

**BEAUFIELD RESOURCES INC./
RESSOURCES BEAUFIELD INC.**

**Annual Meeting of Shareholders
to be held on Monday, February 27, 2017**

NOTICE OF MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

January 27, 2017

BEAUFIELD RESOURCES INC./RESSOURCES BEAUFIELD INC.

1801 McGill College Avenue - Suite 950

Montreal, Quebec

H3A 2N4

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD ON FEBRUARY 27, 2017

NOTICE IS HEREBY GIVEN that the 2017 annual meeting (the “**Meeting**”) of the shareholders of Beaufield Resources Inc./Ressources Beaufield Inc. (“**BFD**” or the “**Corporation**”) will be held at the offices of Lavery, de Billy, 1 Place Ville Marie, 40th Floor, Montreal, Quebec on Monday, February 27, 2017, at 11:00 a.m. (Montreal time) for the following purposes:

1. To receive the audited financial statements of the Corporation for the year ended August 31, 2016 and the report of the auditors on those statements.
2. To elect four directors for the ensuing year.
3. To Appoint Raymond Chabot Grant Thornton, L.L.P. as auditors of the Corporation for the ensuing year and to authorize the Directors to fix their remuneration.
4. To transact such other business as may properly come before the Meeting or any adjournments thereof.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. If you are unable to attend the Meeting in person, please read the Management Information Circular and enclosed proxy (the “**Proxy**”) and then complete, sign, date and return the Proxy, together with the power of attorney or other authority, if any, under which it was signed or a notarially certified copy thereof, to the Corporation’s registrar and transfer agent, Computershare Investor Services Inc., at 9th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 at least 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or adjournment thereof. As set out in the notes to the Proxy, the Proxy is solicited by management, but you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting. Unregistered shareholders who received the Proxy through an intermediary must deliver the proxy in accordance with the instructions given by such intermediary.

DATED at Montreal, Quebec, as of the 27th day of January, 2017.

BEAUFIELD RESOURCES INC. / RESSOURCES BEAUFIELD INC.

(signed) “*Jens E. Hansen*”

By: _____

Jens E. Hansen

President and Chief Executive Officer

BEAUFIELD RESOURCES INC. / RESSOURCES BEAUFIELD INC.

MANAGEMENT INFORMATION CIRCULAR

The information contained in this Management Information Circular, unless otherwise indicated, is as of January 27, 2017 (the “**Information Circular**”).

This Information Circular is being mailed by the management of the Corporation to everyone who was a shareholder of record of the Corporation on January 27, 2017, which is the date that has been fixed by the directors of the Corporation as the record date to determine the shareholders who are entitled to receive notice of the Meeting.

This Information Circular is furnished in connection with the solicitation of proxies by and on behalf of management for use at the 2017 annual meeting of the shareholders of the Corporation to be held on Monday, February 27, 2017 at 11:00 a.m. (Montreal time) at the offices of Lavery, de Billy, 1 Place Ville Marie, 40th Floor, Montreal, Quebec, H3B 4M4. The solicitation of proxies will be primarily by mail. Certain employees or directors of the Corporation may also solicit proxies by telephone or in person. The cost of solicitation will be minimal and will be borne by the Corporation.

Pursuant to National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), arrangements have been made with clearing agencies, brokerage houses and other financial intermediaries to deliver proxy solicitation materials to the beneficial owners of the common shares of the Corporation (each, a “**Common Share**”). The Corporation may pay the reasonable costs incurred by such persons in connection with such delivery.

Under the Corporation’s Articles, two or more persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the issued shares of the Corporation entitled to vote at the Meeting, must be present in person at the Meeting before any action may validly be taken at the Meeting. If such a quorum is not present in person or by proxy, the Corporation will reschedule the Meeting.

PART 1 – VOTING

HOW A VOTE IS PASSED

Voting at the Meeting will be by a show of hands, each shareholder having one vote, unless a poll is requested or otherwise required, in which case each shareholder is entitled to one vote for each share held. In order to approve a motion proposed at the Meeting a majority of greater than 50% of the votes cast will be required (an "ordinary resolution") unless the motion requires a special resolution in which case a majority of 66 2/3% of the votes cast will be required (a “special resolution”).

WHO CAN VOTE?

A registered shareholder, or a non-objecting beneficial owner (“**NOBO**”) whose name has been provided to the Corporation’s registrar and transfer agent, as at January 27, 2017, will appear on a list of shareholders prepared by the transfer agent for purposes of the Meeting and be entitled to attend and vote at the Meeting.

If your shares are registered in the name of a “nominee” (usually a bank, trust company, securities dealer or other financial institution), you should refer to the section entitled “Non-Registered Shareholders” set out below.

METHODS OF VOTING

Voting in Person at the Meeting

To vote in person at the Meeting, registered shareholders or NOBO will be required to register with the Meeting by identifying themselves as such to the scrutineer. If the shares are registered in the name of a corporation, a duly authorized officer of the corporation may attend on its behalf but documentation indicating such officer’s authority should be presented at the Meeting.

It is important that your shares be represented at the Meeting regardless of the number of shares you hold. If you will not be attending the Meeting in person, the Corporation invites you to complete, date, sign and return your form of proxy as soon as possible so that your shares will be represented. See “*Voting by Proxy at the Meeting*”.

Voting by Proxy at the Meeting

Registered shareholders or NOBOs who do not wish to or cannot attend the Meeting in person may appoint someone else to attend the Meeting and act as their proxyholder to vote in accordance with their instructions. To do so, the registered shareholder or NOBO should sign, date and deliver the accompanying proxy, together with the power of attorney or other authority if any, under which it was signed or a notarially certified copy, to Computershare Investor Services Inc., 9th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 so that it is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the time set for the Meeting or any adjournment thereof. In the case of a corporation, the proxy must be executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation.

Unregistered shareholders who receive the proxy through an intermediary must deliver the proxy in accordance with the instructions given by such intermediary. See “Non-Registered Shareholders” below.

The persons named in the accompanying proxy are directors or executive officers of the Corporation. **A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT ON HIS BEHALF AT THE MEETING OTHER THAN THE PERSONS NAMED IN THE PROXY AS PROXYHOLDERS. TO EXERCISE THIS RIGHT, THE SHAREHOLDER MUST STRIKE OUT THE NAMES OF THE PERSONS NAMED IN THE PROXY AS PROXYHOLDERS AND INSERT THE NAME OF HIS NOMINEE IN THE SPACE PROVIDED OR COMPLETE ANOTHER PROXY.** A shareholder giving a proxy has the right to attend the Meeting, or appoint someone else to attend in his or her proxy at the Meeting and the proxy submitted earlier may be revoked in the manner described above under the heading “Revocation of Proxies” below.

The persons named in the accompanying proxy will vote or withhold from voting the Common Shares in respect of which they are appointed by proxy on any ballot that may be called for in accordance with the instructions thereon, and if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly. In the absence of such specifications, such Common Shares will be voted in favour of each of the matters referred to herein. Each such matter is described in greater detail elsewhere in this Information Circular.

The accompanying proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting and other matters which may properly come before the Meeting. **It is the intention of the persons designated in the accompanying proxy to vote in accordance with their best judgement on such matters or business.** At the time of printing of this Information Circular, the management of the Corporation is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting.

REVOCATION OF PROXIES

A shareholder who or an intermediary acting on behalf of a shareholder which has given a Proxy has the power to revoke it. Revocation can be effected by an instrument in writing signed by the intermediary or shareholder or his attorney authorized in writing, and, in the case of a corporation, executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation and either delivered to the Corporation’s head office at 1801 McGill College Avenue, Suite 950, Montreal, Quebec H3A 2N4 at any time up to 5:00 p.m. (Montreal time) on the last business day preceding the day of the Meeting, or any adjournment thereof, or deposited with the Chairman of the Meeting on the day of the Meeting, prior to the hour of commencement.

NON-OBJECTING BENEFICIAL OWNERS

The Meeting Materials (as defined below) are being sent to both registered and non-registered owners of the Common Shares. If you are a non-registered owner, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of Common Shares have been obtained in accordance with applicable securities laws from the Intermediary (as defined below) holding the Common Shares on your behalf. By choosing to send these materials to you directly, the Corporation (and not the Intermediary holding on your behalf) has assumed responsibility for: (i) delivering these materials to you; and (ii) executing proper voting instructions. Please return your voting instructions as specified in the request for voting instructions or form of proxy delivered to you.

NON-REGISTERED SHAREHOLDERS

Only registered shareholders, NOBOs or the persons they appoint as their proxies are permitted to vote at the Meeting. Most shareholders are “non-registered shareholders” (“**Non-Registered Holders**”) 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 Holder are registered either: (i) in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP’s, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“**CDS**”)) of which the Intermediary is a participant. In accordance with the requirements of NI 54-101, the Corporation has distributed copies of the Notice of Meeting, this Information Circular and the Proxy (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

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

- (a) 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 Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deliver it to **Computershare Investor Services Inc.** as provided above; or
- (b) more typically, be given a voting instruction form **which is not signed by the Intermediary**, and which, when properly completed and signed by the Non-Registered Holder and **returned to the Intermediary or its service corporation**, 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 Non-Registered Holder must properly complete and sign the form of proxy and submit it to the Intermediary or its service corporation in accordance with the instructions of the Intermediary or its service corporation.

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

A Non-Registered Holder may revoke a voting instruction form or a waiver of the right to receive the 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 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.

PART 2 - VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Corporation has only one class of shares entitled to be voted at the Meeting, namely, common shares without par value. All issued shares are entitled to be voted at the Meeting and each has one vote. As of January 27, 2017, there were 135,431,519 common shares issued and outstanding.

Only those common shareholders of record on January 27, 2017 will be entitled to vote at the Meeting or any adjournment thereof.

To the knowledge of the directors and executive officers of the Corporation, no person beneficially owns, directly or indirectly, or exercises control or direction over shares carrying more than 10% of the voting rights attached to all outstanding shares of the Corporation which have the right to vote in all circumstances.

PART 3 - THE BUSINESS OF THE MEETING

FINANCIAL STATEMENTS

The audited financial statements of the Corporation for the year ended August 31, 2016 will be placed before you at the Meeting. A copy of these financial statements, together with the auditors' report thereon, and management's discussion and analysis, were mailed to those shareholders who returned the request for annual and interim financial statement return card mailed to shareholders in connection with the Corporation's 2016 annual meeting and indicated to the Corporation that they wished receive same. These financial statements and MD&A are also available for review on SEDAR. See Part 7 "OTHER INFORMATION – Additional Information" below.

ELECTION OF DIRECTORS

Directors of the Corporation are elected for a term of one year. Management proposes to nominate the persons named under the heading "Nominees for Election" below for election as directors of the Corporation. Each director elected will hold office until the next annual meeting or until his successor is duly elected or appointed, unless his office is earlier vacated in accordance with the Articles of the Corporation or he becomes disqualified to act as a director.

The Board of Directors has fixed the number of directors at four.

Nominees for Election

The following information relating to the nominees for directors is based partly on the Corporation's records and partly on information received by the Corporation from said nominees, and sets forth the name and province of residence of each of the persons proposed to be nominated for election as a director, his principal occupation at present, all other positions and offices in the Corporation held by him, the year in which he was first elected a director, and the number of shares of the Corporation beneficially owned by him, directly or indirectly, or over which control or direction is exercised by him.

Name, Province, Country of Residence and Position with Corporation	Present Principal Occupation ⁽¹⁾	Previously a Director Since	Shares Owned ⁽²⁾
Robert J. Casaceli Nevada, United States <i>Proposed Director</i>	Consulting Geologist	N/A	Nil
James C. Gervais ⁽³⁾ Ontario, Canada <i>Director</i>	Former Canadian Army Commander and Assistant Deputy Minister to the Governor-General of Canada.	January 20, 2014	46,000
Jens E. Hansen ⁽³⁾ Ontario, Canada <i>Director</i>	President and CEO of the Corporation.	June 16, 1995	7,076,000
Ronald W. Stewart Ontario, Canada <i>Proposed Director</i>	President and CEO of Eros Resources Corp.	N/A	Nil

- (1) Includes occupations for preceding five years unless the director was elected at the previous annual meeting and was shown as a nominee for election as a director in the information circular for that meeting.
- (2) The number of shares of the Corporation carrying the right to vote in all circumstances beneficially owned, directly or indirectly, or over which control or direction is exercised by each proposed nominee as of January 27, 2017. This information is not within the knowledge of the management of the Corporation and has been furnished by the respective individuals, or from insider reports filed by the individuals and available through the Internet at www.sedi.ca.
- (3) Member of audit committee. The third member of the audit committee is not a nominee for director at the Meeting. After the Meeting, the board of directors will appoint three directors as members of the audit committee.

Mr. Casaceli's career spans over 40 years during which he has worked in over 50 countries and held executive positions with several companies including Franco-Nevada Corporation, Franc-Or Resources and Euro-Nevada Mining Corporation. Since March 2012, Mr. Casaceli has been providing geologic, general exploration, drill targeting, and economic valuation services as a consulting geologist to several mining companies. From July 2010 through March 2012, Mr. Casaceli served as President and CEO of Creso Exploration Inc., a junior resource exploration company. Mr. Casaceli had previously served as an exploration geologist for Anaconda Minerals and ASARCO Inc., and as a research geologist for the U.S. Geological Survey and the Cooperative Institute for Research in Environmental Sciences, University of Colorado/NOAA. Mr. Casaceli has been involved in the discovery, delineation, and/or realization of several mines in the United States, Peru, Argentina, Colombia, French Guiana, Honduras, France, and Russia.

Mr. Stewart is a mining professional with over 30 years of international experience in exploration, project development, operations and the capital markets. In December 2016, Mr. Stewart was appointed President and CEO of Eros Resources Corp., a junior resource exploration company focused on the acquisition, exploration and development of resource projects in the Americas. Prior to that, Mr. Stewart spent eight years in the capital markets industry as a top ranked equity analyst and investment banker: From December 2015 to November 2016, Managing Director, Mining Research at Dundee Capital Markets; from July 2014 to November 2015, Managing Director, Mining Equity Research at Macquarie Capital Markets (Canada) Ltd.; from January 2013 to June 2014, Managing Director, Investment Banking at Clarus Securities Inc.; and from September 2008 to December 2012 Senior Mining Analyst at Dundee Capital Markets. He also served as President and CEO of Verena Minerals Ltd. which later was renamed Belo Sun Mining. Prior to that he worked as Executive Vice President of Exploration for Kinross Gold Corp. for over five years following a sixteen year career with Placer Dome Inc.

The Corporation does not have an executive committee. Pursuant to the provisions of National Instrument 52-110 *Audit Committees*, the Corporation is required to have an audit committee whose members are indicated above. See also Part 5 “AUDIT COMMITTEE” below.

The Corporation’s management recommends that shareholders vote in favour of the nominees for election as directors. **Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the election of the four nominees as directors of the Corporation for the ensuing year.**

Corporate Cease Trade Orders or Bankruptcy

To the Corporation's knowledge, none of the proposed directors:

(a) is, as at the date of this Management Proxy Circular, or has been, within 10 years before the date of this Management Proxy Circular, a director, chief executive officer or chief financial officer of any company, including the Corporation, that (i) was subject to an order that was in effect for a period of more than 30 consecutive days, that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer or (ii) to an order that was in effect for a period of more than 30 consecutive days, that was issued after the proposed director 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 director, chief executive officer or chief financial officer.

(b) is, as at the date of this Management Proxy Circular, or has been, within 10 years before the date of this Management Proxy Circular, a director or executive officer of any company, including the Corporation, 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.

(c) has, within the 10 years before the date of this Management Proxy Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Penalties or Sanctions

To the Corporation's knowledge, as at the date of this Information Circular, no proposed nominee for election as a director of the Corporation is, or has been, subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely to be considered important to a reasonable investor making an investment decision.

Conflicts of Interest

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

Except as disclosed in this Information Circular, to the best of the Corporation’s knowledge, there are no known existing or potential conflicts of interest among the Corporation and its promoters, directors, officers or other members of management as a result of their outside business interests except that certain of the directors, officers, promoters and other members of management serve as directors, officers, promoters and members of management of other public companies (including companies that are similarly engaged in the business of acquiring, exploring and developing mineral resource properties), and therefore it is possible that a conflict may arise between their duties as a director, officer, promoter or member of management of such other companies.

APPOINTMENT OF THE AUDITORS

During the fiscal year ended August 31, 2016, Raymond Chabot Grant Thornton LLP served as the Corporation's auditors and have served as auditors of the Corporation since their initial appointment on February 26, 1997. See Part 5 "AUDIT COMMITTEE – External Auditors Service Fees".

The Corporation's management recommends that shareholders vote in favour of the re-appointment of Raymond Chabot Grant Thornton LLP as the Corporation's auditors for the ensuing year and in favour of granting the Board of Directors the authority to determine the remuneration to be paid to the auditors.

Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the appointment of Raymond Chabot Grant Thornton LLP as the auditors of the Corporation until the close of the next annual meeting and also intend to vote FOR the proposed resolution to authorize the Board of Directors to fix the remuneration to be paid to the auditors.

PART 4 – STATEMENT OF EXECUTIVE COMPENSATION

As defined under applicable securities legislation, the Corporation had two "Named Executive Officers" during the financial year ended August 31, 2016 as set out below:

Jens E. Hansen	President and CEO.
Vatche Tchakmakian	Chief Financial Officer and Secretary.

Definitions for the purpose of this Information Circular:

"compensation securities" includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Corporation or one of its subsidiaries (if any) for services provided or to be provided, directly or indirectly to the Corporation or any of its subsidiaries (if any);

"named executive officer" or **"NEO"** means each of the following individuals:

- (a) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;
- (b) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
- (c) in respect of the Corporation and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5), for that financial year;
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was not an executive officer of the Corporation, and was not acting in a similar capacity, at the end of that financial year;

"plan" includes any plan, contract, authorization or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons; and

"underlying securities" means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and Named Executives Officer Compensation excluding Compensation Securities

The following table sets forth all compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Corporation or any subsidiary thereof to each NEO and each director of the Corporation, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the Corporation or any subsidiary thereof:

Name and principal position	Year	Salary, Consulting fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting fees (\$)	Value of Perquisites (\$)	Value of all other Compensation⁽¹⁾	Total Compensation (\$)
Jens E. Hansen President, CEO, Director	2016	\$ 84,480 ⁽²⁾	Nil	Nil	Nil	Nil	\$84,480
	2015	\$91,520 ⁽²⁾	Nil	Nil	Nil	Nil	\$91,520
Vatche Tchakmakian CFO and Secretary	2016	\$76,585 ⁽³⁾	Nil	Nil	Nil	Nil	\$76,585
	2015	\$60,112 ⁽³⁾	Nil	Nil	Nil	Nil	\$60,112
John Budden Director	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	\$17,419 ⁽⁴⁾	Nil	Nil	Nil	Nil	\$17,419

Notes:

- (1) The value of perquisites received by each of the Named Executive Officers, including property or other personal benefits provided to the Named Executive Officers that are not generally available to all employees, were not in the aggregate greater than \$15,000, if applicable.
- (2) During the fiscal year ended August 31, 2016 a total of \$84,480 (2015 - \$91,520) was paid to Geotest Corporation for management fees (\$72,080; 2015 - \$75,120) and geological consulting services (\$12,400; 2015 - \$16,400). Geotest Corporation is a private Corporation controlled by Mr. Hansen. See "Employment, Consulting and Management Agreements" below. In 2016, these amounts do not include a total of \$24,000 (2015 - \$26,000) paid to Geotest Corporation for office rent and \$4,165 (2015 - \$7,400) for geological equipment rent.
- (3) During the fiscal year ended August 31, 2016 a total of \$72,080 (2015 - \$60,112) was paid to Gestions Vatche Tchakmakian Inc. ("GVTI"), a private corporation controlled by Mr. Tchakmakian, in respect of services provided by him. See "Employment, Consulting and Management Agreements" below. In 2016, these amounts do not include the fees paid to GVTI for its support staff in respect of bookkeeping and accounting services of \$35,356 (2015 - \$36,105) and office rent of \$Nil (2015 - \$9,350).
- (4) Mr. Budden provided communications consulting services to the Corporation at a fee of \$4,000 per month until his resignation as a director of the Corporation on January 22, 2015.

Stock Options and Other Compensation Securities

The following table sets out all compensation securities granted or issued to each director and NEO by the Corporation or any subsidiary thereof in the year ended August 31, 2016 for services provided, or to be provided, directly or indirectly, to the Corporation or any subsidiary thereof:

Name and position	Type of Compensation Security	Number of Compensation Securities, Number of Underlying Securities, and Percentage of Class ⁽¹⁾⁽⁴⁾	Date of Issue or Grant	Issue, Conversion or Exercise Price (\$) ⁽³⁾	Closing Price of Security or Underlying Security on Date of Grant (\$)	Closing Price of Security or Underlying Security at Year End (\$)	Expiry Date
William Deluce Director	Stock option	500,000 / 500,000 / ⁽¹⁾	December 18, 2015	\$0.05	\$0.04	\$0.12	January 7, 2017 ⁽²⁾
Bernard Deluce Director	Stock option	400,000 / 400,000 / ⁽¹⁾	April 20, 2016	\$0.09	\$0.09	\$0.12	February 20, 2018 ⁽²⁾

- (1) Represents less than 1% of the issued and outstanding common shares;
- (2) Mr. William Deluce was a director of the Corporation until January 7, 2016 and Mr. Bernard Deluce is not a nominee for director at the Meeting. Unexercised Options are cancelled on the earlier of the date of the expiration of the Option period and one year after the termination of employment or directorship.
- (3) During the year ended August 31, 2016, no stock option has been re-priced, cancelled and replaced, had its term extended, or otherwise been materially modified.
- (4) During the year ended August 31, 2016, the stock options granted had no vesting provisions or any restrictions or conditions for converting, exercising or exchanging.

The following table sets forth particulars of all Stock Option outstanding for each director and NEO, at August 31, 2016:

Name	Compensation Options (#)	Exercise Price (\$)	Expiry Date
Jens E. Hansen President, CEO and Director	800,000	\$0.10	August 14, 2018
	400,000	\$0.10	October 27, 2019
	500,000	\$0.05	May 12, 2020
Vatche Tchakmakian CFO and Secretary	400,000	\$0.10	August 14, 2018
	400,000	\$0.10	October 27, 2019
	500,000	\$0.05	May 12, 2020
James Gervais Director	400,000	\$0.10	April 28, 2019
	125,000	\$0.05	May 12, 2020
Bernard Deluce Director	400,000	\$0.09	February 20, 2018

Exercise of Compensation Securities by Directors and NEOs

NO director or NEO exercised any compensation securities, being solely comprised of stock options, during the year ended August 31, 2016.

Stock Option Plans and Other Incentive Plans

The Corporation's current stock option plan (the "**Stock Option Plan**"), originally adopted in 2006, is designed to provide an incentive to qualified persons to increase their proprietary interest in the Corporation and thereby encourage their continuing association with the Corporation. The Stock Option Plan is administered by the Board and is available to directors, officers, employees and consultants of the Corporation and any related entities. The material terms of the Stock Option Plan are as follows:

1. The number of shares subject to each option is determined by the Board, or if appointed, by a special committee of directors appointed from time to time by the Board, provided, at the time the options are granted, that:
 - (a) the aggregate number of shares that may be issued pursuant to the exercise of stock options under the Stock Option Plan is currently limited to 11,000,000 common shares;
 - (b) no more than 5% of the issued shares of the Corporation may be granted to any one optionee at the time the options are granted;

- (c) no more than 2% of the issued shares of the Corporation may be granted to any one consultant in any 12 month period; and
 - (d) no more than an aggregate of 2% of the issued shares of the Corporation may be granted to persons employed to provide "investor relations activities" in any 12 month period.
2. The exercise price of the options cannot be set at less than the greater of:
 - (a) \$0.05 per share; or
 - (b) the last closing price of the Corporation's shares on the stock exchange on which the common shares of the Corporation are then listed before either the issuance of the news release or the filing of the price reservation form required to fix the exercise price of the options, less the maximum allowable discount from market as may be permitted under the policies of such exchange, if any.
 3. The options may be exercisable for a period of up to 10 years.
 4. The options shall be subject to such vesting requirements, if any, as may be determined by the Board from time to time provided that options granted to consultants performing "investor relations activities" must vest in stages over 12 months with no more than 1/4 of the options vesting in any three month period.
 5. Reasonable topping up of options granted to an individual will be permitted.
 6. The option can only be exercised by the optionee and only so long as the optionee is a director, executive officer, employee or consultant of the Corporation or any related entity including any of its Subsidiaries or within a period of not more than 12 months after ceasing to be a director, executive officer or employee or 90 days after ceasing to be a consultant (30 days in the case of an employee or consultant engaged in "investor relation activities") to the extent that the optionee was entitled to exercise the option at the date of such cessation.
 7. In the event of death of an optionee, the option previously granted to him shall be exercisable as to all or any of the common shares in respect of which such option has not previously been exercised at the date of the optionee's death (including in respect of the right to purchase common shares not otherwise vested at such time), by the legal representatives of the optionee at any time up to and including (but not after) a date one year following the date of death of the optionee or the expiry time of the option, whichever occurs first.
 8. Options may provide that, in the event of the sale by the Corporation of all or substantially all of the property and assets of the Corporation or in the event of a take-over bid is made for the common shares of the Corporation, the optionees under such options shall be entitled, for a stated period of time thereafter, to exercise and acquire all common shares under their option, including in respect of common shares available under the option that are not otherwise vested at that time.
 9. Disinterested shareholder approval for any reduction in the exercise price of a previously granted option shall be obtained prior to the exercise of such options if the optionee is an "insider" of the Corporation at the time of the proposed reduction.

The following table summarizes the shares subject to options under the Stock Option Plan, the weighted-average exercise price of outstanding options and the number of shares that remain available for new options under the Stock Option Plan, all as of August 31, 2016, the Corporation's most recently completed financial year:

Plan Category ⁽¹⁾	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)) (c)
Stock Option Plan	7,125,000	\$0.08	2,575,000 ⁽²⁾
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	7,125,000	\$0.16	2,575,000

(1) The Stock Option Plan has previously been approved by the securityholders of the Corporation. As of the date hereof, there are no other equity compensation plans outstanding that have not been approved by the securityholders.

(2) Based on a total of 11,000,000 shares authorized for issuance under the Stock Option Plan as at August 31, 2016, net of previously exercised stock options granted under the plan.

Pension Plan Benefits

The Corporation does not have any pension, retirement or deferred compensation plans, including defined contribution plans.

Employment, Consulting and Management Agreements

Geotest Agreement

Effective June 1, 2013 the Corporation entered into a formal consulting agreement (the “**Geotest Agreement**”) with Geotest Corporation (“**Geotest**”) pursuant to which Geotest has agreed to provide, as an independent contractor, certain management, administrative and consulting services to the Corporation for a fee of \$8,800 per month (plus applicable sale taxes) to be reviewed annually. On January 1, 2015, the fees were reduced to \$7,040 per month (plus applicable sale taxes). The services to be provided by Geotest include, among other things, managing the general affairs and business interests and administration of the Corporation as directed by the board of directors, assisting the Corporation in its marketing and financing activities, providing advice with respect to strategies and alternatives for the advancement of the Corporation’s mineral projects and researching and/or soliciting additional and/or alternative mining exploration and/or development opportunities, in the mining sector, for the Corporation. Geotest has also agreed to provide the Corporation with office space at Geotest’s current place of business. See “Summary Compensation Table” above for details of the aggregate fees paid to Geotest for the two most recently completed financial years of the Corporation.

As a condition of the Geotest Agreement, Jens E. Hansen, the President, a director and principal shareholder of Geotest has agreed to devote approximately 50% of his business time, energy and ability to the business and affairs of the Corporation.

The term of the Geotest Agreement is for an indefinite period of time and provides for the payment of a lump sum amount of \$250,000 in the event the Geotest Agreement is terminated by the Corporation other than for a material default on the part of Geotest. In addition, Geotest is entitled to terminate the Geotest Agreement and receive the lump sum amount of \$250,000 in the event of a change in control of the Corporation or certain other specified events as follows:

- (a) a change of control of the Corporation whereby, whether friendly or hostile, through takeover bid, private purchase, merger, amalgamation, corporate reorganization or any other form of business combination, more than 50% of the Corporation is acquired;
- (b) a change of business of the Corporation whereby by a transaction or series of transactions which will redirect the Corporation’s resources and which changes the nature of its business, for example,

through the acquisition of an interest in another business which represents a material amount of the Corporation's market value, assets or operations, or which becomes the principal enterprise of the Corporation;

- (c) a change of control of the Corporation which includes situations where after giving effect to the contemplated transaction and as a result of such transaction:
 - (i) any one person holds a sufficient number of the voting shares of the Corporation or resulting entity to affect materially the control of the Board of Directors of the Corporation, the Corporation or resulting entity, or
 - (ii) any combination of persons, acting in concert by virtue of an agreement, arrangement, commitment or understanding, hold in total a sufficient number of the voting shares of the Corporation or resulting entity to affect materially the control of the Board of Directors of the Corporation, the Corporation or resulting entity,

where such person or combination of persons did not previously hold a sufficient number of voting shares to affect materially the control of the Board of Directors of the Corporation, the Corporation or resulting entity;

- (d) there occurs a change in the composition of the Board of Directors of the Corporation, which occurs at a single meeting of the shareholders of the Corporation, or a succession of meetings of the shareholders of the Corporation occurring within 6 months of each other, whereby such individuals who were members of the Board of Directors immediately prior to such meeting or succession of meetings cease to constitute a majority of the Board of Directors without the Board of Directors, as constituted immediately prior to such meeting or meetings, approving of such change;
- (e) a sale of substantially all the assets of the Corporation to another person. Person meaning any individual, corporation or other entity;
- (f) the Corporation materially alters the duties and responsibilities of Geotest without its prior written consent;
- (g) the Corporation materially breaches the terms of the Geotest Agreement and the failure of the Corporation to cure such breach within 30 days;
- (i) discontinuance of the active operation of business of the Corporation or insolvency of the Corporation or the filing by or against the Corporation of a petition in bankruptcy or for reorganization or restructuring or pursuant to applicable insolvency or bankruptcy legislation.

Geotest has a period of 90 days from the occurrence of a triggering event to exercise its termination right under the Geotest Agreement. The Geotest Agreement has been approved by the independent directors of the Corporation.

GVTI Agreement

On January 1, 2009 the Corporation entered into a consulting agreement (the "**GVTI Agreement**") with Gestions Vatche Tchakmakian Inc. ("**GVTI**") pursuant to which GVTI has agreed to provide, as an independent contractor, certain accounting, administrative and secretarial services to the Corporation for a monthly fee based on certain agreed upon hourly rates for the services provided (plus applicable taxes). The services to be provided by GVTI include, among other things, bookkeeping on a monthly basis, preparing quarterly and annual financial statements and management's discussion and analysis, assisting the Corporation's auditors during audit of the annual financial statements, preparing income tax returns, exploration tax credit returns, mining rights returns and flow-through share filings, filing continuous disclosure documents on SEDAR and providing general administration and secretarial services for the Corporation. The hourly rates charged by GVTI for secretarial, administrative, financial and accounting services are consistent with industry standards. See "Summary Compensation Table" above for details of the aggregate fees paid to GVTI for the two most recently completed financial years of the Corporation.

Vatche Tchakmakian is the President, a director and principal shareholder of GVTI and has agreed to act as the CFO of the Corporation during the term of the GVTI Agreement.

The GVTI Agreement is for an indefinite period of time and provides for the payment of a lump sum amount of \$180,000 in the event the GVTI Agreement is terminated by the Corporation other than for a material default on the part of GVTI which includes Vatche Tchakmakian ceasing to be actively and meaningfully involved in carrying out GVTI's services. In addition, GVTI is entitled to terminate the GVTI Agreement and receive the lump sum amount of \$180,000 in the event of a change in control of the Corporation or certain other specified events which are substantially the same as set out in the Geotest Agreement.

Save as aforesaid, there are no compensatory plans, contracts or arrangements in place with any executive officers of the Corporation resulting from the resignation, retirement or any other termination of employment of the executive officers with the Corporation or from a change in control of the Corporation or a change in the executive officer's responsibilities following a change in control.

The following table sets out estimates of the incremental amounts payable to each of the above executive officers upon identified termination events, assuming each such event took place on the last business day of fiscal year 2016. The table below assumes the exercise of all unexercised options (vested and unvested, as applicable) on August 31, 2016.

	Jens E. Hansen (\$)	Vatche Tchakmakian (\$)
Termination Without Cause/Constructive Dismissal		
Base Salary or Fee/Termination Payment	\$250,000	\$180,000
Benefits and Perks	Nil	Nil
Annual Incentives	Nil ⁽¹⁾	Nil ⁽¹⁾
Long-Term Incentives	\$59,000 ⁽²⁾	\$51,000 ⁽²⁾
Pension Benefits	Nil	Nil
Triggering Event Following a Change in Control		
Base Fee/Termination Payment	\$250,000	\$180,000
Benefits and Perks	Nil	Nil
Annual Incentives	Nil ⁽¹⁾	Nil ⁽¹⁾
Long-Term Incentives	\$59,000 ⁽²⁾	\$51,000 ⁽²⁾
Pension Benefits	Nil	Nil

- (1) Geotest and GVTI did not receive an annual incentive bonus for the fiscal year ended August 31, 2016.
- (2) Under the terms of the stock option agreements with the Corporation, any unvested options held by Messrs. Hansen and Tchakmakian shall immediately become vested upon the occurrence of a change of control of the Corporation. This figure assume the exercise of all "in-the-money" options, vested and unvested, on August 31, 2016.

Oversight and description of director and named executive officer compensation

Directors Compensation

Directors of the Corporation are entitled to receive an annual retainer to be determined annually for their services as directors of the Corporation.

In addition, the directors are entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors.

Directors are also entitled to participate in the Corporation's Stock Option Plan, which is designed to give each option holder an interest in preserving and maximizing shareholder value in the longer term. Individual grants are determined by an assessment of each individual director's current and expected future performance, level of responsibilities and the importance of his/her position and contribution to the Corporation.

NEOs Compensation

Given the Corporation's current size and stage of development, the Board of Directors has not appointed a compensation committee and accordingly the Board as a whole is responsible for determining the compensation (including long-term incentive in the form of stock options) to be granted to the Corporation's executive officers to ensure that such arrangements reflect the responsibilities and risks associated with each position. Management directors are required to abstain from voting in respect of their own compensation thereby providing the independent members of the Board with considerable input as to executive compensation.

The Board reviews on an annual basis the corporate goals and objectives relevant to executive compensation, evaluates each executive officer's performance in light of those goals and objectives and sets the executive officer's compensation level based, in part, on this evaluation. The Board also takes into consideration the Corporation's overall performance, shareholder returns and the awards given to executive officers in past years. The Board may also take into consideration the value of similar incentive awards to executive officers at comparable junior resource companies listed on the TSX Venture Exchange (the "**Exchange**"), however, as of the date of this Information Circular, no specific companies or selection criteria for the establishment of a benchmark group have been identified by the Board.

The Board's compensation philosophy is aimed at attracting and retaining quality and experienced people which is critical to the success of the Corporation and includes a "pay-for-performance" element which supports the Corporation's commitment to delivering strong performance for the shareholders.

Executive Compensation Program

Executive compensation is comprised of three elements: base fee or salary, short-term incentive compensation (discretionary cash bonuses) and long-term incentive compensation (share options). The Board reviews all three components in assessing the compensation of individual executive officers and of the Corporation as a whole.

Base fees or salaries and bonuses are intended to provide current compensation and a short-term incentive for executive officer's to meet the Corporation's goals, as well as to remain competitive with the industry. Base fees or salaries are compensation for job responsibilities and reflect the level of skills, expertise and capabilities demonstrated by the executive officers and the amount of time and energy devoted to the Corporation's business and affairs. See "Employment, consulting and management agreements" above for a summary of the services provided to the Corporation by certain executive officers of the Corporation or private companies controlled by such officers. Executive officers are also eligible to receive discretionary bonuses as determined by the Board based on each officer's responsibilities, his achievement of individual and corporate objectives and the Corporation's financial performance.

Stock options are an important part of the Corporation's long-term incentive strategy for its officers, permitting them to participate in any appreciation of the market value of the Corporation's shares over a stated period of time, and is intended to reinforce commitment to long-term growth and shareholder value. Stock options reward overall corporate performance, as measured through the price of the Corporation's shares and enables executives to acquire and maintain a significant ownership position in the Corporation.

Considering the size of the Corporation, the Board of Directors did not consider the implications of the risks associated with the Corporation's compensation policy and practices.

No executive officer or director of the Corporation is permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the executive officers or directors.

Option Based Awards

Executive officers of the Corporation, as well as directors, employees and consultants, are eligible to participate in the Corporation's Stock Option Plan to receive grants of stock options. Individual stock options are granted by the Board as a whole and the size of the options is dependent on, among other things, each officer's level of

responsibility, authority and importance to the Corporation and the degree to which such officer's long term contribution to the Corporation will be crucial to its long-term success.

Stock options are normally granted by the Board when an executive officer first joins the Corporation based on his level of responsibility within the Corporation. Additional grants may be made periodically to ensure that the number of options granted to any particular officer is commensurate with the officer's level of ongoing responsibility within the Corporation. The Board also evaluates the number of options an officer has been granted, the exercise price of the options and the term remaining on those options when considering further grants. Options are usually priced at the closing trading price of the Corporation's shares on the business day immediately preceding the date of grant and the current policy of the Board is that options expire two to five years from the date of grant.

PART 5 – AUDIT COMMITTEE

National Instrument 52-110 *Audit Committees* of the Canadian Securities Administrators (“**NI 52-110**”) requires the Corporation, as a venture issuer, to disclose annually in its information circular certain information concerning the constitution of its audit committee and its relationship with its external auditors as set forth below.

1. The Audit Committee Charter

The Corporation's audit committee is governed by an audit committee charter, the text of which is attached as Schedule A to this Information Circular.

2. Composition of Audit Committee

The Corporation's audit committee was comprised of three directors, James Gervais (Chair), Bernard Deluce and Jens E. Hansen. James Gervais and Bernard Deluce are considered “independent” as that term is defined in applicable securities legislation. In addition, all three audit committee members have the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements and are therefore considered “financially literate”.

Mr. Deluce is not a nominee for director at the Meeting. After the Meeting, the board of directors will appoint three directors as members of the audit committee.

3. Relevant Education and Experience

All of the audit Committee members are businessmen with experience in financial matters; each has a understanding of accounting principles used to prepare financial statements and varied experience as to general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting, garnered from working in their individual fields of endeavor.

Mr. William Deluce holds a bachelor of applied science in chemical engineering from the University of Toronto. He currently is president of Wicklow Consulting Inc., a diversified investment company with global interests in the aviation and mining sectors. Having grown up in an aviation family, Mr. William Deluce has founded, managed and served in senior positions at scheduled and charter air service companies in North America and Africa. He has been involved as both Founder and/or Chief Executive Officer in a number of Airline, Trucking, Mining and Technology based companies, both domestically and internationally.

Mr. James Gervais graduated from the Royal Military College of Canada in 1962 with a BSc, and attended the Royal Military College of Science (UK). Lieutenant General Gervais' military career of 35 years consisted of a variety of command and staff appointments in Canada (and abroad), leading to command of the Canadian Army in 1991. He then served for 12 years as Assistant Deputy Minister to three Governors General of Canada. Lieutenant General Gervais is a Director on the board of Delshen Therapeutics Corp., a medical marijuana private company. He is a former Chairman of Northern Gold Mining Inc. and serves as Past-Chairman on the Board of the Canadian Corps of Commissionaires (Ottawa Division), a not for profit security firm. He also serves on the Ottawa committee of the Institute for Canadian Citizenship involved with the integration of new Canadians into society.

Mr. Jens E. Hansen is a Professional Engineer (Geophysics) with over 40 years' experience in the mining and exploration industry with a focus on building junior companies. Jens has been involved in numerous successful exploration projects around the world.

4. Audit Committee Oversight

Since the commencement of the Corporation's most recently completed financial year ended August 31, 2016, the board of directors has not failed to adopt a recommendation of the audit committee to nominate or compensate an external auditors.

5. Reliance on Certain Exemptions

Since the commencement of the Corporation's most recently completed financial year ended August 31, 2016, the Corporation has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditors, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditors in the fiscal year in which the non-audit services were provided. Section 8 permits a Corporation to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

6. Pre-Approval Policies and Procedures

The audit committee has not adopted specific policies and procedures for the engagement of non-audit services, save for the requirement that all non-audit services to be performed by the Corporation's external auditors must be pre-approved and monitored by the audit committee. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Corporation's Board, and where applicable the audit committee, on a case-by-case basis.

7. External Audit Service Fees (By Category)

In the following table, "audit fees" are fees billed by the Corporation's external auditors for services provided in auditing the Corporation's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditors for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements. "Tax fees" are fees billed by the auditors for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditors for products and services not included in the foregoing categories.

The fees paid by the Corporation to its external auditors, Raymond Chabot Grant Thornton LLP, Chartered Accountants, for services rendered to the Corporation in each of the last two fiscal years, by category, are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
August 31, 2016	\$26,780	Nil	\$5,200	Nil
August 31, 2015	\$30,380	Nil	\$6,115	Nil

8. Exemption

The Corporation is relying on the exemption provided by section 6.1 of NI 52-110, which provides that the Corporation, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

PART 6 – CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board of Directors of the Corporation, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the

Corporation. The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Corporation.

National Policy 58-201 *Corporate Governance Guidelines* (“**NP 58-201**”) establishes corporate governance guidelines, which apply to all public companies. The Corporation has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Corporation’s practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Corporation at its current stage of development and therefore these guidelines have not been adopted.

National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) also requires the Corporation to disclose annually in its Information Circular certain information concerning its corporate governance practices. As a “venture issuer” the Corporation is required to make such disclosure with reference to the requirements of Form 58-101F2 including the constitution of its board of directors and board committees, their functions, their independence from management and other means of addressing corporate governance practices. The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Corporation. Listed below is a brief discussion of the Corporation’s approach to corporate governance.

1. Board of Directors

Structure and Composition

The Board is responsible for overseeing the management of the Corporation and is currently composed of 3 directors. After the Meeting, the Board will be composed of 4 directors. Two of the proposed nominees for election as directors at the 2017 annual meeting are current directors of the Corporation.

NP 58-201 suggests that the board of directors of every listed corporation 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 Corporation. “Material relationship” is defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

Of the current directors, Bernard Deluce, and James C. Gervais are considered independent.

Jens E. Hansen, as President and Chief Executive Officer of the Corporation, is not independent as contemplated under applicable securities legislation.

Although the independent directors do not hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance, the Board facilitates its exercise of independent supervision over the Corporation’s management through a combination of formal meetings of the Board as well as informal discussions amongst board members. The Board has also established administrative procedures for the approval of significant transactions and commitments by the Corporation and presently, in matters that require independence from management, three independent Board members may participate in the decision making and evaluation.

Since the beginning of the Corporation’s most recently completed fiscal year ended August 31, 2016 the board has held four board meetings. In addition, some of the Board’s decisions during the year were passed by way of written consent resolutions following informal discussions amongst the directors and management. As part of its ongoing corporate governance policy the Board adopted a practice of seeking to have directors’ meeting at least once each fiscal quarter.

The attendance record of the current directors at the directors’ meetings is as follows:

Name of Director	Number of Meetings Attended
Pierre Colas ⁽¹⁾	1
Bernard Deluce	3
William Deluce ⁽¹⁾	1
James C. Gervais	4
Jens E. Hansen	4
John MacLatchy ⁽²⁾	1

(1) Mr. Colas resigned on November 30, 2015 and Mr. William Deluce resigned as a director on January 7, 2016.

(2) Mr. MacLatchy directorship ended at the last annual meeting held on February 18, 2016.

The Board is specifically responsible for approving long-term strategic plans and annual operating plans and budgets recommended by management. Board consideration and approval is also required for all material contracts, business transactions and all debt and equity financing proposals. The Board also takes responsibility for identifying the principal risks of the Corporation's business and for ensuring these risks are effectively monitored and mitigated to the extent reasonably practicable. In keeping with its overall responsibility for the stewardship of the Corporation, the Board is also responsible for the integrity of the Corporation's internal control and management information systems and for the Corporation's policies respecting corporate disclosure and communications.

The Board delegates to management, through the Chief Executive Officer and Chief Financial Officer, responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Corporation's business in the ordinary course, managing the Corporation's cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans and annual operating plans.

Directorships

The following directors and proposed directors of the Corporation are also directors and/or officers of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction:

Name of Director	Name of Other Reporting Issuer	Position With Other Reporting Issuer
Robert J. Casaceli	N/A	N/A
Jens E. Hansen	N/A	N/A
Bernard Deluce	N/A	N/A
James C. Gervais	N/A	N/A
Ronald W. Stewart	Eros Resources Corp.	President and CEO / Director

Mandate of the Board

The mandate of the Board, as prescribed by the *Canada Business Corporations Act*, is to manage or supervise the management of the business and affairs of the Corporation and to act with a view to the best interests of the Corporation. In doing so, the Board oversees the management of the Corporation's affairs directly and through its committees (see "Committees of the Board of Directors" below). In fulfilling its mandate, the Board, among other matters, is responsible for reviewing and approving the Corporation's overall business strategies and its annual business plan, reviewing and approving the annual corporate budget and forecast, reviewing and approving

significant capital investments outside the approved budget; reviewing major strategic initiatives to ensure that the Corporation's proposed actions accord with shareholder objectives; reviewing succession planning; assessing management's performance against approved business plans and industry standards; reviewing and approving the reports and other disclosure issued to shareholders; ensuring the effective operation of the Board; and safeguarding shareholders' equity interests through the optimum utilization of the Corporation's capital resources. Board consideration and approval is also required for all material contracts, business transactions and all debt and equity financing proposals. The Board also takes responsibility for identifying the principal risks of the Corporation's business and for ensuring these risks are effectively monitored and mitigated to the extent reasonably practicable. At this stage of the Corporation's development, the Board does not believe it is necessary to adopt a written mandate, as sufficient guidance is found in the applicable corporate and securities legislation and regulatory policies. However, as the Corporation grows, the Board will move to develop a formal written mandate.

The Board is not, however, involved in the day to day operations of the Corporation. Such operations are delegated to the Corporation's management, more specifically the President/CEO and CFO. Specifically, the Board delegates to management responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Corporation's business in the ordinary course, managing the Corporation's cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans and annual operating plans.

Each member of the Board understands that he is entitled to seek the advice of an independent expert if he reasonably considers it warranted under the circumstances.

Position Descriptions

To date the Corporation has not developed position descriptions for the Board, the President/CEO or the CFO. The Board currently sets the Corporation's annual objectives, which become the objectives against which the President/CEO's and CFO's performances are measured.

Orientation and Continuing Education

The Corporation does not currently have any formal orientation for new directors and this is considered to be appropriate, given the Corporation's size and current level of operations. Orientation and education of new directors is carried out through an informal process. New directors are briefed on strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing Corporation policies and are provided with access to recent, publicly filed documents of the Corporation, technical reports and internal financial information. The Corporation also provides technical presentations and/or information to new directors where necessary to ensure that they possess or have access to the technical skills and knowledge necessary for them to meet their obligation as directors.

In addition, the skills and knowledge of the Board of Directors as a whole is such that no formal continuing education process is currently deemed required. The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing public companies. Board members are encouraged to communicate with management, auditors and technical consultants to keep themselves current with industry trends and developments and changes in legislation, with management's assistance. Board members have full access to the Corporation's records. Reference is made to the table under the heading "Election of Directors" in Part 3 "THE BUSINESS OF THE MEETING" for a description of the current principal occupations of the Corporation's Board.

Ethical Business Conduct

The Corporation does not currently have a formal code of business conduct or policy in place for its directors, officers, employees and consultants. The Board believes that the Corporation's size facilitates informal review of and discussions with employees and consultants to promote ethical business conduct.

The Board itself must comply with the conflict of interest provisions of the Canada *Business Corporations Act*, as well as the relevant securities regulatory instruments and stock exchange policies, in order to ensure that directors

exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

The Board of Directors expects management to operate the business of the Corporation in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Corporation's business plan and to meet performance goals and objectives.

Nomination

Given its current size and stage of development, the Board has not appointed a nominating committee and these functions are currently performed by the Board as a whole. Nominees are generally the result of recruitment efforts by Board members, including both formal and informal discussions among Board members and the President/CEO, and the Board considers the advice and input from all directors regarding, inter alia, the appropriate size of Board, the necessary qualifications and skills of the Board as a whole and of each director individually, and the recommendation of new individuals willing to serve as directors who offer experience and expertise in an area of strategic interest to the Corporation as well as the ability to devote the time required.

Compensation

Given its relatively small size the entire Board currently performs the functions of a Compensation Committee of the Corporation with the responsibility for reviewing the adequacy and form of compensation of executive officers and directors having regard to, among other things, the responsibilities and risks associated with each executive officer's and director's position, the Corporation's overall performance and shareholder returns. In addition, any compensation to be paid to executive officers who are also directors must be approved by the independent directors thereby providing the non-executive officer directors with significant input into compensation decisions. At present, the Board is comprised of two independent and one non-independent directors.

See Part 4 "STATEMENT OF EXECUTIVE COMPENSATION" above for details of the compensation paid to the Corporation's Named Executive Officers.

Assessment

The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Corporation's current size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The Board plans to continue evaluating its own effectiveness and the effectiveness and contribution of its committees or individual directors on an ad hoc basis.

Committees of the Board of Directors

The current operations of the Corporation do not support a large Board of directors and the Board has determined that the current and proposed composition of the Board is appropriate for the Corporation's current stage of development. Given its relatively small size the entire Board takes responsibility for the overall stewardship of the Corporation and accordingly, other than the Audit Committee (see Part 5 "AUDIT COMMITTEE"), the Corporation does not have any other Board committees.

PART 7 – OTHER INFORMATION

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Aggregate Indebtedness

As of the date hereof, there is no indebtedness owing to the Corporation, any of its subsidiaries or any other entity (where such indebtedness to such other entity is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries) in connection with the purchase of securities or otherwise by any current or former executive officers, directors or employees of the Corporation or any of its subsidiaries.

Indebtedness of Directors and Executive Officers under Securities Purchase and Other Programs

No individual who is, or at any time during the most recently completed financial year of the Corporation was, a director or officer of the Corporation, no proposed nominee for election as a director of the Corporation, and no associate of any one of them is, or at any time since the beginning of the most recently completed financial year of the Corporation has been, indebted to the Corporation or any of its subsidiaries (other than in respect of amounts which would constitute routine indebtedness) or to another entity (where such indebtedness to such other entity is, or was at any time during the most recently completed financial year of the Corporation, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries).

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than disclosed herein, no informed person (as such term is defined under applicable securities legislation), proposed nominee for election as a director, or any associate or affiliate of any informed person or proposed nominee, has had a material interest, direct or indirect, in any transaction with the Corporation or any of its subsidiaries or in any proposed transaction since the beginning of the last completed financial year that has materially affected the Corporation or any of its subsidiaries or is likely to do so.

For the above purposes, “informed person” means: (a) a director or executive officer of the Corporation; (b) a director or executive officer of a person or Corporation that is itself an informed person or subsidiary of the Corporation; (c) any person or Corporation who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Corporation or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation other than voting securities held by the person or Corporation as underwriter in the course of a distribution; and (d) the Corporation after having purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON AT THE MEETING

None of the directors or executive officers of the Corporation, no proposed nominee for election as a director of the Corporation, none of the persons who have been directors or executive officers of the Corporation since the commencement of the Corporation’s last completed financial year, none of the other insiders of the Corporation and no associate or affiliate of any of the foregoing persons has any substantial interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of the directors and the appointment of auditors.

MANAGEMENT CONTRACTS

Management services for the Corporation are not, to any material degree, performed by persons other than the executive officers of the Corporation. See Part 4 “STATEMENT OF EXECUTIVE COMPENSATION” for details of fees paid to private companies controlled by the Corporation’s Named Executive Officers during the fiscal year ended August 31, 2016.

OTHER MATTERS

Management of the Corporation is not aware of any other matters to come before the Meeting other than as set forth in the Notice of Meeting that accompanies this Information Circular. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

OTHER MATERIAL FACTS

There are no other material facts other than as disclosed herein.

SHAREHOLDER PROPOSALS FOR THE 2018 ANNUAL MEETING

The final date for submitting Shareholder proposals to the Corporation for the next Annual Meeting of the Shareholders is October 27, 2017.

ADDITIONAL INFORMATION

Financial information about the Corporation is provided in its comparative audited financial statements and Management's Discussion and Analysis for the year ended August 31, 2016. You may obtain copies of such documents without charge upon request to us at:

Beaufield Resources Inc./Ressources Beaufield Inc.
1801 McGill College Avenue - Suite 950
Montreal, Quebec
H3A 2N4
Tel.: (514) 842-3443
Fax: 514 842-3306
E-mail: info@beaufield.com

You may also access such documents, together with the Corporation's additional disclosure documents, through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

BOARD APPROVAL

The Board of Directors of the Corporation has approved the contents and the delivery of this Information Circular to its shareholders.

DATED at Montreal, Quebec, as of the 27th day of January, 2017.

BY ORDER OF THE BOARD

(signed) "*Jens E. Hansen*"

Jens E. Hansen
President and Chief Executive Officer

SCHEDULE A

CHARTER FOR THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

PURPOSE OF THE COMMITTEE

The purpose of the Audit Committee (the “**Committee**”) of the board of directors (the “**Board**”) of the Corporation is to provide an open avenue of communication between management, the Corporation’s external auditors and the Board and to assist the Board in its oversight of:

- the integrity, adequacy and timeliness of the Corporation’s financial reporting and disclosure practices;
- the Corporation’s compliance with legal and regulatory requirements related to financial reporting; and
- the independence and performance of the Corporation’s external auditors.

The Committee shall also perform any other activities consistent with this Charter, the Corporation’s articles and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of a minimum of three directors who are appointed and may be removed by the Board in its discretion. The members of the Committee shall elect a Chairman from among their number. A majority of the members of the Committee must not be officers or employees of the Corporation or of an affiliate of the Corporation. The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Corporation or of an affiliate of the Corporation. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

The Committee’s role is one of oversight. Management is responsible for preparing the Corporation’s financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with International Financial Reporting Standards (“**IFRS**”). Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The external auditors’ responsibility is to audit the Corporation’s financial statements and provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Corporation in accordance with IFRS.

The Committee is responsible for recommending to the Board the external auditors to be nominated for the purpose of auditing the Corporation’s financial statements, preparing or issuing an auditors’ report or performing other audit, review or attest services for the Corporation, and for reviewing and recommending the compensation of the external auditors. The Committee is also directly responsible for the evaluation of and oversight of the work of the external auditors including the resolution of any disagreements between management and the external auditors regarding financial reporting. The external auditors shall report directly to the Committee. The Committee is also entitled to engage independent counsel and other advisers in the performance of its duties and to set and pay the compensation for such counsel or advisers.

AUTHORITY AND RESPONSIBILITIES

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Monitor the adequacy of this Charter and recommend any changes to the Board from time to time.
2. Review the appointments of the Corporation’s Chief Financial Officer and any other key financial executives involved in the financial reporting process.
3. Review with management and the external auditors the adequacy and effectiveness of the Corporation’s accounting and financial controls and the adequacy and timeliness of its financial reporting processes.

4. Review with management and the external auditors the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.
5. Where appropriate and prior to release, review with management the Corporation's financial statements, MD&A and any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.
6. Review the Corporation's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Corporation, including consideration of the external auditors' judgment about the quality and appropriateness of the Corporation's accounting policies. This review may include discussions with the external auditors without the presence of management.
8. Review with management and the external auditors significant related party transactions and potential conflicts of interest.
9. Pre-approve and monitor all non-audit services to be provided to the Corporation by the external auditors.
10. Monitor the independence of the external auditors by reviewing all relationships between the external auditors and the Corporation including reviewing and approving the Corporation's hiring policies regarding partners, employees and former partners and employees of the Corporation's current and former external auditors.
11. Establish and review the Corporation's procedures for the:
 - (a) receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
 - (b) confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.
12. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Corporation.
13. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting Corporation in Parts 2 and 4 of Multilateral Instrument 52-110 of the Canadian Securities Administrators, the *Canada Business Corporations Act* and the articles of the Corporation.