

**OCEANIC IRON ORE CORP.**

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**INFORMATION CIRCULAR**

(containing information as at November 02, 2017 unless indicated otherwise)

**For the Annual General Meeting  
to be held on Thursday, December 7, 2017**

**SOLICITATION OF PROXIES**

This Information Circular is furnished in connection with the solicitation of proxies by the Management of OCEANIC IRON ORE CORP. (the "Company"), for use at the Annual General Meeting (the "Meeting"), of the Shareholders of the Company, to be held on Thursday, the 7th day of December, 2017, at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof. The enclosed Instrument of Proxy is solicited by Management of the Company. The solicitation will be primarily by mail, however, proxies may be solicited personally or by telephone by the regular officers and employees of the Company. The cost of solicitation will be borne by the Company.

**APPOINTMENT AND REVOCATION OF PROXIES**

The persons named in the accompanying form of Proxy are Directors and/or Officers of the Company. **A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR HIM ON HIS BEHALF AT THE MEETING OTHER THAN THE PERSONS NAMED IN THE ENCLOSED INSTRUMENT OF PROXY. TO EXERCISE THIS RIGHT, A SHAREHOLDER SHALL STRIKE OUT THE NAMES OF THE PERSONS NAMED IN THE INSTRUMENT OF PROXY AND INSERT THE NAME OF HIS/HER NOMINEE IN THE BLANK SPACE PROVIDED, OR COMPLETE ANOTHER INSTRUMENT OF PROXY. A PROXY WILL NOT BE VALID UNLESS IT IS DEPOSITED WITH THE COMPANY'S REGISTRAR AND TRANSFER AGENT, COMPUTERSHARE INVESTOR SERVICES INC., 100 UNIVERSITY AVENUE, 8TH FLOOR, TORONTO, ONTARIO, M5J 2Y1, OR BY TOLL FREE FAX AT 1-866-249-7775 NOT LESS THAN 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS) BEFORE THE TIME OF THE MEETING OR ADJOURNMENT THEREOF.**

The Instrument of Proxy must be signed and dated by the Shareholder or by his attorney in writing, or, if the Shareholder is a Corporation, it must either be under its common seal or signed by a duly authorized officer.

A Shareholder who has given a proxy may revoke it at any time before it is exercised. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or by his attorney authorized in writing, or, if the Shareholder is a Corporation, it must either be under its common seal, or signed by a duly authorized officer and deposited at the Company's Registrar and Transfer Agent, Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the proxy is to be used, or to the Chairperson of the Meeting on the day of the Meeting or any adjournment of it. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

**VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES**

On any poll, the persons named in the enclosed Instrument of Proxy will vote the common shares (the "Common Shares") in respect of which they are appointed. Where directions are given by the Shareholder in respect of voting for or against any resolution, the proxy holder will do so in accordance with such direction.

IN THE ABSENCE OF ANY INSTRUCTION IN THE PROXY, IT IS INTENDED THAT SUCH SHARES WILL BE VOTED IN FAVOUR OF THE MOTIONS PROPOSED TO BE MADE AT THE MEETING AS STATED UNDER THE HEADINGS IN THIS INFORMATION CIRCULAR. The Instrument of Proxy enclosed, when properly signed, confers discretionary authority with respect to amendments or variations to the matters which may properly be brought before the Meeting. At the time of printing

this Information Circular, the Management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to the Management should properly come before the Meeting, the Proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominee.

In order to approve a motion proposed at the Meeting, a majority of greater than one-half of the votes cast will be required (an "**Ordinary Resolution**") unless the motion requires a Special Resolution, in which case a majority of not less than two thirds of the votes cast will be required. In the event a motion proposed at the Meeting requires disinterested Shareholder approval, Common Shares held by Shareholders of the Company who have an interest in the motion and Common Shares held by their "associates", as such term is defined under applicable securities laws, will be excluded from the count of votes cast on such motion.

### **ADVICE TO BENEFICIAL SHAREHOLDERS**

**The information set forth in this section is of significant importance to many Shareholders as a substantial number of Shareholders are non-registered shareholders who do not hold Common Shares in their own name.** Shareholders who do not hold their Common Shares in their own name (referred to in this information circular as "Beneficial Shareholders") should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then, in almost all cases, those Common Shares will not be registered in the Shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name CDS & Co. (the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). The Common Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, a broker and its agents are prohibited from voting shares for the broker's clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

Applicable regulatory rules require intermediaries/brokers to seek voting instructions in advance of Shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the Meeting. The purpose of the form of proxy or voting instruction form provided to a Beneficial Shareholder by its broker, agent or nominee is limited to instructing the registered holder of the Common Shares on how to vote such shares on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications ("Broadridge"). Broadridge typically supplies a voting instruction form, mails those forms to Beneficial Shareholders and asks those Beneficial Shareholders to return the forms to Broadridge or follow specific telephone or other voting procedures. Broadridge then tabulates the results of all instructions received by it and provides appropriate instructions respecting the voting of the shares to be represented at the Meeting. **A Beneficial Shareholder receiving a voting instruction form from Broadridge cannot use that form to vote Common Shares directly at the Meeting. Instead, the voting instruction form must be returned to Broadridge or the alternate voting procedures must be completed well in advance of the Meeting in order to ensure such Common Shares are voted.**

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purpose of voting Common Shares registered in the name of their broker, agent or nominee, a Beneficial Shareholder may attend the Meeting as a proxyholder for a Shareholder and vote Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered Shareholder should contact their broker, agent or nominee well in advance of the Meeting to determine the steps necessary to permit them to indirectly vote their Common Shares as a proxyholder.

The Company has provided this Information Circular and Notice of Meeting to intermediaries for distribution to non-objecting beneficial owners (usually referred to as NOBOs for Non-Objecting Beneficial Owners). The Company will not pay for an intermediary to deliver proxy related materials and voting instruction forms to objecting Beneficial Shareholders (called OBOs for Objecting Beneficial Owners). OBOs have objected to their intermediary disclosing ownership information about themselves to the Company. Accordingly, OBOs will not receive the materials unless their intermediary assumes the costs of delivery.

The Company is not relying on the "notice-and-access" delivery procedures outlined in National Instrument 54-101 to distribute copies of the proxy related materials in connection with the Meeting.

## **EXECUTIVE COMPENSATION**

### **Definitions: For the purpose of this Information Circular:**

"**CEO**" means an individual who acted as chief executive officer of the company, or acted in a similar capacity, for any part of the most recently completed financial year;

"**CFO**" means an individual who acted as chief financial officer of the company, or acted in a similar capacity, for any part of the most recently completed financial year;

"**closing market price**" means the price at which the company's security was last sold, on the applicable date,

- (a) in the security's principal marketplace in Canada, or
- (b) if the security is not listed or quoted on a marketplace in Canada, in the security's principal marketplace;

"**company**" includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

"**equity incentive plan**" means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of *IFRS2 Share-based Payment*;

"**grant date**" means a date determined for financial statement reporting purposes under *IFRS2 Share-based Payment*;

"**incentive plan**" means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

"**incentive plan award**" means compensation awarded, earned, paid, or payable under an incentive plan;

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

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

"**NI 52-107**" means National Instrument 52-107 *Acceptable Accounting Principles, Auditing Standards and Reporting Currency*;

"**non-equity incentive plan**" means an incentive plan or portion of an incentive plan that is not an equity incentive plan;

"**option-based award**" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features;

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

"**replacement grant**" means an option that a reasonable person would consider to be granted in relation to a prior or potential cancellation of an option;

"**repricing**" means, in relation to an option, adjusting or amending the exercise or base price of the option, but excludes any adjustment or amendment that equally affects all holders of the class of securities underlying the option and occurs through the operation of a formula or mechanism in, or applicable to, the option;

"**share-based award**" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, Common Shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

## **STATEMENT OF EXECUTIVE COMPENSATION**

In accordance with the provisions of applicable securities legislation, the Company had two "Named Executive Officers" during the financial year ended March 31, 2017, namely Mr. Alan Gorman, former President & CEO, and Mr. Chris Batalha, CFO & Corporate Secretary. On June 13, 2017, Mr. Alan Gorman resigned as President, CEO and Director of the Company. Mr. Bing Pan, formerly a consultant to the Company, and an ongoing key contributor to the Company, currently holds the position of Interim CEO.

### **COMPENSATION DISCUSSION AND ANALYSIS**

Through its executive compensation practices, the Company seeks to provide value to its Shareholders through a strong executive leadership. Specifically, the Company's executive compensation structure seeks to attract and retain talented and experienced executives to achieve the Company's strategic objectives, motivate and reward executives whose knowledge, skills and performance are critical to the Company's success, and align the interests of the Company's executives and Shareholders by motivating executives to increase Shareholder value.

In light of continued challenging capital markets, the Company has taken significant measures to optimize and preserve its cash position. Part of which was evidenced through decreased management salaries paid to the Company's executive officers. Effective January 1, 2016, the Company renegotiated the employment contracts with Alan Gorman and Chris Batalha to reflect reduced salaries.

Effective November 1, 2014, Alan Gorman's annual salary decreased from \$275,000 to \$250,000 on November 1, 2014, and was further reduced to an annual salary of \$175,000 beginning January 1, 2016. Chris Batalha's annual salary decreased from \$100,000 to \$75,000 on November 1, 2014, and was further reduced to an annual salary of \$60,000 commencing January 1, 2016.

During the year ended March 31, 2017, compensation to Mr. Gorman consisted of a salary and the granting of stock options for services in his roles as CEO and President. Compensation to Mr. Batalha consisted of a salary and the granting of stock options for services in his role as CFO and Corporate Secretary. The Compensation Committee reviewed and approved pre-determined performance objectives for the year which were used to assess bonus levels for services provided by Mr. Gorman and Mr. Batalha. Performance objectives include a discretionary bonus tied to overall performance of the Company, the successful completion of financing to fund continued day to day operations for the Company, and successful arrangement of a strategic partner financing in preparation for the completion of a feasibility study. The Compensation Committee has yet to meet to review the performance objectives of the current existing NEOs for the 2017 calendar year.

The Board of Directors has established a Compensation Committee whose function is to monitor and make recommendations to the Board in respect of the total compensation paid by the Company to its Named Executive Officers. In determining the types of compensation and the amounts paid to the Named Executive Officers, the Compensation Committee takes into account the experience and track record of the individual Named Executive Officer, the Named Executive Officer's performance against agreed upon objectives, review of annual salary publications for similar sized mineral exploration and development companies as well as reliance on the experience and knowledge of the Committee members. In prior periods, the Compensation Committee also consulted a mining industry compensation survey produced by PricewaterhouseCoopers LLP.

#### **Risk Considerations**

Compensation provided to Mr. Gorman and Mr. Batalha in their roles as executive officers includes long-term ownership through the granting of stock options. In addition, Mr. Gorman and Mr. Batalha received cash compensation for their respective roles as executive officers. This structure ensures that a significant portion of executive compensation (stock options) is both long-term and "at risk" and, accordingly, is directly linked to the achievement of business results and the creation of long term Shareholder value.

The Board also has the ability to set out vesting periods in each stock option agreement. As the benefits of such compensation, if any, are not realized by officers and directors until a significant period of time has passed, the ability of such persons to take inappropriate or excessive risks that are beneficial to their compensation at the expense of the Company and the Shareholders is extremely limited. Furthermore, all elements of executive compensation are discretionary. As a result, it is unlikely an officer would take inappropriate or excessive risks at the expense of the Company or the Shareholders that would be beneficial to his short-term compensation when his long-term compensation might be put at risk from such actions.

Due to the relatively small size of the Company and its current management group, the Board is able to closely monitor and consider any risks which may be associated with the Company's compensation policies and practices. Risks, if any, may be identified and mitigated through regular Board meetings during which financial and other information of the Company is reviewed.

To date, no risks have been identified arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

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

The Company has in effect a stock option plan (the "Stock Option Plan") in order to provide effective incentives to directors, officers, senior management personnel and employees of the Company and to enable the Company to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for the Company's Shareholders. The Stock Option Plan is an important part of the Company's long-term incentive strategy for its executive officers, permitting them to participate in any appreciation of the market value of the Common Shares over a stated period of time. The Stock Option Plan is intended to reinforce commitment to long-term growth in profitability and Shareholder value. The size of stock option grants to officers is dependent on each officer's level of responsibility, authority and importance to the Company and the degree to which such executive officer's long term contribution to the Company will be key to its long-term success. Previous grants of stock options are taken into account when considering new grants. The Company has also granted options to charitable organizations as part of its commitment to social responsibility.

The Stock Option Plan was approved by Shareholders at the Company's last annual general meeting which was held on November 24, 2016. The Company will be asking Shareholders to re-approve the Stock Option Plan at the Meeting. The significant terms of the Company's Stock Option Plan are set out below under the heading "Particulars of Other Matters to be Acted Upon – Re-Approval of Stock Option Plan".

In addition to the Stock Option Plan, the Company also has a restricted share unit plan (the "**RSU Plan**"), which allows the Board to grant restricted share units ("**RSUs**") to certain employees and non-employee Directors of the Company.

Both the Stock Option Plan and the RSU Plan are administered by the Board or the Compensation Committee established by the Board for the purpose of administering the Stock Option Plan and the RSU Plan. At the present time, option grants and RSU grants are approved by either the Board or the Compensation Committee. It is the responsibility of the granting party to determine:

- (a) persons entitled to receive the option or RSU grant;
- (b) the number of options and RSU's to be granted;
- (c) in the case of options, the exercise price, which shall not be less than market price for the Company's Common Shares at the date of grant;
- (d) in the case of options, an expiry date of no more than ten (10) years after the date of the grant; and
- (e) the manner, if any, in which the option or RSU shall vest.

### **Use of Financial Instruments**

The Company does not have a policy that would prohibit a Named Executive Officer or director from purchasing financial instruments, including 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 Named Executive Officer or director. However, management is not aware of any Named Executive or director purchasing such an instrument.

### **Compensation**

The following table sets out certain information respecting the compensation earned by Named Executive Officers of the Company for the financial years ended March 31, 2017, 2016 and 2015.

Summary Compensation Table

NEO Name and principal position	Financial Year Ended March 31	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term incentive plans			
Alan Gorman <sup>(6)</sup> Former CEO, President & Director	2017	175,000	Nil	40,250 <sup>(5)</sup>	Nil	Nil	Nil	4,725	219,975
	2016	231,250	75,000 <sup>(3)</sup>	23,400 <sup>(4)</sup>	Nil	Nil	Nil	7,085	336,735
	2015	268,586	25,806 <sup>(1)</sup>	59,850 <sup>(2)</sup>	Nil	Nil	Nil	Nil	354,242
Chris Batalha CFO	2017	60,000	Nil	24,150 <sup>(5)</sup>	Nil	Nil	Nil	2,107	86,257
	2016	71,481	15,000 <sup>(3)</sup>	17,550 <sup>(4)</sup>	Nil	Nil	Nil	1,200	105,221
	2015	99,658	Nil	12,600 <sup>(2)</sup>	Nil	Nil	Nil	Nil	112,258

- (1) This amount represents the accrued fair value of Restricted Share Units granted to NEO's using the share price at the grant date being November 25, 2014 of \$0.16.
- (2) This amount represents the fair value of the options granted using Black-Scholes option pricing model assuming an expected life of 10 years, a risk-free interest rate of 1.76%, a nil dividend, an expected annualized volatility of 75% and a forfeiture rate of 0%. The incremental fair value of the November 13, 2014 stock option repricing recorded under "Option-based awards" in 2015 for Mr. Gorman and Mr. Batalha was \$12,592, and \$14,467, respectively.
- (3) This amount represents the accrued fair value of Restricted Share Units granted to NEO's using the share price at the grant date being December 2, 2015 of \$0.15.
- (4) This amount represents the fair value of the options granted using Black-Scholes option pricing model assuming an expected life of 10 years, a risk-free interest rate of 1.27%, a nil dividend, an expected annualized volatility of 75% and a forfeiture rate of 0%.
- (5) This amount represents the fair value of the options granted using Black-Scholes option pricing model assuming an expected life of 10 years, a risk-free interest rate of 1.74%, a nil dividend, an expected annualized volatility of 75% and a forfeiture rate of 0%.
- (6) On June 13, 2017, Alan Gorman resigned as CEO, President, and Director of the Company.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information concerning all share-based and option-based awards granted to the Named Executive Officers and which were outstanding at the end of the most recently completed financial year:

NEO	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested <sup>(2)</sup> (\$)	Market or payout value of vested share-based awards not paid out or distributed <sup>(2)</sup> (\$)
Alan Gorman	250,000	0.25	Jan. 20, 2027	1,250	166,667	42,500	Nil
	200,000	0.15	Dec. 2, 2025	21,000			
	475,000	0.155	Nov. 25, 2024	47,500			
	40,000	0.20	Jan. 18, 2023	2,200			
	100,000	0.20	Oct. 18, 2022	5,500			
	100,000	0.20	May 25, 2022	5,500			

NEO	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested <sup>(2)</sup> (\$)	Market or payout value of vested share-based awards not paid out or distributed <sup>(2)</sup> (\$)
Chris Batalha	150,000	0.25	Jan. 20, 2027	750	33,333	8,500	17,000
	150,000	0.15	Dec. 2, 2025	15,750			
	100,000	0.155	Nov. 25, 2024	10,000			
	5,000	0.20	Jan. 18, 2023	275			
	2,500	0.20	Dec. 16, 2021	138			
	10,000	0.20	Apr. 05, 2021	550			

(1) Based on the difference between the exercise price of the options and the closing price of the Company's Common Shares on the TSX Venture Exchange on March 31, 2017 of \$0.255.

(2) Based on the closing price of the Company's Common Shares on the TSX Venture Exchange on March 31, 2017 of \$0.255.

### Incentive Plan Awards – Value Vested or Earned During the Year

An aggregate of 350,000 stock options and 298,815 RSUs vested to the Named Executive Officers of the Corporation during the year ended March 31, 2017. The following table summarizes, for each of the Named Executive Officers of the Company, the value of options and RSUs vested or earned during the year ended March 31, 2017.

Name	Option-based awards– Value vested during the year(\$) <sup>(1)</sup>	Share-based awards– Value vested during the year (\$) <sup>(2)</sup>	Non-equity incentive plan compensation–Value earned during the year (\$)
Alan Gorman	4,333	46,146	N/A
Chris Batalha	3,250	7,667	N/A

(1) Based on the difference between the exercise price of the options and the closing market price of the Common Shares on the TSX Venture Exchange on the date the options vested.

(2) Based on the closing price of the Company's Common Shares on the TSX Venture Exchange on the date the RSUs vested.

### PENSION PLAN BENEFITS

No pension, retirement or deferred compensation plans, including defined contribution plans, have been instituted by the Company and none are proposed at this time.

### MANAGEMENT CONTRACTS AND TERMINATION AND CHANGE OF CONTROL BENEFITS

Management functions of the Company have been performed by the directors and senior officers of the Company and are not to any substantial degree performed by any other person.

Under an employment agreement dated May 24, 2012, Mr. Alan Gorman agreed to an initial salary of \$275,000 per annum for his services in the capacity of President and Chief Operating Officer. Pursuant to an amending employment agreement dated October 24, 2014 Mr. Gorman agreed to an amended salary of \$250,000 per annum. The agreement was amended to reflect both Mr. Gorman's change in position from President and Chief Operating Officer to President and Chief Executive Officer and the challenging business environment. A further amending agreement was executed on October 14, 2015 (the "Gorman Agreement") providing for a salary per annum of \$250,000 prorated from October 15, 2015 to December 31, 2015, reducing to \$175,000 per annum commencing January 1, 2016. The Gorman Agreement includes a provision for additional stock options and restricted share unit allocations based on agreed objectives. The Company had in the past a cash performance system, however, the system has been suspended until capital market and business conditions improve.

The Gorman Agreement also contained a change in control provision. For the purposes of the Gorman Agreement, a "change of control" is evidenced by the election or appointment of a majority of new directors of the Company or the acquisition by any person or by any person and such person's affiliates or associates, as such terms are defined in the Securities Act (British Columbia), and

whether directly or indirectly, of Common Shares of the Company which, when added to all other Common Shares of the Company at the time held by such person and such person's affiliates and associates, totals for the first time, fifty (50%) percent or more of the outstanding Common Shares of the Company. On a change of control of the Company, Mr. Gorman would have had the right at any time to the date that is sixty days following the date of the change of control, to provide the Company with written notice to terminate employment, whereupon the Company would have been obligated to pay to Mr. Gorman an amount equal to the greater of i) one times Mr. Gorman's annual cash remuneration or ii) \$275,000. Had the agreement been terminated on March 31, 2017 as a result of a change of control, Mr. Gorman would have been entitled to be paid \$275,000. On June 13, 2017, Mr. Gorman resigned from his position as CEO, President and Director of the Company.

Under an employment agreement (the "Batalha Agreement") dated November 14, 2014, Mr. Chris Batalha agreed to an initial salary of \$75,000 per annum for his services in the capacity of Chief Financial Officer and Corporate Secretary, with provision for an annual bonus and an allocation of stock options, as part of Mr. Batalha's performance bonus. The bonus is based upon the Company meeting key criteria each year, as mutually agreed between Mr. Batalha, the Executive Chairman, the President and CEO, and the Compensation Committee. The salary was reduced to \$60,000 per annum effective January 1, 2016. The Company may terminate the agreement on giving three months' written notice. After notice, the Company may, at its option discontinue all or any portion of Mr. Batalha's duties, but must continue to pay the relevant salary, benefits and performance bonus (if applicable) during the notice period. Had the agreement been terminated by the Company on March 31, 2017, Mr. Batalha would have been entitled to be paid approximately \$15,000.

The Batalha Agreement also contains a change of control provision. For the purposes of the Batalha Agreement, a "change of control" is evidenced by the election or appointment of a majority of new directors of the Company or the acquisition by any person or by any person and such person's affiliates or associates, as such terms are defined in the Securities Act (British Columbia), and whether directly or indirectly, of Common Shares of the Company which, when added to all other Common Shares of the Company at the time held by such person and such person's affiliates and associates, totals for the first time, fifty (50%) percent or more of the outstanding Common Shares of the Company. On a change of control of the Company, Mr. Batalha will have the right at any time to the date that is sixty days following the date of the change of control, to provide the Company with written notice to terminate employment, whereupon the Company is obligated to pay to Mr. Batalha an amount equal to 12 months' salary. Had the agreement been terminated on March 31, 2017 as a result of a change of control, Mr. Batalha would have been entitled to be paid \$60,000.

There are no other contracts, agreements, plans or arrangements that provide for payments to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in a Named Executive Officer's responsibilities.

**DIRECTOR COMPENSATION**

The Company currently has four directors, namely Steven Dean, Gordon Keep, the Honourable John D. Reynolds P.C, and Cathy Chan. On April 11, 2017, Jean Martel resigned as a director of the Company, and on September 26<sup>th</sup>, 2017, Daisy Zhu resigned as a director of the Company. Further, as disclosed above, Alan Gorman resigned as CEO, President & Director of the Company on June 13, 2017. Compensation for Mr. Gorman during the year ended March 31, 2017 is disclosed above under the heading "Statement of Executive Compensation – Compensation Discussion and Analysis – Summary Compensation Table" above. During the year ended March 31, 2017, the Company did not have any standard arrangements pursuant to which Directors were compensated for services in their capacity as Directors, other than the granting of stock options. Members of the Compensation Committee are paid \$1,000 per Committee meeting and members of the Audit Committee are paid \$2,500 per Committee Meeting. The following table sets forth all compensation paid to Directors of the Company who were not Named Executive Officers during the financial year ended March 31, 2017:

**Summary Compensation Table**

<b>Name</b>	<b>Fees Earned (\$)</b>	<b>Share-based Awards (\$)</b>	<b>Option-Based Awards (\$)<sup>(1)</sup></b>	<b>Non-equity incentive plan compensation (\$)</b>	<b>Pension value (\$)</b>	<b>All other compensation (\$)</b>	<b>Total (\$)</b>
<b>(a)</b>	<b>(b)</b>	<b>(c)</b>	<b>(d)</b>	<b>(e)</b>	<b>(f)</b>	<b>(g)</b>	<b>(h)</b>
Steven Dean	Nil	Nil	40,125	Nil	Nil	115,000	139,519 <sup>(6)</sup>
Gordon Keep	10,000 <sup>(2)</sup>	Nil	17,655	Nil	Nil	Nil <sup>(3)</sup>	17,655

Name	Fees Earned (\$)	Share-based Awards (\$)	Option-Based Awards (\$) <sup>(1)</sup>	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
John D. Reynolds	10,000 <sup>(2)</sup>	Nil	17,655	Nil	Nil	Nil	17,655
Jean Martel <sup>(5)</sup>	10,000 <sup>(2)</sup>	Nil	17,655	Nil	Nil	46,129 <sup>(4)</sup>	73,784
Daisy Zhu <sup>(7)</sup>	Nil	Nil	13,643	Nil	Nil	Nil	13,643

- (1) This amount represents the estimated fair value of the options granted during the year ended March 31, 2017 using the Black-Scholes option pricing model assuming an expected life of 10 years, a risk-free interest rate of 1.74%, a nil dividend yield, an expected annualized volatility of 75% and a forfeiture rate of 0%.
- (2) Represent fees paid for meetings of Board committees.
- (3) Fiore Management Advisory Corp. “FMAC” received a total of \$60,000 in advisory fees during the financial year ended March 31, 2017. Mr. Keep is the Chief Executive Officer of FMAC and has ownership of less than 50%.
- (4) Represents legal fees accrued to Lavery de Billy LLP, of which Mr. Martel is a partner.
- (5) On April 11, 2017, Mr. Jean Martel resigned from his position as a director of the Company.
- (6) Consulting fees paid to Sirocco Advisory Services Ltd. a company controlled by Mr. Dean, pursuant to an agreement dated January 6, 2011, amended October 15, 2013, November 1, 2014 and January 1, 2016.
- (7) On September 26, 2017, Daisy Zhu resigned from her position as a director of the Company.

#### Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information concerning all share-based and option-based awards granted to the directors who were not Named Executive Officers and which were outstanding at the end of the most recently completed financial year:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$) <sup>(2)</sup>	Market or payout value of vested share-based awards not paid out or distributed (\$) <sup>(2)</sup>
Steven Dean	250,000	0.25	Jan. 20, 2027	1,250	111,111	28,333	56,666
	200,000	0.15	Dec. 2, 2025	21,000			
	475,000	0.155	Nov. 25, 2024	47,500			
	123,000	0.20	Jan. 18, 2023	6,765			
	175,000	0.20	Dec 16, 2021	9,625			
	98,700	0.20	May 18, 2021	5,429			
	250,000	0.20	Jan. 5, 2021	13,750			
	70,000	0.20	Nov. 30, 2020	3,850			
Gordon Keep	110,000	0.25	Jan. 20, 2027	550	33,333	8,500	17,000
	80,000	0.15	Dec. 2, 2025	8,400			
	100,000	0.155	Nov. 25, 2024	10,000			
	30,000	0.20	Jan. 18, 2023	1,650			
	12,500	0.20	Dec. 16, 2021	688			
	100,000	0.20	Nov. 30, 2020	5,500			
John D. Reynolds	110,000	0.25	Jan. 20, 2027	550	33,333	8,500	Nil
	50,000	0.15	Dec. 2, 2025	5,250			
	75,000	0.155	Nov. 25, 2024	7,500			
	12,500	0.20	Jan. 18, 2023	688			
	12,500	0.20	Dec. 16, 2021	688			
	70,000	0.20	Nov. 30, 2020	3,850			

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$) <sup>(2)</sup>	Market or payout value of vested share-based awards not paid out or distributed (\$) <sup>(2)</sup>
Jean Martel <sup>(3)</sup>	110,000 70,000 100,000 50,000	0.25 0.15 0.155 0.20	Jan. 20, 2027 Dec. 2, 2025 Nov. 25, 2024 Oct. 18, 2022	550 7,350 10,000 2,750	33,333	8,500	Nil
Daisy Zhu <sup>(4)</sup>	85,000	0.25	Jan. 20, 2027	425	Nil	Nil	Nil

- (1) Based on the difference between the exercise price of the options and the closing price of the Company's Common Shares on the TSX Venture Exchange on March 31, 2017 of \$0.255.
- (2) Based on the closing price of the Company's Common Shares on the TSX Venture Exchange on March 31, 2017 of \$0.255.
- (3) Effective April 11, 2017 Jean Martel resigned from his position as a director of the Company. On July 6, 2017, all outstanding options held by Mr. Martel expired.
- (4) Effective September 26, 2017, Daisy Zhu resigned from her position as a director of the Company. Pursuant to the Company's Stock Option Plan, all vested and outstanding options will expire 90 days subsequent to Ms. Zhu's resignation date.

#### Incentive Plan Awards – Value Vested or Earned During the Year

An aggregate of 488,334 stock options and 630,012 RSUs vested to directors who are not Named Executive Officers of the Corporation during the year ended March 31, 2017. The following table summarizes, for each of the said directors of the Company, the value of options and RSUs vested or earned during the year ended March 31, 2017.

Name	Option-based awards– Value vested during the year (\$) <sup>(1)</sup>	Share-based awards– Value vested during the year (\$) <sup>(2)</sup>	Non-equity incentive plan compensation–Value earned during the year (\$)
Steven Dean	4,333	121,425	N/A
Jean Martel	1,517	7,167	N/A
Gord Keep	1,733	8,667	N/A
John Reynolds	1,083	8,667	N/A
Daisy Zhu	Nil	Nil	N/A

- (1) Based on the difference between the exercise price of the options and the closing market price of the Common Shares on the TSX Venture Exchange on the date the options vested.
- (2) Based on the closing price of the Company's Common Shares on the TSX Venture Exchange on the vesting date.

#### SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION

The following table sets forth information with respect to all compensation plans under which equity securities are authorized for issuance as of March 31, 2017.

**Equity Compensation Plan Information**

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans <sup>(1)</sup> approved by securityholders	5,722,615	\$0.19 <sup>(2)</sup>	691,155
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
<b>TOTAL</b>	<b>5,722,615</b>	<b>\$0.19<sup>(2)</sup></b>	<b>691,155</b>

(1) Represents the Stock Option Plan and RSU Plan of the Company. As at March 31, 2017, the Stock Option Plan reserved shares equal to a maximum of 10% of the issued and outstanding Common Shares of the Company for issue pursuant to the Stock Option Plan. As at March 31, 2017, the RSU Plan reserved shares equal to a maximum of 3,491,057 Common Shares. Further details of the Stock Option Plan are disclosed in this Information Circular under the heading "Particulars of Other Matters to Be Acted Upon - Re-Approval of Stock Option Plan". Further details of the RSU Plan are disclosed in Note 8 to the Company's Audited Financial Statements for the financial year ended March 31, 2017, a copy of which is available on the SEDAR website at [www.sedar.com](http://www.sedar.com).

(2) Represents the weighted-average exercise price of options. The Common Shares issuable upon exercise of vested RSUs are issuable at no additional consideration.

**INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS**

Other than "routine indebtedness" as defined in applicable securities legislation, since the beginning of the last fiscal year of the Company, none of the executive officers, directors or employees or any former executive officers, directors or employees of the Company or any proposed nominee for election as a director of the Company or any of their respective associates is or has been indebted to the Company or has been indebted to any other entity where that indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

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

Except as otherwise disclosed herein, none of:

- (a) the directors or senior officers of the Company at any time since the beginning of the last financial year of the Company;
- (b) the proposed nominees for election as a Director of the Company; or
- (c) 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 any matters to be acted upon at the Meeting exclusive of the election of directors or the appointment of auditors.

**INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

For purposes of the following discussion, "Informed Person" means (a) a director or executive officer of the Company; (b) a director or executive officer of a person or company that is itself an Informed Person or a subsidiary of the Company; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company, other than the voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed elsewhere herein (and, in particular, under the heading "Particulars Of Other Matters To Be Acted Upon – Approval of Potential Creation of New Control Person") or in the Notes to the Company's financial statements for the financial year ended March 31, 2017, none of:

- (a) the Informed Persons of the Company;
- (b) the proposed nominees for election as a director of the Company; or
- (c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, in any transaction since the commencement of the last financial year of the Company or in a proposed transaction which has materially affected or would materially affect the Company.

### **VOTING SHARES AND PRINCIPAL HOLDERS THEREOF**

The Company's authorized capital consists of an unlimited number of Common Shares without par value and an unlimited number of preferred shares ("Preferred Shares") without par value. As at November 02, 2017 (the "Record Date"), the Company has 50,129,480 Common Shares issued and outstanding, each share carrying the right to one vote. There are no Preferred Shares outstanding.

Any Shareholder of record at the close of business on the Record Date who either personally attends the Meeting or who has completed and delivered a Proxy in the manner and subject to the provisions described above, shall be entitled to vote or to have such Shareholder's shares voted at the Meeting or adjournment thereof.

To the best of the knowledge of the directors and senior officers of the Company, no person beneficially owns, or controls or directs, directly or indirectly, 10% or more of the issued and outstanding Common Shares of the Company other than as follows:

<b>Name of Shareholder</b>	<b>Number of Shares</b>	<b>Percentage of Issued and Outstanding</b>
Sino-Canada Natural Resources Fund I	8,335,000	16.63%
Frank Giustra	7,976,350 <sup>(1)</sup>	15.91%
Roberto Aquilini	6,356,100 <sup>(2)</sup>	12.68%

- (1) Of these Common Shares, Mr. Giustra owns 2,054,500 Common Shares directly, beneficially owns 29,750 Common Shares indirectly through Fiore Farms Inc. and has control and direction over 5,612,300 Common Shares which are beneficially owned by the Radcliffe Foundation and 279,800 Common Shares which are beneficially owned by Fiore Financial Corporation.
- (2) Mr. Aquilini owns 6,356,100 Common Shares indirectly through Trisec Securities Inc., a company owned and controlled by Mr. Aquilini.

### **FINANCIAL STATEMENTS**

The audited financial statements of the Company for the financial year ended March 31, 2017 (the "Financial Statements"), together with the Auditor's Report thereon, will be presented to Shareholders at the Meeting. The Financial Statements, the Auditor's Report thereon together with Management Discussion and Analysis for the financial year ended March 31, 2017 are available on SEDAR at [www.sedar.com](http://www.sedar.com). The Notice of Annual General Meeting of Shareholders, Information Circular, Request for Financial Statements (NI 51-102) and form of Proxy will be available from the Company's Registrar and Transfer Agent, Computershare Investor Services Inc., 510 Burrard Street, 3rd floor, Vancouver, British Columbia, V6C 3B9, or from the Company's head office located at Suite 3083 – 595 Burrard Street Vancouver, BC V7X 1L3.

### **REQUEST FOR FINANCIAL STATEMENTS**

National Instrument 51-102 "Continuous Disclosure Obligations" sets out the procedures for a Shareholder to receive financial statements. If you wish to receive financial statements, you may use the enclosed form or provide instructions in any other written format. Registered Shareholders must also provide written instructions in order to receive the financial statements.

**FIXING THE NUMBER OF DIRECTORS AND ELECTION OF DIRECTORS**

The persons named in the enclosed Instrument of Proxy intend to vote in favour of fixing the number of Directors at four (4). Each Director of the Company is elected annually and holds office until the next Annual General Meeting of Shareholders unless his successor is duly elected or until his resignation as a Director.

In the absence of instructions to the contrary, the shares represented by Proxy will be voted for the nominees herein listed. Management does not contemplate that any of the nominees will be unable to serve as a Director.

**ADVANCE NOTICE PROVISIONS**

At the Company's 2013 annual general meeting, the Company's Shareholders voted to adopt amendments to the Company's Articles to include advance notice provisions (the "Advance Notice Provisions"). The Advance Notice Provisions include, among other things, a provision that requires advance notice be given to the Company in circumstances where nomination of persons for election to the Board are made by Shareholders of the Company. The Advance Notice Provisions set a deadline by which Shareholders must submit nominations (a "Notice") for the election of directors to the Company prior to any annual or special meeting of Shareholders. The Advance Notice Provisions also set forth the information that a Shareholder must include in the Notice to the Company, and establish the form in which the Shareholder must submit the Notice for that notice to be in proper written form.

In the case of an annual meeting of Shareholders, a Notice must be provided to the Company not less than 30 days and not more than 65 days prior to the date of the annual meeting.

As of the date of this Circular, the Company has not received notice of a nomination in compliance with the Advance Notice Provisions.

**INFORMATION CONCERNING NOMINEES SUBMITTED BY MANAGEMENT**

The following table sets out the names of the persons proposed to be nominated by Management for election as a Director, the province or state and country in which each of them is ordinarily resident, the positions and offices which each presently holds with the Company, the period of time for which each of them has been a director of the Company, the respective principal occupations or employment during the past five years if such nominee is not presently an elected director and the number of Common Shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Information Circular. All of the four nominees are currently directors of the Company.

The nominees for the office of director and information concerning them as furnished by the individual nominees are as follows:

Name, Province and Country of Ordinary Residence and Positions Held with the Company	Principal Occupation	Date First Became a Director <sup>(1)</sup>	No. of Shares Beneficially Owned, Directly or Indirectly <sup>(2)</sup>
STEVEN DEAN Chairman & Director Vancouver, BC Canada	Businessman; President, Sirocco Advisory Services Ltd.; Chairman, CEO & Director, Atlantic Gold Corporation	Sept. 27, 2010	1,239,804
GORDON KEEP Director Vancouver, BC Canada	CEO of Fiore Management and Advisory Corp., a private financial advisory firm	Sept. 27, 2010	1,170,000
HON. JOHN D. REYNOLDS, P.C. Director Toronto, ON Canada	Senior Strategic Advisor of McMillan LLP; President of Gainey Consultants Inc.	Sept. 27, 2010	126,667
CATHY CHAN Director Vancouver, British Columbia, Canada	Director of the Company; Investment Director at CapitalAsia investment Holdings Group Limited	Sept. 26, 2017	Nil

(1) All Directors were elected at the last Annual General Meeting, with the exception of Cathy Chan

(2) Based on information provided by the directors themselves.

As at the Record Date, Steven Dean, Gordon Keep and Hon. John D. Reynolds, P.C. are the members of the Company's Audit Committee. Gordon Keep and John D. Reynolds, P.C. are the members of the Compensation Committee, and Nominating and Corporate Governance Committee. Jean Martel was also a member of those Committees until his resignation as a Director on April 11, 2017. The Company does not currently have an Executive Committee of its Board of Directors.

**CEASE TRADE ORDERS, CORPORATE AND PERSONAL BANKRUPTCIES, PENALTIES AND SANCTIONS**

Other than as disclosed below, no proposed director (including any personal holding company of a proposed director):

- (1) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:
  - (a) was the subject of a cease trade order (including a management cease trade order which applies to directors or executive officers), an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days (collectively an "order"), that was issued while such person was acting in the capacity as director, chief executive officer or chief financial officer;
  - (b) was subject to an order that was issued after such person 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;
- (2) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;
- (3) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (4) has been subject to:
  - (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority since December 31, 2000 or before December 31, 2000 the disclosure of which would likely be important to a reasonable security holder in deciding whether to vote for a proposed director; or
  - (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Hon. John D. Reynolds P.C. was a director of CY Oriental Holdings Ltd. ("CY") from February 2007 to March 30, 2009. On July 3, 2007, the BCSC issued a cease trade order against CY for failure to file its comparative financial statements for its financial year ended December 31, 2009, its interim financial statements for the financial period ended March 31, 2008 and its MD&A for the periods ended December 31, 2007 and March 31, 2008. On July 2, 2009, CY announced that the TSX Venture Exchange (the "Exchange") notified the Company that its common shares would be delisted without further notice on July 3, 2009.

Hon. John D. Reynolds P.C. was a director of Kinetex Resources Corporation ("Kinetex"). Kinetex was subject to a cease trade order issued by the British Columbia Securities Commission on July 22, 2010 and the Alberta Securities Commission on November 3, 2010 for failure to file required financial disclosure within the prescribed time period. On December 20, 2010, Kinetex was the subject of a Receivership Order from the Court of Queen's Bench of Alberta. A Receiver and manager of the property assets of Kinetex and its subsidiary, Kinetex Multi-Component Services Inc., was appointed pursuant to an order of the Court of Queens Bench of Alberta dated on December 20, 2010. On January 20, 2014, the Court of Queen's Bench Alberta pronounced the Order of Discharge of the Receiver of Kinetex Multi-Component Services Inc. and Kinetex Resources Corporation. Effective March 1, 2011,

the share listing for Kinetex was moved to the NEX board and on July 29, 2013 was dissolved by the BC Registrar of Companies. Effective July 29, 2013, Hon. John Reynolds resigned from the board of directors of Kinetex.

Gordon Keep is a director of Rusoro Mining Ltd. ("Rusoro") and Hon. John D. Reynolds P.C. was a director of Rusoro but resigned from that position effective September 4, 2013. On May 21, 2013, the British Columbia Securities Commission ("BCSC") issued a cease trade order against Rusoro for failure to file its audited financial statements for the year ended December 31, 2012 and related MD&A. On June 5, 2013 and June 7, 2013 respectively, similar cease trade orders were issued against Rusoro by the Ontario Securities Commission ("OSC") and the Autorité des Marchés Financiers ("AMF"). On August 19, 2013 Rusoro filed its December 31, 2012 financial statements and related MD&A, and on August 21, 2013 the BCSC fully revoked the cease trade order it issued. On August 28, 2013, the AMF fully revoked the cease trade order and on September 24, 2013 the OSC fully revoked the cease trade order. Rusoro was unable to file its December 31, 2012 financial statements and MD&A by the required filing deadline because it experienced significant delays in preparing them due to the nationalization by the Venezuelan government of Rusoro's gold mining assets in Venezuela.

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

### **AUDIT COMMITTEE DISCLOSURE**

The Audit Committee Charter and the disclosure required by Form 52-110F2 are attached hereto as Schedule "A". The Audit Committee monitors the integrity of internal controls and monitors the business conduct of the Company. The committee reviews matters on a quarterly basis, relating to the financial position of the Company in order to provide reasonable assurances that the Company is in compliance with applicable laws and regulations, is conducting its affairs ethically and that effective internal controls and information systems are maintained.

### **CORPORATE GOVERNANCE**

The information required to be disclosed by National Instrument 58-101 *Disclosure of Corporate Governance Practices* is attached to this information circular as Schedule "B".

### **APPOINTMENT AND REMUNERATION OF AUDITORS**

Management recommends the re-appointment of PricewaterhouseCoopers LLP, Chartered Accountants, of Vancouver, British Columbia, as auditors for the Company, to hold office until the next Annual General Meeting of the Shareholders at a remuneration to be fixed by the Board of Directors, and the persons named in the enclosed Proxy intend to vote in favour of such re-appointment. PricewaterhouseCoopers LLP have been auditor of the Company since March 14, 2011. The information required to be disclosed by National Instrument 58-101 *Disclosure of Corporate Governance Practices* is attached to this information circular as Schedule "B".

### **PARTICULARS OF OTHER MATTERS TO BE ACTED UPON**

#### **Re-Approval of Stock Option Plan**

At last year's annual general meeting, the Company proposed and its Shareholders re-approved the Company's Stock Option Plan, which is a 10% "rolling" stock option plan. Under the policies of the TSX Venture Exchange, a rolling stock option plan must be re-approved on a yearly basis by Shareholders. Shareholders will be asked to pass an ordinary resolution re-approving the Company's Stock Option Plan, the details of which are set forth below.

"Consultant", "Director", "Disinterested Shareholder Approval", "Eligible Charitable Organization", "Employee", "Investor Relations Activities", "Management Company Employee", "Market Price", "Material Information", "Person" and "Securities Laws" as used below have the same definition as in the policies of the TSX Venture Exchange.

- (a) The Stock Option Plan reserves, for issuance pursuant to the exercise of stock options, a maximum number of Common Shares of the Company equal to 10% of the issued Common Shares of the Company at the time of any stock option grant;
- (b) under TSX Venture Exchange policy, an optionee must either be an Eligible Charitable Organization or a director, employee or consultant of the Company at the time the option is granted in order to be eligible for the grant of a stock option to the optionee;

- (c) the aggregate number of options granted to any one Person (and companies wholly owned by that Person) in a 12 month period must not exceed 5% of the issued Common Shares of the Company calculated on the date an option is granted to the Person (unless the Company has obtained the requisite Disinterested Shareholder Approval);
- (d) the aggregate number of options granted to any one Consultant in a 12 month period must not exceed 2% of the issued Common Shares of the Company, calculated at the date an option is granted to the Consultant;
- (e) the aggregate number of options granted to all Persons retained to provide Investor Relations Activities must not exceed 2% of the issued Common Shares of the Company in any 12 month period, calculated at the date an option is granted to any such Person;
- (f) options issued to Persons retained to provide Investor Relations Activities must vest in stages over a period of not less than 12 months with no more than 1/4 of the options vesting in any 3 month period;
- (g) the minimum exercise price per Common Share of a stock option must not be less than the Market Price of the Common Shares of the Company, subject to a minimum exercise price of \$0.05;
- (h) options can be exercisable for a maximum of 10 years from the date of grant (subject to extension where the expiry date falls within a "blackout period" (see (o) below);
- (i) stock options (other than options held by a Person involved in investor relations activities) will cease to be exercisable 90 days after the optionee ceases to be a Director (which term includes a senior officer), Employee, Consultant, Eligible Charitable Organization or Management Company Employee otherwise than by death, or for a "reasonable period" after the optionee ceases to serve in such capacity, as determined by the board of directors of the Company. Stock options granted to persons involved in Investor Relations Activities will cease to be exercisable 30 days after the optionee ceases to serve in such capacity otherwise than by death, or for a "reasonable period" after the optionee ceases to serve in such capacity, as determined by the board of directors of the Company;
- (j) all options are non-assignable and non-transferable;
- (k) Disinterested Shareholder Approval will be obtained for any reduction in the exercise price of a stock option if the Optionee is an Insider of the Company at the time of the proposed amendment;
- (l) the Stock Option Plan contains provisions for adjustment in the number of Common Shares or other property issuable on exercise of a stock option in the event of a share consolidation, split, reclassification or other capital reorganization, or a stock dividend, amalgamation, merger or other relevant corporate transaction, or any other relevant change in or event affecting the Common Shares;
- (m) upon the occurrence of an Accelerated Vesting Event (as defined in the Stock Option Plan), the Board will have the power, at its sole discretion and without being required to obtain the approval of Shareholders or the holder of any stock option, to make such changes to the terms of stock options as it considers fair and appropriate in the circumstances, including but not limited to: (a) accelerating the vesting of stock options, conditionally or unconditionally; (b) terminating every stock option if under the transaction giving rise to the Accelerated Vesting Event, options in replacement of the stock options are proposed to be granted to or exchanged with the holders of stock options, which replacement options treat the holders of stock options in a manner which the Board considers fair and appropriate in the circumstances having regard to the treatment of holders of Common Shares under such transaction; (c) otherwise modifying the terms of any stock option to assist the holder to tender into any take-over bid or other transaction constituting an Accelerated Vesting Event; or (d) following the successful completion of such Accelerated Vesting Event, terminating any stock option to the extent it has not been exercised prior to successful completion of the Accelerated Vesting Event. The determination of the Board in respect of any such Accelerated Vesting Event shall for the purposes of the Stock Option Plan be final, conclusive and binding;
- (n) in connection with the exercise of an option, as a condition to such exercise the Company shall require the optionee to pay to the Company an amount as necessary so as to ensure that the Company is in compliance with the applicable provisions of any federal, provincial or local laws relating to the withholding of tax or other required deductions relating to the exercise of such option; and
- (o) an option will be automatically extended past its expiry date if such expiry date falls within a blackout period during which the Company prohibits optionees from exercising their options, subject to the following requirements: (a) the blackout

period must (i) be formally imposed by the Company pursuant to its internal trading policies; and (ii) must expire upon the general disclosure of undisclosed Material Information; and (b) the automatic extension of an optionee's option will not be permitted where the optionee or the Company is subject to a cease trade order (or similar order under Securities Laws) in respect of the Company's securities.

*Shareholder Approval at the Meeting*

Management recommends, and the persons named in the enclosed form of proxy intend to vote in favour of the approval of the Stock Option Plan.

The text of the resolution to be passed is as follows. In order to be passed, a majority of the votes cast at the Meeting by Shareholders in person or represented by proxy must be voted in favour of the resolution.

**"BE IT RESOLVED THAT** the Company's Stock Option Plan be and is hereby ratified, confirmed and approved with such additional provisions and amendments, provided that such are not inconsistent with the policies of the TSX Venture Exchange, as the directors of the Company may deem necessary or advisable."

**OTHER MATTERS**

As of the date of this Information Circular, Management knows of no other matters to be acted upon at this Meeting. However, should any other matters properly come before the Meeting, the shares represented by the proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the shares represented by the proxy.

**ADDITIONAL INFORMATION**

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com). Copies of the Company's Financial Statements and Management Discussion and Analysis may be obtained without charge upon request from the Company, at Suite Suite 3083 – 595 Burrard Street, Vancouver, BC V7X 1L3 Tel: (604) 566-9080 and such documents will be sent by mail or electronically by email as may be specified at the time of the request.

**DIRECTOR APPROVAL**

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

DATED at Vancouver, British Columbia, this 2nd day of November, 2017.

*"Steven Dean"*

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Steven Dean  
Chairman and Director

**SCHEDULE "A"**  
**FORM 52-110F2**  
**AUDIT COMMITTEE DISCLOSURE**

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**ITEM 1: THE AUDIT COMMITTEE'S CHARTER**

***Purpose***

The overall purpose of the Audit Committee (the "Committee") of Oceanic Iron Ore Corp. (the "Company") is to ensure that the Company's management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the financial statements and related financial disclosure of the Company, and to review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. It is the intention of the Board that through the involvement of the Committee, the external audit will be conducted independently of the Company's Management to ensure that the independent auditors serve the interests of Shareholders rather than the interests of Management of the Company. The Committee will act as a liaison to provide better communication between the Board and the external auditors. The Committee will monitor the independence and performance of the Company's independent auditors.

***Composition, Procedures and Organization***

1. The Committee shall consist of at least three members of the Board of Directors (the "Board").
2. At least two (2) members of the Committee shall be independent and the Committee shall endeavour to appoint a majority of independent directors to the Committee, who in the opinion of the Board, would be free from a relationship which would interfere with the exercise of the Committee members' independent judgment. At least one (1) member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices applicable to the Company. For the purposes of this Charter, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.
3. The Board, at its organizational meeting held in conjunction with each annual general meeting of the Shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
4. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.
5. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
6. The Committee shall have access to such officers and employees of the Company and to the Company's external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
7. Meetings of the Committee shall be conducted as follows:
  - (a) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
  - (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and

- (c) management representatives may be invited to attend all meetings except private sessions with the external auditors.
8. The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

### ***Roles and Responsibilities***

9. The overall duties and responsibilities of the Committee shall be as follows:
- (a) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly financial statements and related financial disclosure;
  - (b) to establish and maintain a direct line of communication with the Company's internal and external auditors and assess their performance;
  - (c) to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and
  - (d) to report regularly to the Board on the fulfilment of its duties and responsibilities.
10. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:
- (a) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;
  - (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
  - (c) review the audit plan of the external auditors prior to the commencement of the audit;
  - (d) to review with the external auditors, upon completion of their audit:
    - (i) contents of their report;
    - (ii) scope and quality of the audit work performed;
    - (iii) adequacy of the Company's financial and auditing personnel;
    - (iv) co-operation received from the Company's personnel during the audit;
    - (v) internal resources used;
    - (vi) significant transactions outside of the normal business of the Company;
    - (vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
    - (viii) the non-audit services provided by the external auditors;
  - (e) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles; and

- (f) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.
11. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:
- (a) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
  - (b) review compliance under the Company's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;
  - (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and
  - (d) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.
12. The Committee is also charged with the responsibility to:
- (a) review the Company's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;
  - (b) review and approve the financial sections of:
    - (i) the annual report to Shareholders;
    - (ii) the annual information form, if required;
    - (iii) annual and interim MD&A;
    - (iv) prospectuses;
    - (v) news releases discussing financial results of the Company; and
    - (vi) other public reports of a financial nature requiring approval by the Board, and report to the Board with respect thereto;
  - (c) review regulatory filings and decisions as they relate to the Company's financial statements;
  - (d) review the appropriateness of the policies and procedures used in the preparation of the Company's financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
  - (e) review and report on the integrity of the Company's financial statements;
  - (f) review the minutes of any audit committee meeting of subsidiary companies, if any;
  - (g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the Company's financial statements;

- (h) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and
- (i) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board of Directors following each annual general meeting of Shareholders.

13. The Committee shall have the authority:

- (a) to engage independent counsel and other advisors as it determines necessary to carry out its duties,
- (b) to set and pay the compensation for any advisors employed by the Committee; and
- (c) to communicate directly with the internal and external auditors.

#### **ITEM 2: COMPOSITION OF THE AUDIT COMMITTEE**

The members of the Committee are Steven Dean, Gordon Keep and Hon. John D. Reynolds, P.C. Jean Martel was a member of the Committee until his resignation as a director on April 11, 2017. Mr. Reynolds is independent. Mr. Keep and Mr. Dean are not independent. All of the members are financially literate. "Independent" and "financially literate" have the meaning used in Multilateral Instrument 52-110 (the "Instrument") of the Canadian Securities Administrators. The Company is relying on the exemption set out in section 6.1 of the Instrument with respect to compliance with the requirements for Composition of the Audit Committee.

#### **ITEM 3: RELEVANT EDUCATION AND EXPERIENCE**

The Instrument provides that an individual is "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

All of the members of the Company's audit committee are financially literate as that term is defined in the Instrument. All members have an understanding of the accounting principles used by the Issuer to prepare its financial statements and have an understanding of its internal controls and procedures for financial reporting.

The Honourable John Reynolds, P.C.'s career includes substantial experience in venture capital development, consumer products marketing, resource sector development and elected political office, both federal and provincial. He began his career in the sales and marketing field but has spent the last 35 years in the political arena. The Hon. John D. Reynolds served as a Member of Parliament of Canada, 1972 - 1977 and 1997 - 2006 and also as leader of Her Majesty's official opposition. Mr. Reynolds was also appointed as a Senior Strategic Advisor to the Vancouver law firm McMillan LLP. His career in the private sector has included directorships on the boards of numerous public companies, including Calibre Mining Corp. (TSXV:CXB), Oriel Resources Plc (formerly TSX listed), Rusoro Mining Ltd. (TSXV:RML), and Terrane Metals Corp. (TSXV:TRX).

Mr. Keep has extensive business experience in investment banking and creating public natural resource companies. Mr. Keep currently is CFO of Fiore Management and Advisory Corp., a private financial advisory firm. He also serves as an officer and/or director for several natural resource companies. From January 2001 to July 2007, Mr. Keep was Managing Director of Corporate Finance at Endeavour Financial Corporation, from September 1997 until March 2004, he was Senior Vice President and a director of Lions Gate Entertainment Corp., and from April 1987 until October 1997, he was Vice President, Corporate Finance in the Natural Resource group of Yorkton Securities Inc. He obtained his B.Sc. in Geological Science from Queen's University in 1979 and his Master's of Business Administration from the University of British Columbia in 1983 and is a Professional Geologist in the province of British Columbia.

#### **ITEM 4: AUDIT COMMITTEE OVERSIGHT**

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor (currently, PricewaterhouseCoopers LLP, Chartered Accountants) not adopted by the Board.

**ITEM 5: RELIANCE ON CERTAIN EXEMPTIONS**

Since the commencement of the financial year ended March 31, 2010, the Company has not relied on the exemptions contained in sections 2.4 or 8 of the Instrument. Section 2.4 of the Instrument provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of all the non-audit services not pre-approved is reasonably expected to be no more than 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided, the Company did not recognize the services as non-audit services at the time of engagement, and the services are promptly brought to the attention of the audit committee and approved prior to the completion of the audit by the audit committee. Section 8 of the Instrument permits a company to apply to a securities regulatory authority for an exemption from the requirements of the Instrument, in whole or in part.

**ITEM 6: PRE-APPROVAL POLICIES AND PROCEDURES**

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of the Instrument, the engagement of non-audit services is considered by the Company's Board of Directors, and where applicable by the Audit Committee, on a case by case basis.

**ITEM 7: EXTERNAL AUDITOR SERVICE FEES (BY CATEGORY)**

The aggregate fees charged to the Company by the external auditor in each of the last two fiscal years are as follows:

	<b><u>FYE 2016</u></b>	<b><u>FYE 2017</u></b>
Audit fees for the year ended	\$16,000	\$16,000
Audit related fees <sup>(1)</sup>	\$575	Nil
Tax fees <sup>(2)</sup>	\$1,890	Nil
All other fees (non-tax)	Nil	Nil
<b>Total Fees:</b>	<b>\$18,415</b>	<b>\$16,000</b>

<sup>(1)</sup> Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees".

<sup>(2)</sup> Fees charged for tax compliance, tax advice and tax planning services.

**ITEM 8: EXEMPTION**

In respect of the most recently completed financial year, the Company is relying on the exemption set out in section 6.1 of the Instrument with respect to compliance with the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of the Instrument.

**SCHEDULE "B"**  
**OCEANIC IRON ORE CORP.**  
**CORPORATE GOVERNANCE**

Pursuant to National Instrument 58-101 Disclosure of Corporate Governance Practices the Company is required to and hereby discloses its corporate governance practices as follows.

**ITEM 1. BOARD OF DIRECTORS**

The Board of Directors of the Company facilitates its exercise of independent supervision over the Company's Management through frequent meetings of the Board.

Steven Dean resigned as the Company's Chief Executive Officer on November 14, 2014; however, due to his continuing role as Executive Chairman, he remains not independent.

Gordon Keep, the Hon. John D. Reynolds, P.C., and Cathy Chan are all independent in that they are free from any direct or indirect material relationship with the Company. A material relationship is a relationship which could, in the view of the Company's Board of Directors be reasonably expected to interfere with the exercise of a member's independent judgment.

**ITEM 2. DIRECTORSHIPS**

The directors of the Company are currently directors of the following other reporting issuers:

<b>Name</b>	<b>Name of Reporting Issuer</b>
Steven Dean	Atlantic Gold Corporation Sierra Metals Inc.
Gordon Keep	Encanto Potash Corp. Klondike Gold Corp. Northern Dynasty Minerals Ltd. Renaissance Oil Corp. Rusoro Mining Ltd. Sandspring Resources Ltd. PentaNova Energy Corp. Uracan Resources Ltd.
The Honourable John D. Reynolds P.C.	Calibre Mining Corp.

**ITEM 3. ORIENTATION AND CONTINUING EDUCATION**

The Board of Directors of the Company briefs all new directors with the policies of the Board of Directors, and other relevant corporate and business information.

**ITEM 4. ETHICAL BUSINESS CONDUCT**

The Board has adopted a Code of Conduct which states the basic principles that should guide the affairs of the Company.

**ITEM 5. NOMINATION OF DIRECTORS**

The Board of Directors has established a Nominating and Governance Committee which is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of the shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, shown support for the Company's mission and strategic objectives, and a willingness to serve.

**ITEM 6. COMPENSATION**

The Board of Directors has established a Compensation Committee whose primary function is to monitor and make recommendations to the Board in respect of the total compensation paid by the Company to its senior executives and directors. To make its recommendation on compensation for senior executives and directors, the Compensation Committee takes into account the experience and track record of individual senior executive and directors and relies on the experience and knowledge of members of the Compensation Committee.

**ITEM 7. OTHER BOARD COMMITTEES**

The Board has no committees other than the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee. The members of the Audit Committee are Steven Dean, Gordon Keep and the Hon. John D. Reynolds, P.C. The members of the Compensation Committee are Gordon Keep and the Hon. John D. Reynolds, P.C. The members of the Nominating and Corporate Governance Committee are Gordon Keep and the Hon. John D. Reynolds P.C. Jean Martel was a member of those Committees until his resignation as a director on April 11, 2017.

**ITEM 8. ASSESSMENTS**

The Nominating and Corporate Governance Committee, on a periodic basis, assesses the effectiveness of the Board as a whole, specific Board committees (including the Nominating and Governance Committee) individual Board members and the Board Chair, and reports such assessments to the Board. The members of the Nominating and Corporate Governance Committee are Gordon Keep and the Hon. John D. Reynolds P.C.