

**KITRINOR METALS INC.**

365 Bay Street, Suite 400

Toronto, Ontario

M5H 2V1

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the annual and special meeting of shareholders (the “**Meeting**”) of Kitrinor Metals Inc. (the “**Company**”) will be held at 365 Bay Street, Suite 400, Toronto, Ontario M5H 2V1, on Wednesday, November 11, 2015, at 4:00 p.m. (Eastern time) for the following purposes:

- (a) To receive and consider the Company's audited financial statements of the Company for the financial year ended December 31, 2014 and 2013 , and the report of the auditor thereon;
- (b) To elect the directors of the Company;
- (c) confirming and appointing the auditor and authorizing the directors to fix its remuneration;
- (d) confirming and approving the Company’s stock option plan; and
- (e) to transact other business as may be properly brought before the meeting or any adjournments or postponements thereof.

A shareholder wishing to be represented by proxy at the meeting or any adjournment thereof must deposit his duly executed form of proxy with the Company’s transfer agent and registrar, Equity Financial Trust Company, Suite 300, 200 University Avenue, Toronto, Ontario M5H 4H1 not later than 4:00 p.m. (Eastern time) on November 9, 2015 or, if the meeting is adjourned, not later than 48 hours, excluding Saturdays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the meeting.

**NOTICE-AND-ACCESS**

Notice is also hereby given that the Company has decided to use the notice-and-access method of delivery of meeting materials for the Meeting. The notice-and-access method of delivery of meeting materials allows the Company to deliver the meeting materials over the internet in accordance with the notice-and-access rules adopted by the Ontario Securities Commission under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Under the notice-and-access system, shareholders still receive a proxy or voting instruction form (as applicable) enabling them to vote at the Meeting. However, instead of a paper copy of the Circular, the annual financial statements and related management’s discussion and analysis and other meeting materials (collectively the “**Meeting Materials**”), shareholders receive a notification (the “**Notice-and-Access Notification**”) with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing materials to shareholders. **Shareholders are reminded to view the Meeting Materials prior to voting.**

**Websites Where Meeting Materials Are Posted:**

Meeting Materials can be viewed online under the Company's profile at [www.sedar.com](http://www.sedar.com) or on the Company's website at <http://www.kitrinormetals.com/2015AGM>.

**How to Obtain Paper Copies of the Meeting Materials**

Registered holders or non-registered holders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on the Company's website. In order to receive a paper copy of the Meeting Materials or if you have questions concerning Notice-and-Access, please call the Company's transfer agent toll free at 1-866-393-4891 extension 205. **Requests should be received by 10:00 a.m. on November 4, 2015 in order to receive the Meeting Materials in advance of the Meeting.**

**DATED** this 9<sup>th</sup> day of October, 2015.

**BY ORDER OF THE BOARD**

*"Patrick Mohan" (Signed)*

President and Chief Executive Officer

**KITRINOR METALS INC.**  
365 Bay Street, Suite 400  
Toronto, Ontario M5H 2V1

## **MANAGEMENT INFORMATION CIRCULAR**

### **Solicitation of Proxies**

**THIS MANAGEMENT INFORMATION CIRCULAR (“CIRCULAR”) IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY MANAGEMENT OF KITRINOR METALS INC. (THE “COMPANY”)** of proxies to be used at the annual and special meeting of Shareholders of the Company (the “Meeting”) to be held at 365 Bay Street, Suite 400, Toronto, Ontario M5H 2V1, on Wednesday, November 11, 2015, at 4:00 p.m.(Eastern Time) and at any adjournment thereof for the purposes set forth in the enclosed Notice of Meeting. Except where otherwise indicated, the information contained herein is stated as of October 9, 2015. Although it is expected that the solicitation of the proxies will be primarily by mail, proxies may also be solicited personally or by telephone or other similar means of communication by the directors and/or officers of the Company at nominal cost. The cost of solicitation will be borne by the Company.

The Company has decided to use the notice-and-access method of delivery of meeting materials for the Meeting for registered shareholders and Beneficial Shareholders (as defined below). The notice-and-access method of delivery of Meeting materials allows the Company to deliver the Meeting materials over the internet in accordance with the notice-and-access rules adopted by the Ontario Securities Commission under National Instrument 54-101-*Communication with Beneficial Owners of Securities of a Reporting Issuer*.

Registered shareholders will receive a form of proxy and beneficial owners will receive a voting instruction form, enabling them to vote at the Meeting. However, instead of a paper copy of the Meeting materials, generally shareholders receive only this notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing materials to shareholders. Shareholders are reminded to view the Meeting materials prior to voting. Materials can be viewed online under the Company’s profile at [www.sedar.com](http://www.sedar.com) or on the Company’s website at <http://www.kitrinormetals.com/2015AGM>. The Company will not be adopting stratification procedures in relation to the use of notice-and-access provisions.

Registered holders or Beneficial Shareholders (either those who object to their identity being known to the issuers of securities which they own or those who do not object to their identity being made known to the issuers of the securities they own) may always request paper copies of the Meeting materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting materials are posted on the Company’s website. In order to receive a paper copy of the Meeting materials or if you have questions concerning notice-and-access, please call the Company’s transfer agent toll free at 1-866-393-4891 extension 205. **Requests should be received by 10:00 a.m. on November 4, 2015 in order to receive the Meeting Materials in advance of the Meeting.**

### **Appointment and Completion of Proxies**

The purpose of a proxy is to designate persons who will vote the proxy on a shareholder’s behalf in accordance with the instructions given by the shareholder in the proxy. The persons named in the enclosed form of proxy represent management of the Company. **A SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON, WHO NEED NOT BE A SHAREHOLDER OF THE COMPANY, TO REPRESENT HIM AT THE MEETING MAY DO SO** by filling in the name of such person in the blank space provided in the proxy or by completing another proper form of proxy. A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit their duly executed form of proxy with the Company’s registrar and transfer agent not later than 4:00 p.m. (Toronto time) November 9, 2015 or, if the meeting is adjourned, not later than 48 hours, excluding non-business days and holidays, preceding the time of such adjourned meeting, at which the proxy is to be used. Such Shareholder should notify the nominee of the appointment, obtain the nominee’s consent to act as proxyholder and provide instructions on how the shareholder’s shares are to be voted. The nominee should bring personal identification with them to the Meeting. A proxy should be executed by the Shareholder or his or her

attorney duly authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized.

### Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by:

- (a) completing, dating and signing the form of proxy and returning it to the Company's transfer agent, Equity Financial Trust Company, by mail or hand at 200 University Avenue, Suite 300, Toronto, Ontario, Canada M5H 4H1; or by fax at (416) 416-595-9593; or
- (b) using the internet through the website of the Company's transfer agent at [www.voteproxyonline.com](http://www.voteproxyonline.com). Registered Shareholders must follow the instructions that appear on the screen and refer to the proxy form for the holder's account number and the proxy access number;

in all cases ensuring that the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used. Proxies received after that time may not be accepted by the Chairman of the Meeting in the Chairman's discretion, and the Chairman is under no obligation to accept late proxies.

### Beneficial Shareholders

The information set forth in this section is of significant importance as many shareholders do not hold shares in their own name.

Only shareholders whose names appear on the records of the Company as the registered holders of shares or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are non-registered shareholders ("**Beneficial Shareholders**") because the shares they own are not registered in their names but instead registered in the name of a nominee such as a brokerage firm through which they purchased the shares; bank, trust company, trustee or administrator of self-administered RRSPs, RRIFs, RESPs and similar plans; or clearing agency such as The Canadian Depository for Securities Limited (an "**Intermediary**"). If you purchased your shares through a broker, you are likely a Beneficial Shareholder.

In accordance with securities regulatory policy, the Company has distributed copies of the Meeting materials, being the notice of meeting, this Circular and the form of proxy. Intermediaries are required to forward the Meeting materials to Beneficial Shareholders who request copies and to seek their voting instructions in advance of the Meeting. Shares held by Intermediaries can only be voted in accordance with the instructions of the Beneficial Shareholder. The Intermediaries often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Intermediary in order that your shares are voted at the Meeting.

If you, as a Beneficial Shareholder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Intermediary and you should return the form to the Intermediary in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

There are two kinds of Beneficial Shareholders – those who object to their identity being made known to the issuers of securities which they own (called "**OBOs**" for Objecting Beneficial Owners) and those who do not (called "**NOBOs**" for Non-Objecting Beneficial Owners).

### *Non-Objecting Beneficial Owners*

The Company is relying on the provisions of NI 54-101 that permit it to deliver proxy-related materials directly to its NOBOs. As a result, NOBOs can expect to receive a voting instruction form ("**VIF**") from Equity. The VIF is to

be completed and returned to Equity as set out in the instructions provided on the VIF. Equity will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive. These securityholder materials are being sent to both registered and non-registered owners of the shares. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address, and information about your holdings of securities, were obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) carrying out your voting instructions. Please return your VIF as specified in the request for voting instructions sent to you.

### *Objecting Beneficial Owners*

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their shares are voted at the Meeting. The form of proxy supplied to you by your broker will be similar to the proxy provided to Registered Shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in the United States and in Canada. Broadridge mails a VIF in lieu of the proxy provided by the Company. The VIF will name the same persons as the Company’s proxy to represent your shares at the Meeting. You have the right to appoint a person (who need not be a shareholder, and who can be yourself), other than any of the persons designated in the VIF, to represent your shares at the Meeting. To exercise this right, insert the name of the desired representative, who may be you, in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile, or provided to Broadridge by phone or over the internet, in accordance with Broadridge’s instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting and the appointment of any shareholder’s representative. If you receive a VIF from Broadridge, it must be completed and returned to Broadridge, in accordance with Broadridge’s instructions, well in advance of the Meeting in order to have your shares voted or to have an alternate representative duly appointed to attend and vote your shares at the Meeting.

### **Voting of Proxies**

Shares represented by properly executed proxies in favour of persons designated in the printed portion of the enclosed form of proxy **WILL BE VOTED FOR EACH OF THE MATTERS TO BE VOTED ON BY SHAREHOLDERS AS DESCRIBED IN THIS CIRCULAR OR WITHHELD FROM VOTING OR VOTED AGAINST IF SO INDICATED ON THE FORM OF PROXY**. 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 of meeting, or other matters which may properly come before the Meeting. At the time of printing this circular the management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

Voting at the Meeting will be by a show of hands, each registered shareholder and each proxyholder (representing a registered or unregistered shareholder) having one vote, unless a poll is required or requested, whereupon each such shareholder and proxyholder is entitled to one vote for each Common Share held or represented, respectively. Each shareholder may instruct their proxyholder how to vote their Common Shares by completing the blanks on the proxy. All Common Shares represented at the Meeting by properly executed proxies will be voted or withheld from voting when a poll is required or requested and, where a choice with respect to any matter to be acted upon has been specified in the form of proxy, the Common Shares represented by the proxy will be voted in accordance with such specification. **In the absence of any such specification as to voting on the proxy, the management designees, if named as proxyholder, will vote in favour of the matters set out therein.**

**The enclosed proxy confers discretionary authority upon the management designees, or other person named as proxyholder, with respect to amendments to or variations of matters identified in the notice of meeting and any other matters which may properly come before the Meeting. As of the date hereof, the Company is not**

**aware of any amendments to, variations of or other matters which may come before the Meeting. If other matters come before the Meeting, then the management designees intend to vote in accordance with the judgment of the Company.**

### **Revocation of Proxies**

Any Registered Shareholder who has returned a proxy may revoke it at any time before it has been exercised. A proxy may be revoked by a Registered Shareholder personally attending at the Meeting and voting their shares. A shareholder may also revoke their proxy in respect of any matter upon which a vote has not already been cast by depositing an instrument in writing, including a proxy bearing a later date executed by the Registered Shareholder or by their authorized attorney in writing, or, if the shareholder is a company, under its corporate seal by an officer or attorney thereof duly authorized, either at the office of the Company's registrar and transfer agent at the foregoing address or the head office of the Company at 365 Bay Street, Suite 400, Toronto, Ontario M5H 2V1 at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof at which the proxy is to be used, or by depositing the instrument in writing with the Chairman of such meeting on the day of the Meeting, or adjournment thereof, or in any other manner permitted by law. Only Registered Shareholders have the right to revoke a proxy. Beneficial Shareholders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective nominees to revoke the proxy on their behalf.

### **Notice to Shareholders in the United States**

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of Ontario, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States Securities Exchange Act of 1934, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (Ontario) ("**OBCA**"), certain of its directors and its executive officers are residents of Canada and elsewhere outside the United States and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

### **Quorum**

Two shareholders present in person or represented by proxy, will constitute a quorum at the Meeting or any adjournment or postponement thereof. The Company's list of shareholders as of the Record Date (as defined below) has been used to deliver to shareholders the notice of meeting and this Circular as well as to determine who is eligible to vote at the meeting.

### **Voting Shares and Principal Holders Thereof**

The authorized share capital of the Company consists of an unlimited number of Common Shares. As of the date hereof, the Company had 24,306,382 Common Shares issued and outstanding, each of which carries the right to one vote in respect of each of the matters properly coming before the Meeting.

The board of directors of the Company (the "**Board**") has fixed a record date of September 25, 2015 (the "**Record Date**") to determine Shareholders entitled to receive the Notice of Meeting. The failure of any Shareholder to receive a copy of the Notice of Meeting does not deprive the Shareholder of the right to vote at the Meeting. Only holders of Common Shares as of the Record Date are entitled to vote such Common Shares at the Meeting on the basis of one vote in respect of each Common Share. Except as may otherwise be indicated, approval of any matter at the Meeting requires a majority of the votes cast at the Meeting on the question.

To the knowledge of the directors and executive officers of the Company, as at the Record Date, no person or company owns beneficially, or exercises control or direction over, directly or indirectly, securities carrying in excess of 10% of the voting rights attached to any class of outstanding voting securities of the Company.

## STATEMENT OF EXECUTIVE COMPENSATION

### Named Executive Officers

For the purposes of this Circular, a “**Named Executive Officer**” or “**NEO**” of the Company means each of the following individuals:

- (a) a Chief Executive Officer of the Company;
- (b) a Chief Financial Officer of the Company;
- (c) each of the Company’s three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the Chief Executive Officer and Chief Financial Officer, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6, for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) above but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

The NEOs of the Company are Patrick Mohan, President, Chief Executive Officer and Director; and Harvey Johnson, Chief Financial Officer.

### Compensation Discussion and Analysis

#### Overview

The Board is responsible for ensuring that the Company has in place an appropriate plan for executive compensation. The Board ensures that total compensation paid to all NEOs is fair and reasonable and is consistent with the Company’s compensation philosophy.

Compensation plays an important role in achieving short and long-term business objectives that ultimately drive business success. The Company’s compensation philosophy is to foster entrepreneurship at all levels of the organization through, among other things, the granting of stock options, a significant component of executive compensation. This approach is based on the assumption that the performance of the Common Share price over the long term is an important indicator of long term performance.

The Company’s compensation philosophy is based on the following fundamental principles:

- *Compensation programs align with shareholder interests* – the Company aligns the goals of executives with maximizing long term shareholder value;
- *Performance sensitive* – compensation for executive officers should be linked to operating and market performance of the Company and fluctuate with the performance; and
- *Offer market competitive compensation to attract and retain talent* – the compensation program should provide market competitive pay in terms of value and structure in order to retain existing employees who are performing according to their objectives and to attract new individuals of the highest calibre.

### Objectives of Compensation Program

The objectives of the compensation program in compensating all NEOs were developed based on the above-mentioned compensation philosophy and are as follows:

- to attract and retain highly qualified executive officers;
- to align the interests of executive officers with shareholders' interests and with the execution of the Company's business strategy;
- to evaluate executive performance on the basis of key measurements that correlate to long-term shareholder value; and
- to tie compensation directly to those measurements and rewards based on achieving and exceeding predetermined objectives.

### Competitive Compensation

Aggregate compensation for each NEO is designed to be competitive. The Board reviews compensation practices of similarly situated companies in determining compensation policy. Although the Board reviews each element of compensation for market competitiveness, and they may weigh a particular element more heavily based on the NEO's role within the Company, it is primarily focused on remaining competitive in the market with respect to total compensation.

The Board is expected to review data related to compensation levels and programs of various companies that are similar in size to the Company and operate within the mining exploration and development industry, prior to making its decisions. No such review has taken place to date.

The purpose of this process is to:

- understand the competitiveness of current pay levels for each executive position relative to companies with similar revenues and business characteristics;
- identify and understand any gaps that may exist between actual compensation levels and market compensation levels; and
- establish as a basis for developing salary adjustments and short-term and long-term incentive awards for the directors' approval.

### Aligning the Interests of the NEOs with the Interests of the Company's Shareholders

The Company believes that transparent, objective and easily verified corporate goals, combined with individual performance goals, play an important role in creating and maintaining an effective compensation strategy for the NEOs. The Company's objective is to establish benchmarks and targets for its NEOs which, if achieved, will enhance shareholder value. Specific benchmarks and targets for the NEOs have not yet been established by the Company.

A combination of fixed and variable compensation will be used to motivate executives to achieve overall corporate goals. For the 2014 financial year, it is anticipated that the basic components of executive officer compensation program will be:

- fixed salary;
- annual incentives (cash bonus); and
- option based compensation.



Fixed salary comprises a portion of the total cash-based compensation; however, going forward, annual incentives and option based compensation are expected to represent compensation that is “at risk” and thus may or may not be paid to the respective executive officer depending on whether the executive officer is able to meet or exceed his or her applicable performance targets. To date, no specific formulae have been developed to assign a specific weighting to each of these components. Instead, it is expected that the Board will consider each performance target and the Company’s performance and assign compensation based on this assessment.

#### Base Salary

The Board approves the salary ranges for the NEOs. At the current stage of the Company’s development, salaries have been determined by Board discussion without any formal targeted objectives. Going forward, the base salary review for each NEO will be based on assessment of factors such as current competitive market conditions, compensation levels within the peer group and particular skills, such as leadership ability and management effectiveness, experience, responsibility and proven or expected performance of the particular individual. Comparative data for the Company’s peer group will also be accumulated from a number of external sources including independent consultants. The Company’s policy for determining salary for executive officers is consistent with the administration of salaries for all other employees.

#### Annual Incentives

The Company is not currently awarding any annual incentives by way of cash bonuses. For the financial year ended December 31, 2014 no bonuses were paid to NEOs. The Company, in its discretion, may award annual incentives in order to motivate executives to achieve short-term corporate goals.

The success of NEOs in achieving their individual objectives and their contribution to the Company in reaching its overall goals are factors in the determination of their annual bonus. The determination of annual bonus is subjective, however, it is expected that the Board will assess each NEO's performance on the basis of his respective contribution to the achievement of corporate objectives, as well as to needs of the Company that arise on a day to day basis. This assessment is expected to be used by the Board with respect to the determination of annual bonuses for the NEOs.

#### Compensation and Measurements of Performance

The Board is expected to set targeted amounts of annual incentives for each NEO at the beginning of each financial year. The targeted amounts will be determined by the Board based on a number of factors, including comparable compensation of similar companies. At the current stage of the Company’s development, the Board has not yet established specific targeted amounts in order to determine annual incentives for NEOs.

Achieving predetermined individual and/or corporate targets and objectives, as well as general performance in day to day corporate activities, will trigger the award of a bonus payment to the NEO. The NEO will receive a partial or full incentive payment depending on the number of the predetermined targets met and the Board’s assessment of overall performance. The determination as to whether a target has been met is ultimately made by the Board and the Board reserves the right to make positive or negative adjustments to any bonus payment if they consider them to be appropriate.

#### Long Term Compensation

The Company currently has no long-term incentive plans, other than stock options granted from time to time by the Board under the provisions of the stock option plan of the Company (the “**Stock Option Plan**”), as discussed below. The purpose of the Stock Option Plan is to encourage Common Share ownership by directors, senior officers, employees and consultants of the Company and its affiliates and other designated persons. The Board believes the Stock Option Plan aligns the interests of the NEOs with shareholders, by linking a component of executive compensation to the longer term performance of the Common Shares.

### Option Based Awards

Under the terms of the Stock Option Plan, the Board is able to grant stock options to executive officers and directors, among others. The Stock Option Plan provides compensation to participants and an additional incentive to work toward long-term corporate performance. Executive compensation is based upon the need to provide a compensation package that will allow the Company to attract and retain qualified and experienced executives, balanced with a pay-for-performance philosophy. The Stock Option Plan is used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact and/or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the executive officers, the Board will take into account the number of options, if any, previously granted to each executive officer and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of any exchange on which the common shares of the Company are then listed, and closely align the interests of the executive officers with the interests of shareholders of the Company.

### Long-term Incentive Plan Awards

The Board determines the level of compensation in respect of the senior executive officers of the Company. Other than options to purchase Common Shares granted under the Stock Option Plan, there were no longer-term incentive awards made to the NEOs during the most recently completed financial year.

### Purchase of Financial Instruments Not Prohibited

As of the date of this Circular, the Board had not, collectively, considered the implications of any risks associated with policies and practices regarding compensation of its NEOs or directors. The Company does not prohibit its NEOs or directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, which are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEOs or directors.

### **Stock Option Plan Information**

The Company has a 10% rolling incentive stock option plan (the “**Stock Option Plan**”) to attract, retain and motivate directors, officers, employees and persons engaged to provide ongoing management and consulting services (“**service providers**”) by providing them with the opportunity, through share options, to acquire a proprietary interest in the Company and benefit from its growth.

The number of Common Shares reserved for issue under the Stock Option Plan may not exceed 10% of the issued and outstanding Common Shares of the Company at any given time. The options granted under the Stock Option Plan are non-assignable and may be granted for a term not exceeding ten years. Options may be granted under the Stock Option Plan only to directors, officers, employees and other service providers subject to the rules and regulations of applicable regulatory authorities and any Canadian stock exchange upon which the Common Shares may be listed or may trade from time to time. The exercise price of options issued under the Stock Option Plan may not be less than the market price of the Common Shares at the time the option is granted, subject to any discounts permitted by applicable legislative and regulatory requirements.

The Stock Option Plan contains the following restrictions as to insider and individual eligibility thereunder: (i) the maximum number of Common Shares which may be reserved for issuance to insiders under the Stock Option Plan, any other employer stock option plans or options for services, shall be 10% of the Common Shares issued and outstanding at the time of the grant (on a non-diluted basis); (ii) the maximum number of options which may be granted to insiders under the Stock Option Plan, any other employer stock option plans or options for services, within any 12 month period, shall be 10% of the Common Shares issued and outstanding at the time of the grant (on a non-diluted basis); and (iii) the maximum number of Common Shares which may be issued to any one optionee, together with any other previously established or proposed share compensation arrangements, within a one year period shall be 5% of the Common Shares outstanding at the time of the grant (on a non-diluted basis). The maximum number of stock options which may be granted to any one consultant under the Stock Option Plan, any other employer stock options plans or options for services, within any 12 month period, must not exceed 2% of the Common Shares issued and outstanding at the time of the grant (on a non-diluted basis). The maximum number

of stock options which may be granted to “investor relations persons” under the Stock Option Plan, any other employer stock options plans or options for services, within any 12 month period must not exceed, in the aggregate, 2% of the Common Shares issued and outstanding at the time of the grant (on a non-diluted basis).

As at the date hereof, there are 2,135,000 options outstanding under the Stock Option Plan.

### Compensation Summary

The table below sets forth information concerning the compensation paid, awarded or earned by each of the NEOs for services rendered in all capacities to the Company during the three most recently completed fiscal year ends.

#### Summary Compensation Table

NEO Name and Principal Position	Year	Salary (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$) <sup>(1)</sup>	Total Compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Patrick Mohan President & CEO	2014	85,000	Nil	Nil	Nil	Nil	Nil	Nil	85,000
	2013	120,000	Nil	Nil	Nil	Nil	Nil	Nil	120,000
	2012	120,000	Nil	74,300 <sup>(2)</sup>	Nil	Nil	Nil	Nil	194,300
Harvey Johnson CFO	2014	12,500	Nil	Nil	Nil	Nil	Nil	Nil	12,500
	2013	30,000	Nil	Nil	Nil	Nil	Nil	Nil	30,000
	2012	30,000	Nil	37,150 <sup>(2)</sup>	Nil	Nil	Nil	Nil	67,150

#### Notes:

- (1) *Perquisites and other personal benefits that do not exceed the less of \$50,000 and 10% of the total annual salary for each of the NEOs are not disclosed.*
- (2) *The value of the option based awards is determined using the Black-Scholes pricing model with the following assumptions: dividend yield 0%, risk free interest rate of 1.2%, volatility of 154% and an expected life of 5 years, the issued options had a fair value of \$396,577. All of the options issued in the year vested immediately; as such 100% of the options' fair value was recognized as share-based payments expense in the year.*

### Incentive Plan Awards

#### Outstanding Option-based and Share-based Awards

The following table sets out for each NEO, the incentive stock options (option-based awards) and share-based awards outstanding as at December 31, 2014. These incentive stock options either vested at the time of grant or were fully vested during the year ended December 31, 2014. The closing price of the Common Shares on the TSXV on December 31, 2014 was \$0.005.

Name	Option-Based Awards <sup>(1)</sup>				Share-Based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(2)</sup> (\$)	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 or distributed (\$)
Patrick Mohan CEO	400,000	0.25	December 17, 2017	Nil	Nil	N/A	N/A
Harvey Johnson CFO	200,000	0.25	December 17, 2017	Nil	Nil	N/A	N/A

*Notes:*

- (1) *The Company has in place the Stock Option Plan whereby the maximum number of Common Shares that may be reserved for issuance pursuant to the Stock Option Plan will not exceed 10% of the issued Common Shares at the time of grant. As at December 31, 2014, 2,430,638 Common Shares were reserved for issuance pursuant to the Stock Option Plan.*
- (2) *The value of the in-the-money options currently held by each NEO is based on share price less option exercise price.*

Value Vested or Earned During the Year

Options granted to the Named Executive Officers vest at the time of grant. Because the exercise price of options at the time of grant is set at or above the market price of the Common Shares on the grant date, the value of these incentive stock option grants at the time of vesting is nil.

**Employment Contracts**

The following is a description of the consulting contracts that the Company was a party to for the financial year ended December 31, 2014 with Mr. Mohan, the President and CEO of the Company.

Mohan Agreement

Pursuant to a consulting services agreement dated June 1, 2011 and amended June 1, 2014 (the “**Mohan Agreement**”) between the Company and Patrick Mohan, Mr. Mohan provides services to the Company as Chief Executive Officer of the Company. The Mohan Agreement provides that Mr. Mohan will receive a consulting fee of \$120,000 per year, amended to \$60,000 per year on June 1, 2014. The Mohan Agreement contains non-disclosure provisions whereby Mr. Mohan covenants not to disclose confidential information of the Company. The Mohan Agreement does not contain any termination or change of control provisions.

**Termination and Change of Control Benefits**

Except as set forth above under “Employment Contracts”, the Company does not have in place any compensatory plan or arrangement with any NEO that would be triggered by the resignation, retirement or other termination of employment of such officer, from a change of control of the Company or a change in the executive officer’s responsibilities following any such change of control.

### **Pension and Retirement Plans and Payments made upon Termination of Employment**

The Company does not have any pension or retirement plan which is applicable to the NEOs. The Company has not provided compensation, monetary or otherwise, during the preceding fiscal year, to any person who now acts or has previously acted as a NEO of the Company, in connection with or related to the retirement, termination or resignation of such person other than as described below and the Company has provided no compensation to such persons as a result of a change of control of the Company, its subsidiaries or affiliates. The Company is not party to any compensation plan or arrangement with a NEO resulting from the resignation, retirement or the termination of employment of such person.

### **Director Compensation**

The following table sets forth all amounts of compensation provided to the non-executive directors for the Company's most recently completed financial year.

<b>Name</b>	<b>Fees Earned (\$)</b>	<b>Share-based Awards (\$)</b>	<b>Option-based Awards (\$)</b>	<b>Non-equity Incentive Plan Compensation (\$)</b>	<b>Pension Value (\$)</b>	<b>All other compensation (\$)</b>	<b>Total (\$)</b>
John Cullen <sup>(1)</sup>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
James Fairbairn	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Richard Kellam	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Andrew Budning	Nil	Nil	Nil	Nil	Nil	Nil	Nil

*Notes:*

(1) *Mr. Cullen resigned as Director of the Company on January 12, 2015*

Directors of the Company do not receive any compensation for attending meetings of the Board, committees of the Board, and shareholders meetings. Other than stock options to purchase common shares which are granted to the Company's directors from time to time, the Company does not have any arrangements pursuant to which directors are remunerated by the Company or any of its subsidiaries for their services in their capacities as directors, consultants or experts.

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

The following table sets out for each non-executive director the incentive stock options (option-based awards) and share-based awards outstanding as at December 31, 2014. These incentive stock options either vested at the time of grant or were fully vested during the year ended December 31, 2014. The closing price of the Company's shares on the TSXV on December 31, 2014 was \$0.005.

Name	Option-Based Awards <sup>(1)</sup>				Share-Based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	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 or distributed (\$)
John Cullen	200,000	0.25	December 19, 2017	Nil	Nil	N/A	N/A
James Fairbairn	200,000	0.25	December 19, 2017	Nil	Nil	N/A	N/A
Richard Kellam	200,000	0.25	December 19, 2017	Nil	Nil	N/A	N/A
Andrew Budning	200,000	0.25	December 19, 2017	Nil	Nil	N/A	N/A

Note:

(1) The Company has in place the Stock Option Plan whereby the maximum number of Common Shares that may be reserved for issuance pursuant to the Stock Option Plan will not exceed 10% of the issued Common Shares at the time of grant. As at December 31, 2014, 2,430,638 Common Shares were reserved for issuance pursuant to the Stock Option Plan.

#### Value Vested or Earned During the Year

During the financial year ended December 31, 2014, there was no value vested or earned in respect of option-based awards, share-based awards and non-equity incentive plan compensation by directors of the Company (who are not also NEOs).

#### Discussion

The significant terms of all plan-based awards, including non-equity incentive plan awards, issued or vested, or under which options have been exercised, during the year, or outstanding at year end, are set out above in the “Compensation Discussion and Analysis” section. No options held by directors were exercised during the financial year ended December 31, 2014.

Generally, each year the Board considers whether to grant additional options to the directors. However, there are no definitive arrangements and such consideration is done after review and consideration by the Board. During the fiscal year ended December 31, 2014, no options were granted to non-executive directors.

### **MATTERS TO BE ACTED UPON AT THE MEETING**

To the knowledge of the Board, the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting.

#### **1. RECEIPT OF FINANCIAL STATEMENTS**

The audited financial statements of the Company for the fiscal year ended December 31, 2014 and 2013, and the report of the auditor thereon which accompany this Circular, will be submitted to the Meeting. Receipt at the

Meeting of the auditor's reports and the Company's audited financial statements for these periods will not constitute approval or disapproval of any matters referred to therein.

## 2. ELECTION OF DIRECTORS

At the Meeting, shareholders will be asked to elect four directors (the "Nominees"). The following table provides the names of the Nominees and information concerning them. Shareholders may vote for all of the Nominees, some of them and withhold for others, or withhold from all of them. The persons in the enclosed form of proxy intend to vote for the election of the Nominees. Management does not contemplate that any of the Nominees will be unable to serve as a director. Each director will hold office until the next annual meeting or until his successor is duly elected unless his office is earlier vacated in accordance with the by-laws.

Name, Province or State and Country of Residence, and Position Held in the Company	Principal Occupation	Director Since	Number of Common Shares of the Company Beneficially Owned, Directly or Indirectly, or Controlled or Directed at Present <sup>(1)</sup>
Patrick Mohan Ontario, Canada President, CEO, and Director	President and CEO of the Mohan Group for previous 25 years; director of Canada Lithium Corp. since October 2008; director of Trelawney Mining and Exploration Inc. from June 2005 to June 2012.	May 2, 2011	1,831,167
Richard Kellam <sup>(2)</sup> Ontario, Canada Director	Chief Customer Officer for Mars Inc.	May 31, 2011	494,559
Andrew Budning <sup>(2)</sup> Ontario, Canada Director	Medical doctor; President and Director of the Budning Eye Institute; Ophthalmologist with special training in Pediatric eye disease and Surgery.	May 31, 2011	820,000
James Fairbairn <sup>(2)</sup> Ontario, Canada Director	Self-employed chartered accountant; director and officer of several publicly traded companies.	June 1, 2011	190,000

Notes:

- (1) The information as to voting securities beneficially owned, controlled or directed, not being within the knowledge of the Company, has been furnished by the respective nominees individually.
- (2) Member of the Audit Committee.

As at the date of this Circular, the current directors and senior officers of the Company as a group, directly or indirectly, beneficially own or exercise control or direction over 3,335,726 Common Shares, representing approximately 13.72% of the issued and outstanding Common Shares.

### Corporate Cease Trade Orders or Bankruptcies

Other than as indicated below, none of the directors or executive officers:

- (a) is, as at the date of this Circular, or was within 10 years before the date of this Circular, a director or chief executive officer or chief financial officer of any company that:

- (i) was the subject of an order (as defined in Multilateral Instrument 51-102F5) that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
- (ii) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer, or chief financial officer, and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer, or chief financial officer.

None of the directors, executive officers or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

- (a) is at the date hereof, or has been within 10 years before the date of this Circular, a director or executive officer of any company that while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within the 10 years before this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

**PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE ELECTION OF THE ABOVE-NAMED NOMINEES, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF.** Management has no reason to believe that any of the nominees will be unable to serve as a director but, **IF A NOMINEE IS FOR ANY REASON UNAVAILABLE TO SERVE AS A DIRECTOR, PROXIES IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE REMAINING NOMINEES AND MAY BE VOTED FOR A SUBSTITUTE NOMINEE UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF THE ELECTION OF DIRECTORS.**

### **3. APPOINTMENT OF AUDITOR**

Parker simone LLP, Chartered Accountants is the auditor of the Company and was first appointed auditor of the Company on May 18, 2011.

**PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPOINTMENT OF PARKER SIMONE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF THE SHAREHOLDERS AND THE AUTHORIZATION OF THE DIRECTORS TO FIX THEIR REMUNERATION, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF.**

### **4. CONFIRMATION OF STOCK OPTION PLAN**

The Company has adopted a stock option plan (the “**Stock Option Plan**”) for senior officers, directors, employees and consultants of the Company. The Stock Option Plan provides for the issuance of stock options to acquire up to 10% of the Company’s issued and outstanding capital as at the date of grant, subject to standard anti-dilution adjustment. This is a “rolling plan” as the number of shares reserved for issuance pursuant to the grant of stock options will increase as the Company’s issued and outstanding share capital increases. At no time will more than 10% of the outstanding shares be subject to grant under the Stock Option Plan. If a stock option expires, is exercised



or otherwise terminates for any reason, the number of Common Shares of the Company in respect of that expired, exercised or terminated stock option shall again be available for the purpose of the Stock Option Plan. The principal features of the Stock Option Plan are described in more detail above (see “Stock Option Plan Information”).

The Stock Option Plan is a “rolling” stock option plan and under Policy 4.4 of the TSX Venture Exchange (“TSXV”), a listed company on the TSXV is required to obtain the approval of its shareholders for a “rolling” stock option plan at each annual meeting of shareholders. Accordingly, shareholders will be asked to approve the following resolution:

**“BE IT RESOLVED THAT:**

1. the stock option plan of the Company as described in the Management Information Circular dated October 9, 2015, be and it is hereby approved.”

In accordance with the policies of the TSXV, the Stock Option Plan must be approved by the majority of votes cast at the Meeting on the resolution. **PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE FOREGOING RESOLUTION IN RESPECT OF THE STOCK OPTION PLAN, UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE VOTED AGAINST SUCH RESOLUTION.**

## **STATEMENT OF CORPORATE GOVERNANCE PRACTICES**

### **Audit Committee Information Required in the Circular of a Venture Issuer**

National Instrument 52-110 (“**NI 52-110**”) requires that certain information regarding the Audit Committee of a “venture issuer” (as such term is defined in NI 52-110) be included in the management information circular sent to shareholders in connection with the issuer’s annual meeting.

#### Audit Committee Charter

The full text of the charter of the Company’s Audit Committee is attached hereto as Schedule “A”.

#### Composition of the Audit Committee

The Audit Committee is comprised of Mr. James Fairbairn (Chair), Mr. Richard Kellam, and Mr. Andrew Budning. All members of the audit committee are considered to be “independent” for service on the audit committee and “financially literate” within the meanings of such terms in NI 52-110.

#### Relevant Education and Experience

Set out below is a description of the education and experience of each of the Company’s audit committee members, which is relevant to the performance of his responsibilities as an audit committee member.

Mr. James Fairbairn – Mr. Fairbairn has more than 25 years experience with publicly-traded companies. He is a Chartered Accountant, having obtained his CA designation in 1987 and an Institute-certified Director (2009). Mr. Fairbairn holds a B.A. from Western University . Mr. Fairbairn’s experience touches on corporate governance and financial reporting with respect to junior mining exploration companies. He is currently an officer of Mag Industries Corp. and a former officer of CGX Energy Inc. and Mag Copper Inc. and a former Director of Canada Lithium Corp., Eurocontrol Technics Group Inc., Minerva Minerals Limited, Southeast Asia Mining, Takara Resources Inc. and Trelawney Mining and Exploration Inc. and is currently a director of Crown Mining Corp., Schyan Exploration and Wamco Technologies.

Mr. Richard Kellam – Richard Kellam, has more than 28 years of experience in key sales and marketing leadership roles in global companies. Mr. Kellam joined The Goodyear Tire & Rubber Company as Senior Vice President, Global Sales & Marketing in 2014. Prior to joining Goodyear, he had been global chief customer officer with Mars

Incorporated, a global manufacturer of confectionery, pet food and other food products, since 2009. He was responsible for building world class sales and marketing capabilities and processes across all Mars business units. During his 14 years with Mars, Mr. Kellam held a series of senior marketing roles with business units in North America and Europe including serving three years as president of Mars Petcare Europe, where he drove significant increases in sales and earnings, led brand strategy and accelerated innovation. Mr. Kellam holds a BA from the University of Western Ontario.

Dr. Andrew Budning – Dr. Budning MD,CM., MSc., FRCS(C) is the President and Director of the Budning Eye Institute. Dr. Budning is an Ophthalmologist with special training in Paediatric eye disease and Surgery. Dr. Budning’s principal time is spent in clinical practice, and has been a staff member at the Credit Valley Hospital and The Hospital for Sick Children since 1992. Dr. Budning is a past Chair of the Section on Ophthalmology OMA, and current Member of the Board and Chair for the council of Provincial Affairs for the Canadian Ophthalmological Society. Dr. Budning Holds an MD,CM Degree in Medicine and a Masters Degree in Physiology from McGill University. He is Fellowship trained in Paediatric Ophthalmology at Hospital for Sick Children Hospital University of Toronto. As a result of Dr. Budning’s education and personal investment experience he is considered to be “financially literate”

#### Pre-Approval Policies and Procedures

The Audit Committee’s charter sets out responsibilities regarding the provision of non-audit services by the Company’s external auditors. This policy encourages consideration of whether the provision of services other than audit services is compatible with maintaining the auditor’s independence and requires Audit Committee pre-approval of permitted audit and audit-related services.

#### External Auditor Service Fees

The following table provides details in respect of audit, audit related, tax and other fees billed by the external auditor of the Company for professional services rendered to the Company during the fiscal years ended December 31, 2014 and 2013:

	<b>Audit Fees (\$)</b>	<b>Audit-Related Fees (\$)</b>	<b>Tax Fees (\$)</b>	<b>All Other Fees (\$)</b>
<b>Year ended December 31, 2014</b>	10,200	Nil	Nil	Nil
<b>Year ended December 31, 2013</b>	14,025	Nil	Nil	Nil

Audit Fees – aggregate fees billed for professional services rendered by the auditor for the audit of the Company’s annual financial statements as well as services provided in connection with statutory and regulatory filings.

Audit-Related Fees – aggregate fees billed for professional services rendered by the auditor and were comprised primarily of audit procedures performed related to the Company’s transition to International Financial Reporting Standards and of the review of quarterly financial statements and related documents.

Tax Fees – aggregate fees billed for tax compliance, tax advice and tax planning professional services. These services included reviewing tax returns and assisting in responses to government tax authorities.

All Other Fees – aggregate fees billed for professional services which included accounting advice and advice related to relocating employees.

#### Exemptions

Since the commencement of the Company’s most recently completed financial year, the Company has not relied

on:

1. the exemption in section 2.4 (*De Minimis* Non-audit Services) of NI 52-110 (which exempts all non-audit services provided by the Company's auditor from the requirement to be pre-approved by the Audit Committee if such services are less than 5% of the auditor's annual fees charged to the Company, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by the Audit Committee prior to the completion of that year's audit); or
2. an exemption from the requirements of MI 52-110, in whole or in part, granted by a securities regulator under Part 8 (Exemptions) of NI 52-110.

## **Corporate Governance**

### General

Effective June 30, 2005, National Instrument 58-101 Disclosure of Corporate Governance Practices ("**NI 58-101**") and National Policy 58-201 Corporate Governance Guidelines ("**NP 58-201**") were adopted in each of the provinces and territories of Canada. NI 58-101 requires issuers to disclose annually the corporate governance practices that they have adopted. NP 58-201 provides guidance on corporate governance practices.

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. The Canadian Securities Administrators (the "**CSA**") have adopted NP 58-201, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, the CSA has implemented Form 58-101F2 under NP 58-101 which prescribes the disclosure required to be made by the Company about its corporate governance practices. This section sets out the Company's approach to corporate governance and addresses the Company's compliance with NI 58-101.

### Board of Directors

The Board is currently composed of five directors. Form 58-101F1 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as "independent" directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect "material relationship" with the company. "Material relationship" is defined as a relationship which could, in the view of the company's board of directors, be reasonably expected to interfere with the exercise of a director's independent judgment. Of the proposed Nominees, Patrick Mohan is the only "inside" or management director and accordingly is considered not "independent". The remaining four proposed directors are considered by the Board to be "independent", within the meaning of NI 52-110.

Management has been delegated the responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company's business in the ordinary course, managing cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board facilitates its independent supervision over management by reviewing and approving long-term strategic, business and capital plans, material contracts and business transactions, and all debt and equity financing transactions. Through its audit committee, the Board examines the effectiveness of the Company's internal control processes and management information systems. With the assistance of its compensation committee, the Board reviews executive compensation and recommends stock option grants.

### Directorships

The following table sets forth the directors of the Company who currently hold directorships with other reporting issuers:

Name of Director	Reporting Issuer
Patrick Mohan	Canada Lithium Corp., Metals Creek Resources
John Cullen	CGX Energy Inc., Takara Resources Inc., Wamco Technology Group Ltd.
James Fairbairn	Mag Industries Corp., Crown Mining Corp., Schyan Exploration Inc., Wamco Technology Group

#### Orientation and Continuing Education

The Board does not have a formal orientation or education program for its members. The Board's continuing education is typically derived from information provided by the Company's legal counsel on recent developments in relevant corporate and securities' law matters. Additionally, historically Board members have been nominated who are familiar with the Company and the nature of its business.

#### Ethical Business Conduct

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

Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In addition, as some of the directors of the Company also serve as directors and officers of other companies engaged in similar business activities, directors must comply with the conflict of interest provisions of the OBCA, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest.

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.

#### Nomination of Directors

The recruitment of new directors has generally resulted from recommendations made by directors and shareholders. The Company does not have a nominating committee. Prior to standing for election, new nominees to the Board are reviewed by the entire Board.

#### Compensation

Non-executive directors of the Company do not receive any fees for service on the Board but are entitled to reimbursement of out-of-pocket expenses incurred in connection with their duties and are eligible to participate in the Company's stock option plan.

#### Other Board Committees

The Company has no Board committees other than the audit committee.

#### Assessments

Currently the Board takes responsibility for monitoring and assessing its effectiveness as a whole, and the performance of its committees and individual directors, including reviewing the Board's decision-making processes

and the quality of information provided by management, and among other things:

- overseeing strategic planning;
- monitoring the performance of the Company's assets;
- evaluating the principal risks and opportunities associated with the Company's business and overseeing the implementation of appropriate systems to manage these risks;
- approving specific acquisitions and divestitures;
- evaluating senior management; and
- overseeing the Company's internal control and management information systems.

#### SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth information in respect of the Company's equity compensation plans under which equity securities of the Company are authorized for issuance, aggregated in accordance with all equity plans previously approved by the Company's shareholders and all equity plans not approved by the Company's shareholders:

<b>Plan Category</b>	<b>Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights (#)</b>	<b>Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (\$)</b>	<b>Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (#)</b>
Equity compensation plans approved by securityholders <sup>(1)</sup>	2,135,000	\$0.25	295,638
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
<b>Total</b>	<b>2,135,000</b>	<b>\$0.25</b>	<b>295,638</b>

*Note:*

- (1) See "Stock Option Plan Information" for a description of the Plan. The maximum number of Common Shares that may be reserved for issuance pursuant to the Stock Option Plan will not exceed 10% of the issued Common Shares at the time of grant.

#### INDEBTEDNESS OF OFFICERS AND DIRECTORS

As of the date hereof, there is no indebtedness of any executive officers, directors (or any associate of such director or executive officer), employees, or former executive officers, directors or employees, to the Company.

#### INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No "informed person" (as such term is defined under applicable securities laws), proposed nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed nominee has or had a material interest, direct or indirect, in any transaction since the beginning of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company other than as disclosed elsewhere in this Circular or as disclosed below:

### **Feather River Option Agreement**

On March 30, 2011 and amended February 18, 2014, the Company entered into a memorandum of agreement (the “**Feather River Option Agreement**”) with Precambrian Ventures Ltd. (“**Precambrian Ventures**”), whereby it was granted the sole, exclusive and irrevocable right and option to acquire up to an undivided 100% interest in the Feather River Property, located in St. Germain Township, Sault Ste. Marie Mining Division, Province of Ontario. Donald Hawke, Vice President Exploration of the Company, was formerly a 50% shareholder of Precambrian Ventures.

Under the terms of the Agreement, upon any recapitalization, such as a split or consolidation which transpired on June 1, 2011, the number of consideration shares issued shall be adjusted to preserve the economic equivalent. As such, Kitrinor may exercise its option and thereby earn its interest in the property upon fulfilling the commitment to pay the seller \$150,000 and 750,000 shares of Kitrinor as follows:

- a) \$15,000 (paid) and 50,000 shares (issued) upon signing of the agreement;
- b) an additional \$25,000 (paid) and 50,000 shares on March 1<sup>st</sup>, 2012 (issued);
- c) an additional \$35,000 (paid) and 50,000 shares on March 1<sup>st</sup>, 2013 (issued);
- d) an additional 350,000 shares on March 1<sup>st</sup>, 2014; (issued);
- e) an additional \$75,000 and 250,000 shares on March 1<sup>st</sup>, 2015;.
- f) by carrying out expenditures to keep the claims in good standing.

The Company shall pay to Precambrian Ventures a net smelter return production royalty from the production or sale of gold or other minerals from the Feather River Property. The production royalty rate shall be 2%. The Company will have the sole and exclusive right and option to buy back the entirety of the royalty in increments of \$500,000 per 0.5% each for a total of \$2,000,000.

### **Culroc Agreement**

On September 27<sup>th</sup>, 2011, the Company entered into a mining claim acquisition agreement (the “**Culroc Agreement**”) with Glenn Rochon (a former director and former President & CEO of the Company) (the “**Culroc Vendor**”) whereby the Company re-acquired a 100% interest in one unpatented mining claim totaling 2 units (the “**Culroc Property**”) which comprises a portion of the Sothman Property which was previously held by the Company. Pursuant to the terms of the Culroc Agreement, the Company paid \$10,000 to the Culroc Vendor upon the execution of the Culroc Agreement.

The Culroc Agreement provides that the Company shall pay to the Culroc Vendor and John Cullen (a director of the Company) a 3% net smelter return production royalty (the “**Culroc Royalty**”) from the production or sale of gold or other minerals from the Culroc Property. The Company will have the sole and exclusive right and option to purchase 1% of the Culroc Royalty (such that the remaining Culroc Royalty shall be reduced to 2% of net smelter returns) for a price equal to the reduction price of \$1,500,000.

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

Except as otherwise set out herein, no director or officer of the Company or any proposed nominee for election as a director of the Company or any associate or affiliate of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting.

### **ADDITIONAL INFORMATION AND AVAILABILITY OF DOCUMENTS**

Additional information relating to the Company can be found on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information is provided in the Company’s financial statements for its most recently completed financial year. Copies of the following documents are available without charge to shareholders upon request to the President and Chief Executive Officer of the Company at 365 Bay Street, Suite 400, Toronto, Ontario M5H 2V1; Telephone: (416) 366-9192; Facsimile: (416) 361-2519:

1. the financial statements for the year ended December 31, 2014 and 2013, together with the

- accompanying report of the auditor; and
2. this Circular.

#### **OTHER MATTERS**

The management of the Company knows of no other matters to come before the Meeting other than as set forth in the enclosed Notice of Meeting, however, if other matters which are not known to management should properly come before the Meeting, the accompanying instrument of proxy will be voted on such matters in accordance with the best judgement to the person or persons voting the proxy.

#### **APPROVAL AND CERTIFICATE**

The contents and the sending of this Circular have been approved by the Board. The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

**DATED** this 9<sup>th</sup> day of October, 2015.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(signed) "Patrick Mohan"*

Patrick Mohan  
President and Chief Executive Officer

## SCHEDULE “A”

### KITRINOR METALS INC.

#### CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

##### Name

There shall be a committee of the board of directors (the “**Board**”) of Kitrinor Metals Inc. (the “**Company**”) known as the Audit Committee (the “**Committee**”).

##### Purpose

The Committee has been established to assist the Board in fulfilling its oversight responsibilities and fiduciary obligations. The primary functions and areas of responsibility of the Committee are to:

- review, report and provide recommendations to the Board on the annual and interim consolidated financial statements and related Management’s Discussion and Analysis (“**MD&A**”);
- identify and monitor the management of the principal risks that could impact the financial reporting of the Company;
- make recommendations to the Board regarding the appointment, terms of engagement and compensation of the external auditor;
- monitor the integrity of the Company’s financial reporting process and system of internal controls regarding financial reporting and accounting compliance;
- oversee the work of the external auditors engaged for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company;
- resolve disagreements between management and the external auditor regarding financial reporting;
- receive the report of the external auditors, who must report directly to the Committee; and
- provide an avenue of communication among the Company’s external auditors, management, and the Board.

##### Composition and Qualifications

All Committee members shall meet all applicable requirements prescribed under the *Business Corporations Act* (Ontario), as well as any requirements or guidelines prescribed from time to time under applicable securities legislation, including National Instrument 52-110 (“**NI 52-110**”) as amended, restated or superseded. The Committee shall be comprised of not less than three directors as determined from time to time by the Board. Subject to certain exceptions enumerated in NI 52-110, each member shall be an independent director who is free from any direct or indirect relationship that would, in the view of the Board, reasonably interfere with the exercise of the member’s independent judgment. While it is not necessary for members to have a comprehensive knowledge of generally accepted accounting principles and standards, all members of the Committee shall be “financially literate” so as to be able to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the issues raised by the Company’s financial statements. A director who is not financially literate may be appointed to the Committee by the Board provided that such director becomes financially literate within a reasonable period following his or her appointment, and provided that the Board has determined that such appointment will not materially adversely affect the ability of the Committee to act independently.



Committee members shall be appointed by the Board. The Board shall designate the Chair of the Committee. If a Chair is not designated or present at any meeting, the members of the Committee may designate a Chair by majority vote. The Chair shall have responsibility for ensuring that the Committee fulfills its mandate and duties effectively.

Each member of the Committee shall continue to be a member until a successor is appointed, unless the member resigns, is removed or ceases to be a director. The Board may fill a vacancy at any time.

### **Meetings**

The Committee shall meet at least four times annually, or more frequently as circumstances dictate, and at least once in each fiscal quarter. A notification for each of the meetings shall be disseminated to Committee members two days prior to each meeting. A majority of the members of the Committee shall constitute a quorum for meetings.

An agenda shall be prepared by the Chair of the Committee as far in advance of each meeting as reasonably practicable. Minutes of all meetings of the Committee shall be prepared as soon as possible following the meeting and submitted for approval at or prior to the next following meeting.

The Committee should meet privately at least once per year with management of the Company, the Company's external auditors, and as a committee to discuss any matters that the Committee or any of these groups believe should be discussed.

### **Specific Responsibilities and Duties**

Specific responsibilities and duties of the Committee shall include, without limitation, the following:

#### *General Review Procedures*

1. Review and reassess the adequacy of this Charter at least annually and submit any proposed amendments to the Board for approval.
2. Review the Company's annual audited financial statements, related MD&A, and other documents prior to filing or distribution of such documents or issuing a press release in respect of the financial statements and MD&A. Review should include discussion with management and external auditors of significant issues regarding accounting principles, practices, and significant management estimates and judgments.
3. Annually, in consultation with management and external auditors, consider the integrity of the Company's financial reporting processes and controls. Discuss significant financial risk exposures and the steps management has taken to monitor, control and report such exposures. Review significant findings prepared by the external auditors and the internal auditing department together with management's responses.
4. Review the effectiveness of the overall process for identifying the principal risks affecting financial reporting and provide the Committee's views to the Board of Directors.
5. Review with financial management and the external auditors the Company's quarterly financial results, related MD&A and other documents prior to the filing or distribution of such documents or issuing a press release in respect of the financial statements and MD&A. Discuss any significant changes to the Company's accounting principles. The Chair of the Committee may represent the entire Committee for purposes of this review.

#### *External Auditors*

6. The external auditors are ultimately accountable to the Committee, as representatives of the shareholders. The external auditors must report directly to the Committee, who shall review the independence and performance of the auditors and annually recommend to the Board the appointment

of the external auditors or approve any discharge of auditors when circumstances warrant. The Committee shall approve the compensation of the external auditors.

7. The Committee must approve all non-audit and non-tax services to be provided to the Company or its subsidiary entities.
8. On an annual basis, the Committee should review and discuss with the external auditors all significant relationships they have with the Company that could impair the auditors' independence.
9. Review the external auditors' audit plan and discuss and approve the audit scope, staffing, locations, reliance upon management, and general audit approach.
10. Prior to releasing the year-end earnings, discuss the results of the audit with the external auditors. Discuss any matters that are required to be communicated to audit committees in accordance with the standards established by the Canadian Institute of Chartered Accountants.
11. Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in the Company's financial reporting.

#### *Legal Compliance*

12. On at least an annual basis, review with the Company's counsel any legal matters that could have a significant impact on the organization's financial statements, the Company's compliance with applicable laws and regulations and inquiries received from regulators or governmental agencies.

#### *Other Miscellaneous Responsibilities*

13. Annually assess the effectiveness of the Committee against its mandate and report the results of the assessment to the Board.
14. Prepare and disclose a summary of the mandate to shareholders.
15. Perform any other activities consistent with this mandate, the Company's by-laws and governing law, as the Committee or the Board deems necessary or appropriate.

#### **Authority**

The Committee shall have the authority to:

1. delegate approval-granting authority to pre-approve non-audit services by the external auditor to one or more of its members;
2. engage independent counsel and other advisors as it determines necessary to carry out its duties;
3. set and pay the compensation for any advisors employed by the Committee; and
4. communicate directly with the external auditors.

#### **Reporting**

The Committee shall report its deliberations and discussions regularly to the Board and shall submit to the Board the minutes of its meetings.

#### **Resources**

The Committee shall have full and unrestricted access to all of the Company's books, records, facilities and

personnel as well as the Company's external auditors and shall have the authority, in its sole discretion, to conduct any investigation appropriate to fulfilling its responsibilities. The Committee shall further have the authority to retain, at the Company's expense, such special legal, accounting or other consultants or experts as it deems necessary in the performance of its duties and to request any officer or employee of the Company or the Company's external counsel or auditors to attend a meeting of the Committee.

#### **Limitation on the Oversight Role of the Committee**

Nothing in this Charter is intended, or may be construed, to impose on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all members of the Board are subject.

Each member of the Committee shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside the Company from whom he or she receives information, and the accuracy of the information provided to the Company by such persons or organizations.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and in accordance with generally accepted accounting principles and applicable rules and regulations, each of which is the responsibility of management and the Company's external auditors.