operate to the highest standards of the mining industry.
 - b. Maintain and develop with the Board strategic plans for the Corporation, and implement such plans to the best abilities of the Corporation.
 - c. Provide quality leadership to the Corporation's staff and ensure that the Corporation's human resources are managed properly.
 - d. Provide high-level policy options, orientations and discussions for consideration by the Board.
 - e. Together with any special committee appointed for such purpose, maintain existing and develop new strategic alliances, and consider possible merger or acquisition transactions with other mining companies which will be constructive for the Corporation's business and which will help enhance shareholder value.
 - f. Provide support, co-ordination and guidance to various responsible officers and managers of the Corporation.
 - g. Ensure communications between the Corporation and major stakeholders, including most importantly the Corporation's shareholders, are managed in an optimum way and are made in accordance with applicable securities laws.
 - h. Provide timely strategic, operational and reporting information to the Board, and implement its decisions in accordance with good governance, with the Corporation's policies and procedures, and within budget.
 - i. Act as an entrepreneur and innovator within the strategic goals of the Corporation.
 - j. Co-ordinate the preparation of an annual business plan or strategic plan.
 - k. Ensure appropriate governance skills development and resources are made available to the Board.
 - l. Provide a culture of high ethics throughout the organization.
 - m. Take primary responsibility for the administration of all of the Corporation's sub-areas and administrative practices.

As of March 10, 2015.

SCHEDULE "B"

OBAN MINING CORPORATION STOCK OPTION PLAN

1. PURPOSE

The purpose of this stock option plan (the "Plan") is to authorize the grant to service providers for Oban Mining Corporation (the "Corporation") of options to purchase common shares ("shares") of the Corporation's capital and thus benefit the Corporation by enabling it to attract, retain and motivate service providers by providing them with the opportunity, through share options, to acquire an increased proprietary interest in the Corporation.

2. ADMINISTRATION

The Plan shall be administered by the board of directors of the Corporation or a committee established by the board of directors for that purpose (the "Committee"). Subject to approval of the granting of options by the board of directors or Committee, as applicable, the Corporation shall grant options under the Plan.

3. SHARES SUBJECT TO PLAN

Subject to adjustment under the provisions of paragraph 11 hereof, the aggregate number of shares of the Corporation which may be issued and sold under the Plan will not exceed 10% of the total number of issued and outstanding shares of the Corporation from time to time. The Corporation shall not, upon the exercise of any option, be required to issue or deliver any shares prior to (a) the admission of such shares to listing on any stock exchange on which the Corporation's shares may then be listed, and (b) the completion of such registration or other qualification of such shares under any law, rules or regulation as the Corporation shall determine to be necessary or advisable. If any shares cannot be issued to any optionee for whatever reason, the obligation of the Corporation to issue such shares shall terminate and any option exercise price paid to the Corporation shall be returned to the optionee. Any increase in the issued and outstanding shares will result in an increase in the available number of shares issuable under the Plan, and any exercises of options will make new grants available under the Plan effectively resulting in a re-loading of the number of options available to grant under the Plan.

The maximum number of shares which may be issued to any one optionee under this Plan together with any Share Compensation Arrangement in any 12 month period shall not exceed 5% of the number of shares outstanding (on a non-diluted basis) from time to time, unless disinterested shareholder approval is obtained pursuant to the policies of the TSX or any stock exchange or regulatory authority having jurisdiction over the securities of the Corporation.

The maximum number of shares which may be issuable to all Insiders at any time under this Plan together with any other Share Compensation Arrangement shall not exceed 10% of the shares outstanding (on a non-diluted basis) from time to time. The number of shares issued to Insiders within any one year period pursuant to all of the Corporation's Share Compensation Arrangements shall not exceed 10% of the number of outstanding shares on a non-diluted basis.

For the purpose of this Plan, "Insider" shall have the meaning ascribed to such term in the TSX Company Manual. For the purposes of this Plan, "Share Compensation Arrangement" means a stock option, stock option plan, employee stock purchase plan or any other compensation or incentive mechanism involving the issuance or potential issuance of shares to one or more service providers for the Corporation, including a share purchase from treasury which is financially assisted by the Corporation by way of a loan, guarantee or otherwise.

4. ELIGIBILITY

Options shall be granted only to service providers for the Corporation. The term "service providers for the Corporation" means (a) any full or part-time employee ("Employee") or officer, or insider of the Corporation or any of its subsidiaries; (b) any other person employed by a company or individual providing management services to the Corporation ("Management Company Employee"); (c) any other person or company engaged to provide ongoing

consulting services for the Corporation or any entity controlled by the Corporation ("Consultant") or (d) any individual engaged to provide services that promote the purchase or sale of the issued securities ("Investor Relations Employee") (any person in (a) (b), (c) or (d) hereinafter referred to as an "Eligible Person"); and (e) any registered retirement savings plan established by such Eligible Person, or any corporation controlled by such Eligible Person, the issued and outstanding voting shares of which are, and will continue to be, beneficially owned, directly or indirectly, by such Eligible Person and/or the spouse, children and/or grandchildren of such Eligible Person. For stock options to Employees, Consultants or Management Company Employees, the Corporation must represent that the optionee is a bona fide Employee, Consultant or Management Company Employee as the case may be. The terms "insider", "controlled" and "subsidiaries" shall have the meanings ascribed thereto in the Securities Act (Ontario) from time to time. Subject to the foregoing, the board of directors or Committee, as applicable, shall have full and final authority to determine the persons who are to be granted options under the Plan and the number of shares subject to each option.

5. PRICE

The purchase price (the "Price") for the shares of the Corporation under each option shall be determined by the board of directors or Committee, as applicable, on the basis of the market price at the time the option is granted, where "market price" shall mean the closing price of the shares of the Corporation on the Toronto Stock Exchange (the "TSX") or another stock exchange or dealing network where the majority of the trading volume or value of the shares occurs, on the date immediately preceding the date of the option grant in question, subject to applicable laws and regulations, and where there is no such closing price or trade on the prior trading day, "market price" shall mean the average of the most recent bid and ask of the shares of the Corporation on any stock exchange on which the shares are listed or dealing network on which the shares of the Corporation trade. In the event the shares are listed on the TSX, the price may not be less than the market price less any discounts from the market price allowed by the TSX.

6. PERIOD OF OPTION AND RIGHTS TO EXERCISE

Subject to the provisions of this paragraph 6 and paragraphs 7, 8, 9 and 16 below, options will be exercisable in whole or in part, and from time to time, during the currency thereof. Options shall not be granted for a term exceeding the later of (i) five years following the date of grant thereof; and (ii) the date which is the fifth business day following the conclusion of a self-imposed blackout period of the Corporation which is in effect on the date which is five years following the date of grant thereof. The shares to be purchased upon each exercise of any option (the "optioned shares") shall be paid for in full at the time of such exercise. Except as provided in paragraphs 7, 8, 9 and 16 below, no option which is held by a service provider may be exercised unless the optionee is then a service provider for the Corporation.

7. CESSATION OF PROVISION OF SERVICES

Subject to paragraph 9 below, if any optionee who is a service provider shall cease to be a service provider for the Corporation for any reason (except as otherwise provided in paragraphs 8 or 9 below) (whether or not for cause) the optionee may, but only within the period of ninety days, or thirty days if the service provider is an Investor Relations Employee, next succeeding such cessation and in no event after the expiry date of the optionee's option, exercise the optionee's options which have vested as of the date of such cessation, unless such period is extended as provided in paragraph 9 below or reduced in accordance with any agreement pursuant to which the option is granted. For greater certainty, no options shall vest following the date upon which an optionee who is a service provider shall cease to be a service provider of the Corporation for any reason, unless otherwise approved by the board of directors.

8. DEATH OF OPTIONEE

Subject to paragraph 9 below, in the event of the death of an optionee during the currency of the optionee's option, the option theretofore granted to the optionee shall be exercisable within, but only within, the period of one year next succeeding the optionee's death and in no event after the expiry date of the option. Before expiry of an option under this paragraph 8, the board of directors or Committee, as applicable, shall notify the optionee's representative in writing of such expiry.

9. EXTENSION OF OPTION

In addition to the provisions of paragraphs 7 and 8, the board of directors or Committee, as applicable, may extend the period of time within which an option held by a deceased optionee may be exercised or within which an option may be exercised by an optionee who has ceased to be a service provider for the Corporation, but such an extension shall not be granted beyond the original expiry date of the option. Any extensions of options granted under this Plan are subject to applicable regulatory approval.

10. NON-ASSIGNABILITY AND NON-TRANSFERABILITY OF OPTION

An option granted under the Plan shall be non-assignable and non-transferable by an optionee otherwise than by will or by the laws of descent and distribution, and such option shall be exercisable, during an optionee's lifetime, only by the optionee.

11. ADJUSTMENTS IN SHARES SUBJECT TO PLAN

The aggregate number and kind of shares available under the Plan shall be appropriately adjusted in the event of a reorganization, recapitalization, stock split, stock dividend, combination of shares, merger, consolidation, rights offering or any other change in the corporate structure or shares of the Corporation. The options granted under the Plan may contain such provisions as the board of directors, or Committee, as applicable, may determine with respect to adjustments to be made in the number and kind of shares covered by such options and in the option price in the event of any such change. If there is a reduction in the exercise price or an extension of the term of the options of an insider of the Corporation under any circumstances, the Corporation will be required to obtain approval from disinterested shareholders.

12. AMENDMENT AND TERMINATION OF THE PLAN

The board of directors or Committee may amend the Plan at any time, and without shareholder approval, provided however, that no such amendment may materially and adversely affect any option previously granted to an optionee without the consent of the optionee, except to the extent required by law. Any such amendment shall be subject to the receipt of requisite regulatory approval including, without limitation, the approval of any stock exchange upon which the shares may trade from time to time, provided, however, that no such amendment may: (i) increase the maximum number of shares that may be optioned under the Plan; (ii) change the manner of determining the minimum Price; or (iii) effect a reduction in the exercise price or extension of the term of any options granted to an insider of the Corporation, unless shareholder and regulatory approval is obtained. Any amendments to the terms of an option under the Plan shall also require regulatory approval, including without limitation, the approval of any stock exchange upon which the shares may trade from time to time. For greater certainty, the board of directors or Committee may make the following amendments without seeking the approval of the shareholders of the Corporation:

- (a) amendments to the Plan to rectify typographical errors and/or to include clarifying provisions for greater certainty;
- (b) amendments to the vesting provisions of a security or the Plan;
- (c) amendments to the termination provisions of a security or a Plan which does not entail an extension beyond the original expiry date thereof;
- (d) amendments to the exercise price (so long as any reduction does not cause the exercise price to go below the current "market price" as defined in paragraph 5 hereof) unless such amendment would benefit "insiders" as defined in the Securities Act (Ontario)); and
- (e) the inclusion of cashless exercise provisions in the Plan or in any option granted thereunder, which provide for a full deduction of the number of underlying securities from the Plan reserve.

13. EFFECTIVE DATE OF THE PLAN

The Plan becomes effective on the date of its approval by the shareholders of the Corporation.

14. EVIDENCE OF OPTIONS

Each option granted under the Plan shall be embodied in a written option agreement between the Corporation and the optionee which shall give effect to the provisions of the Plan.

15. EXERCISE OF OPTION

Subject to the provisions of the Plan and the particular option, an option may be exercised from time to time by delivering to the Corporation at its registered office a written notice of exercise specifying the number of shares with respect to which the option is being exercised and accompanied by payment in cash or certified cheque for the full amount of the purchase price of the shares then being purchased.

Upon receipt of a certificate of an authorized officer directing the issue of shares purchased under the Plan, the transfer agent is authorized and directed to issue and countersign share certificates for the optioned shares in the name of such optionee or the optionee's legal personal representative or as may be directed in writing by the optionee's legal personal representative.

Notwithstanding any other provision herein, no options may be exercised during any self-imposed blackout period of the Corporation. In the event that the expiry date of an option falls within any such self-imposed blackout period, such expiry date shall be the date which is the fifth business day following the conclusion of such blackout period of the Corporation.

16. VESTING RESTRICTIONS

Options issued under the Plan may vest at the discretion of the board of directors or Committee, as applicable, provided that the number of shares which may be acquired pursuant to the Plan shall not exceed a specified number or percentage during the term of the option.

17. NOTICE OF SALE OF ALL OR SUBSTANTIALLY ALL SHARES OR ASSETS

If at any time when an option granted under this Plan remains unexercised with respect to any optioned shares:

- (a) the Corporation seeks approval from its shareholders for a transaction which, if completed, would constitute an Acceleration Event; or
- (b) a third party makes a bona fide formal offer or proposal to the Corporation or its shareholders which, if accepted, would constitute an Acceleration Event;

the Corporation shall notify the optionee in writing of such transaction, offer or proposal as soon as practicable and, provided that the board of directors or Committee, as applicable, has determined that no adjustment shall be made pursuant to section 11 hereof, (i) the board of directors or Committee, as applicable, may permit the optionee to exercise the option granted under this Plan, as to all or any of the optioned shares in respect of which such option has not previously been exercised (regardless of any vesting restrictions), during the period specified in the notice (but in no event later than the expiry date of the option), so that the optionee may participate in such transaction, offer or proposal; and (ii) the board of directors or Committee, as applicable, may require the acceleration of the time for the exercise of the said option and of the time for the fulfilment of any conditions or restrictions on such exercise.

For these purposes, an Acceleration Event means:

- (a) the acquisition by any "offeror" (as defined in Part XX of the Securities Act (Ontario)) of beneficial ownership of more than 50% of the outstanding voting securities of the Corporation, by means of a takeover bid or otherwise;
- (b) any consolidation or merger of the Corporation in which the Corporation is not the continuing or surviving corporation or pursuant to which shares of the Corporation would be converted into cash, securities or other property, other than a merger of the Corporation in which shareholders immediately prior to the merger have the same proportionate ownership of stock of the surviving corporation immediately after the merger;
- (c) any sale, lease exchange or other transfer (in one transaction or a series of related transactions) of all or substantially all of the assets of the Corporation; or
- (d) the approval by the shareholders of the Corporation of any plan of liquidation or dissolution of the Corporation.

18. RIGHTS PRIOR TO EXERCISE

An optionee shall have no rights whatsoever as a shareholder in respect of any of the optioned shares (including any right to receive dividends or other distributions therefrom or thereon) other than in respect of optioned shares in respect of which the optionee shall have exercised the option to purchase hereunder and which the optionee shall have actually taken up and paid for.

19. GOVERNING LAW

This Plan shall be construed in accordance with and be governed by the laws of the Province of Ontario and shall be deemed to have been made in said Province, and shall be in accordance with all applicable securities laws.

20. EXPIRY OF OPTION

On the expiry date of any option granted under the Plan, and subject to any extension of such expiry date permitted in accordance with the Plan, such option hereby granted shall forthwith expire and terminate and be of no further force or effect whatsoever as to such of the optioned shares in respect of which the option has not been exercised.