

**SIENNA RESOURCES INC.**

1470 - 701 West Georgia Street  
Vancouver, British Columbia  
V7Y 1C6

**NOTICE OF ANNUAL GENERAL MEETING  
OF SHAREHOLDERS  
TO BE HELD ON SEPTMEBER 28, 2017**

**AND**

**INFORMATION CIRCULAR**

*AUGUST 15, 2017*

*This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this Information Circular, you should immediately contact your professional advisors.*

**SIENNA RESOURCES INC.**  
**Suite 1470 – 701 W. Georgia Street**  
**Vancouver, British Columbia V7Y 1C6**  
**Tel: (604) 646-6900 Fax: (604) 689-1733**

**NOTICE OF 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

TAKE NOTICE that the 2017 Annual General Meeting of the shareholders of **SIENNA RESOURCES INC.** (hereinafter called the “Company”) will be held at the offices of Clark Wilson LLP, at Suite 900 – 885 West Georgia Street, Vancouver, British Columbia, on:

Thursday, September 28, 2017 at the hour of 10:00 o’clock in the forenoon (Vancouver time) for the following purposes:

1. to receive the financial statements of the Company for its fiscal year ended December 31, 2016 and the report of the Auditors thereon;
2. to appoint Davidson & Company LLP as auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration;
3. to determine and set the number of directors of the Company at four (4) for the ensuing year
4. to appoint, individually, Jason Gigliotti, John Masters, Greg Thomson and Dennis Aalderink as directors of the Company for the ensuing year;
5. to approve the Company’s proposed 10% Rolling Stock Option Plan; and
6. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

Accompanying this Notice are an Information Circular and form of Proxy. The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this Notice.

The Company has decided to take advantage of the notice-and-access model provided for under amendments to National Instrument 54-101 (“Notice and Access”) for the delivery of its Information Circular, the Company’s audited financial statements and the Management’s Discussion & Analysis for the financial year ended December 31, 2016 (collectively, the “Meeting Materials”), to its shareholders in respect of the Meeting.

Under Notice and Access, instead of receiving paper copies of the Information Circular, shareholders will be receiving a notice with information on how they may access the Meeting Materials electronically. However, shareholders will receive a proxy or voting instruction form, as applicable, enabling them to vote at the Meeting. The use of this alternative means of delivery is more environmentally friendly, as it will help reduce paper use and it will also reduce the Company’s printing and mailing costs.

The Meeting Materials will be available on the Company’s website at [www.siennaresourcesinc.com](http://www.siennaresourcesinc.com) as of August 15, 2017 and will remain on the website for one full year thereafter. Meeting materials are also available upon request, **without charge**, by e-mail at [john@engcom.ca](mailto:john@engcom.ca) or by calling toll-free at 1-855-646-6901 (in North America) or at +1-604-646-6900 (outside North America), or can be accessed online on SEDAR at [www.sedar.com](http://www.sedar.com) as of August 15, 2017.

The Company will mail paper copies of the Meeting Materials to those registered and beneficial shareholders who have previously elected to receive paper copies of the Company’s Meeting Materials. All other shareholders will receive a Notice and Access notification, which will contain information on how they may access the Meeting Materials electronically in advance of the Meeting.

The Company’s Board of Directors has fixed August 15, 2017 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

Registered shareholders are entitled to vote at the Meeting in person or by proxy. Registered shareholders who are unable to attend the Meeting, or any adjournment thereof, in person, are requested to read, complete, sign and return the form of Proxy

accompanying this Notice in accordance with the instructions set out in the form of Proxy and in the Information Circular accompanying this Notice. Unregistered shareholders who received the form of Proxy accompanying this Notice through an intermediary must deliver the Proxy in accordance with the instructions given by such intermediary.

DATED at Vancouver, British Columbia, as of this 15<sup>th</sup> day of August, 2017.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“Jason Gigliotti”*

Jason Gigliotti  
President

**SIENNA RESOURCES INC.**

1470 – 701 West Georgia Street  
Vancouver, BC V7Y 1C6  
Telephone: (604) 646-6900  
Facsimile: (604) 689-1733

**INFORMATION CIRCULAR  
AS AT AND DATED AUGUST 15, 2017**  
(unless otherwise noted)

**INTRODUCTION**

This Information Circular accompanies the Notice of Annual General Meeting (the “Notice”) and is furnished to shareholders holding common shares in the capital of Sienna Resources Inc. (the “Company”) in connection with the solicitation by the management of the Company of proxies to be voted at the annual general meeting (the “Meeting”) of the shareholders to be held on Thursday, September 28, 2017 at the offices of Clark Wilson LLP, 900 – 885 West Georgia Street, Vancouver, British Columbia at the hour of 10:00 o’clock in the forenoon (Vancouver time), or at any adjournment or postponement thereof.

**Date and Currency**

The date of this Information Circular is August 15, 2017. Unless otherwise stated, all amounts herein are in Canadian dollars.

**PROXIES AND VOTING RIGHTS**

**Management Solicitation**

The solicitation of proxies by the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by the directors, officers and employees of the Company. The Company does not reimburse shareholders, nominees or agents for costs incurred in obtaining from their principals authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers, and the Company will reimburse such brokers and nominees for their related out of pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

**Notice and Access Process**

The Company has decided to use the notice and access model (“Notice and Access”) provided for under recent amendments to NI 54-101 for the delivery of the Information Circular, audited financial statements and Management’s Discussion and Analysis for the financial year ending December 31, 2016 (collectively, the “Meeting Materials”) to shareholders for the Meeting. The Company has adopted this alternative means of delivery in order to further its commitment to environmental sustainability and to reduce its printing and mailing costs.

Under Notice and Access, instead of receiving printed copies of the Meeting Materials, shareholders receive a notice (“Notice”) with information on the Meeting date, location and purpose, as well as information on how they may access the Meeting Materials electronically.

Shareholders with existing instructions on their account to receive printed materials and those shareholders with addresses outside of Canada and the United States will receive a printed copy of the Meeting Materials with the Notice.

## **Appointment of Proxy**

Registered shareholders are entitled to vote at the Meeting. A shareholder is entitled to one vote for each common share that such shareholder holds on the record date of August 15, 2017 on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

The persons named as proxyholders (the "Designated Persons") in the enclosed form of proxy are directors and/or officers of the Company.

**A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING, OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY.**

**TO EXERCISE THE RIGHT, THE SHAREHOLDER MAY DO SO BY STRIKING OUT THE PRINTED NAMES AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE'S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER'S SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.**

In order to be voted, the completed form of proxy must be received by the Company's registrar and transfer agent, Computershare Investor Services Inc. (the "Transfer Agent") at their offices located at 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, by mail or fax, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof.

A proxy may not be valid unless it is dated and signed by the shareholder who is giving it or by that shareholder's attorney-in-fact duly authorized by that shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual shareholder or joint shareholders, or by an officer or attorney-in-fact for a corporate shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the form of proxy.

## **Revocation of Proxies**

A shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that shareholder or by that shareholder's attorney-in-fact authorized in writing or, where the shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

## **Voting of Common Shares and Proxies and Exercise of Discretion by Designated Persons**

A shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the common shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. If the shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the common shares represented will be voted or withheld from the vote on that matter accordingly. **The common shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the common shares will be voted accordingly.**

**IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE**

**DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE COMMON SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY, INCLUDING THE VOTE FOR SETTING THE NUMBER OF DIRECTORS FOR THE ENSUING YEAR AT FOUR, ELECTING OF THE NOMINEES TO THE COMPANY'S BOARD OF DIRECTORS, FOR THE APPOINTMENT OF THE AUDITORS, FOR THE BOARD OF DIRECTORS TO FIX THE REMUNERATION OF THE AUDITOR, FOR THE APPROVAL OF STOCK OPTION PLAN AND AT THE DESIGNATED PROXYHOLDER'S DISCRETION ON OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING.**

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the common shares on any matter, the common shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

### **NOTICE TO BENEFICIAL SHAREHOLDERS**

**The information set out in this section is of significant importance to those shareholders who do not hold shares in their own name. Shareholders who do not hold their 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 names of the shareholder's broker or an agent of that broker. In the United States, the vast majority of such common shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). **Beneficial Shareholders should ensure that instructions respecting the voting of their common shares are communicated to the appropriate person well in advance of the Meeting.**

The Company does not have access to names of Beneficial Shareholders. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders 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 common shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the Form of Proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge") in the United States and in Canada. Broadridge typically prepares a special voting instruction form, mails this form to the Beneficial Shareholders and asks for appropriate instructions regarding the voting of common shares to be voted at the Meeting. Beneficial Shareholders are requested to complete and return the voting instructions to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free number and access Broadridge's dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and to vote the common shares held by them. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge voting instruction form cannot use that form as a proxy to vote common shares directly at the Meeting – the voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have its common shares voted at the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered shareholder and vote the common shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their common shares as proxyholder for the registered shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

Alternatively, a Beneficial Shareholder may request in writing that his or her broker send to the Beneficial Shareholder a legal proxy which would enable the Beneficial Shareholder to attend at the Meeting and vote his or her common shares.

All references to shareholders in this Information Circular are to registered shareholders, unless specifically stated otherwise.

### **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

The Company is authorized to issue an unlimited number of common shares without par value. As of the record date, determined by the Company's board of directors to be the close of business on August 15, 2017, a total of 36,076,382 common shares were issued and outstanding. Each common share carries the right to one vote at the Meeting.

Only registered shareholders as of the record date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

To the knowledge of the directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, common shares carrying more than 10% of the voting rights attached to the outstanding common shares of the Company, other than as set forth below:

<b>Name of Shareholder</b>	<b>Number of Common Shares Owned</b>	<b>Percentage of Outstanding Common Shares<sup>(1)</sup></b>
CDS & Co. (NCI) <sup>(2)</sup>	35,665,090 <sup>(2)</sup>	98.86%

<sup>(1)</sup> Based on 36,076,382 common shares issued and outstanding as of August 15, 2017. The Company believes that all persons hold legal title and the Company has no knowledge of actual common share ownership.

<sup>(2)</sup> Management of the Company is unaware of the beneficial shareholders of the common shares registered in the name of CDS & CO (NCI).

### **NUMBER OF DIRECTORS**

The Articles of the Company provide for a board of directors of no fewer than three directors and no greater than a number as fixed or changed from time to time by majority approval of the shareholders.

At the Meeting, shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company for the ensuing year at four. The number of directors will be approved if the affirmative vote of the majority of common shares present or represented by proxy at the Meeting and entitled to vote are voted in favour to set the number of directors at four.

**Management recommends the approval of the resolution to set the number of directors of the Company at four.**

### **ELECTION OF DIRECTORS**

At present, the directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting, or until their successors are duly elected or appointed in accordance with the Company's Articles or until such director's earlier death, resignation or removal. In the absence of instructions to the contrary, the enclosed Form of Proxy will be voted for the nominees listed in the Form of Proxy, all of whom are presently members of the board of directors.

Management of the Company proposes to nominate the persons named in the table below for election by the shareholders as directors of the Company. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name, Province, Country of Residence and Position(s) with the Company	Principal Occupation, Business or Employment for Last Five Years	Periods during which Nominee has Served as a Director	Number of Common Shares Owned <sup>(1)</sup>
<b>Jason Gigliotti</b> <sup>(2)</sup> British Columbia, Canada  Director & President	President of MGK Consulting Inc. and CSM Consulting Inc. (May 2004 to present), private companies that provide consulting services to public companies;	February 27, 2001 to present	1,245,855
<b>John Masters</b> <sup>(2)</sup> British Columbia, Canada  Director & Secretary	Corporate Secretary of Geo Minerals Ltd. from February 2009 to December 2011 and Chief Financial Officer from April 2009 to December 2011; Corporate Secretary of GeoNovus Media Corp. (formerly GeoNovus Minerals Corp.) from December 2011 and Chief Financial Officer from April 16, 2014 to March 26, 2017. Corporate Secretary of Ashburton Ventures Inc. since January 2009 and Chief Financial Officer since September 26, 2016; Director and Corporate Secretary of Alix Resources Corp. since February 25, 2010 and Chief Financial Officer since February 2014.; Director of CKR Carbon Corporation (formerly Caribou King Resources Ltd.) from March 2011, Corporate Secretary from March 2011 and Chief Financial Officer from June 2012 to February 18, 2016; Director Green Swan Capital Corp. from January 14, 2014 to November 3, 2015. Corporate Secretary of Cavan Ventures Inc. from February 21, 2012 to March 22, 2016. Director of Sunvest Minerals Corp. since July 14, 2016 and Chief Financial Officer since September 14, 2016.	October 1, 2015 to present	Nil
<b>Greg Thomson</b> <sup>(2)</sup> British Columbia, Canada  Director	Private Geological Consultant	November 20, 2014 to present	Nil
<b>Dennis Alderink</b> British Columbia, Canada  Director	Operations Manager at Pacific National Exhibition since 2003	February 19, 2016 to present	Nil

<sup>(1)</sup> Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at August 15, 2017, based upon information furnished to the Company by the individual directors.

<sup>(2)</sup> Member of the Audit Committee.

**Management recommends the approval of each of the nominees listed above for election as directors of the Company for the ensuing year.**

*Cease Trade Orders*

No proposed director of the Company is, or within the 10 years before the date of this Information Circular has been, a director, chief executive officer or chief financial officer of any company that:

- (a) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or



- (b) was subject to an order 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.

#### *Bankruptcies*

No proposed director of the Company is, or within 10 years before the date of this Information Circular, has been a director or an executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets or made a proposal under any legislation relating to bankruptcies or insolvency.

#### *Penalties or Sanctions*

No proposed director of the Company 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; 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.

### **STATEMENT OF EXECUTIVE COMPENSATION**

#### **General**

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;

“Named Executive Officer” or “NEO” means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, 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 and whose total compensation was, individually, more than \$150,000 as determined in accordance with applicable securities laws; and
- (d) each individual who would be a 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 the most recently completed financial year.

#### **Compensation Discussion and Analysis**

##### *Compensation Discussion and Analysis and Compensation Governance*

The Company’s compensation program is intended to attract, motivate, reward and retain the management talent needed to achieve the Company’s business objectives of improving overall corporate performance and creating long-term value for the Company’s shareholders. The compensation program is intended to reward executive officers on the basis of individual performance and achievement of corporate objectives, including the advancement of the exploration and development goals

of the Company. The Company's current compensation program is comprised of base salary or fees, short term incentives such as discretionary bonuses and long term incentives such as stock options.

The board of directors of the Company (the "Board") has not created or appointed a compensation committee given the Company's current size and stage of development. All tasks related to developing and monitoring the Company's approach to the compensation of the Company's NEOs and directors are performed by the members of the Board. The compensation of the NEOs, directors and the Company's employees or consultants, if any, is reviewed, recommended and approved by the Board without reference to any specific formula or criteria. NEOs that are also directors of the Company are involved in discussion relating to compensation, and disclose their interest in and abstain from voting on compensation decision relating to them, as applicable, in accordance with the applicable corporate legislation.

In making compensation decisions, the Board strives to find a balance between short-term and long-term compensation and cash versus equity incentive compensation. Base salaries or fees and discretionary cash bonuses primarily reward recent performance and incentive stock options encourage NEOs and directors to continue to deliver results over a longer period of time and serve as a retention tool. The annual salary or fee for each NEO, as applicable, is determined by the Board based on the level of responsibility and experience of the individual, the relative importance of the position to the Company, the professional qualifications of the individual and the performance of the individual over time. The NEOs' performances and salaries or fees are to be reviewed periodically. Increases in salary or fees are to be evaluated on an individual basis and are performance and market-based. The amount and award of cash bonuses to key executives and senior management is discretionary, depending on, among other factors, the financial performance of the Company and the position of a participant.

Given the Company's current stage of development, the implications of the risks associated with the Company's compensation policies and practices have not been considered by the Board. Under the Company's compensation policies and practices, NEOs and directors are not prevented 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 NEO or director.

During the financial year ended December 31, 2016, the Company accrued management fees and directors' fees to one NEO. The Company does not have any agreements with any NEOs for bonus payments or for the payment of a fee in the event of the resignation or termination of a NEO or a change of control of the Company.

The accrual of \$97,500 in fiscal 2016 to Jason Gigliotti as management fees was determined by the Board to be fair and reasonable given the responsibility and the performance of this NEO and the stage of the Company's development. At this time, the Board has not established any benchmarks or any performance goals that the NEOs must achieve in order to maintain their respective positions as NEOs with the Company. However, the NEOs are expected to carry out their duties in an effective and efficient way and advance the exploration and development goals of the Company. If the Board determines that these duties are not being met, the Board has the ability to replace such NEOs in its discretion.

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

The Company regards the strategic use of incentive stock options as a cornerstone of the Company's compensation plan. The Company is committed to long-term incentive programs that promote the continuity of an excellent management team and, therefore, the long-term success of the Company. The Company established a formal plan under which stock options may be granted to directors, officers, employees and consultants as an incentive to serve the Company in attaining its goal of improved shareholder value. It applies to personnel at all levels and continues to be one of the Company's primary tools for attracting, motivating and retaining qualified personnel which is critical to the Company's success. The Board is responsible for administering the Company's stock option plan and determining the type and amount of compensation to be paid to directors, officers, employees and consultants of the Company including the awards of any stock options under a stock option plan. Stock options are typically part of the overall compensation package for executive officers. See "Particulars of Matters to be Acted Upon – Approval of 10% Rolling Option Plan" for further details regarding the Company's incentive stock option plan.

All grants of stock options to the NEOs are reviewed and approved by the Board. In evaluating option grants to an NEO, the Board evaluates a number of factors including, but not limited to: (i) the number of options already held by such NEO; (ii) a fair balance between the number of options held by the NEO concerned and the other executives of the Company, in light of their responsibilities and objectives; and (iii) the value of the options (generally determined using a Black-Scholes analysis) as a component in the NEO's overall compensation package.

#### **Summary Compensation Table**

Particulars of compensation paid to each NEO in the three most recently completed financial years are set out in the summary compensation table below.

Name and Principal Position	Year ended December 31st	Salary (\$)	Share-based Awards <sup>(2)</sup> (\$)	Option-based Awards <sup>(3)</sup> (\$)	Non-equity Incentive Plan Compensation <sup>(1)</sup> (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term Incentive Plans			
Jason Gigliotti <sup>(4)</sup> President & Secretary	2016	Nil	Nil	Nil	Nil	Nil	Nil	102,500 <sup>(5)</sup>	102,500
	2015	Nil	Nil	Nil	Nil	Nil	Nil	32,500 <sup>(5)</sup>	32,500
	2014	Nil	Nil	Nil	Nil	Nil	Nil	122,500 <sup>(5)</sup>	122,500
Cindy Cai <sup>(6)</sup> Chief Financial Officer	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil	500 <sup>(7)</sup>	\$500
	2014	Nil	Nil	Nil	Nil	Nil	Nil	5,000 <sup>(7)</sup>	\$5,000

(1) “Non-equity Incentive Plan Compensation” includes all compensation under an incentive plan or portion of an incentive plan that is not an equity incentive plan.

(2) “Share-based Awards” 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.

(3) “Option-based Awards” 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.

(4) Jason Gigliotti was appointed President and director on February 27, 2001.

(5) Management and directors’ fees.

(6) Cindy Cai was appointed CFO on August 18, 2010.

(7) Cindy Cai was paid \$5,000 and \$500 for accounting services provided during fiscal years ended December 31, 2014 and December 31, 2015, respectively.

#### *Narrative Discussion*

During the financial year ended December 31, 2016, the Company granted 250,000 incentive stock options to Cindy Cai at an exercise price of \$0.15 per common share until October 19, 2016 and 100,000 incentive stock options to Cindy Cai at an exercise price of \$0.15 per common share until November 28, 2016. The Company also accrued \$97,500 in management fees and \$5,000 in directors’ fees to Jason Gigliotti.

Other than as set forth above, no NEO of the Company has received, during the most recently completed financial year, compensation pursuant to:

- (a) any standard arrangement for the compensation of NEOs for their services in their capacity as NEOs, including any additional amounts payable for committee participation or special assignments;
- (b) any other arrangement, in addition to, or in lieu of, any standard arrangement, for the compensation of NEOs in their capacity as NEOs; or
- (c) any arrangement for the compensation of NEOs for services as consultants or expert.

#### **Incentive Plan Awards**

The Company has in effect a 10% rolling stock option plan approved by the shareholders of the Company at its annual general meeting on June 30, 2016 (the “10% Rolling 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 Company has no equity incentive plans other than the 10% Rolling Option Plan. The size of stock option grants to NEOs is dependent on each officer’s level of responsibility, authority and importance to the Company and the degree to which such officer’s long-term contribution to the Company will be key to its long-term success.

*Outstanding Share-Based Awards and Option-Based Awards*

The following table sets out all outstanding share based and option based awards held by NEOs as at December 31, 2016:

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 (\$)
Jason Gigliotti <sup>(2)</sup> President & Director	83,000 <sup>(3)</sup>	1.00	March 28, 2017	Nil	N/A	N/A
Cindy Cai <sup>(4)</sup> Chief Financial Officer	10,000	1.00	March 28, 2017	Nil	N/A	N/A

<sup>(1)</sup> Calculated based on the difference between the market value of the Company’s common shares as at the financial year ended December 31, 2016 (\$0.115), and the exercise price of the options.

<sup>(2)</sup> Jason Gigliotti was appointed President and director on February 27, 2001.

<sup>(3)</sup> These stock options are held by MGK Consulting Inc.

<sup>(4)</sup> Cindy Cai was appointed CFO on August 18, 2010.

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

The following table sets forth details of the value vested or earned for all incentive plan awards during the year ended December 31, 2016 by the NEOs:

Name	Option-based awards - Value vested during the year (\$) <sup>(1)</sup>	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
Jason Gigliotti <sup>(2)</sup> President & Director	Nil	N/A	N/A

Cindy Cai <sup>(3)</sup> Chief Financial Officer	Nil	N/A	N/A
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<sup>(1)</sup> Calculated based on the difference between the market value of the Company's common shares as at the financial year ended December 31, 2016 (\$0.115), and the exercise price of the options.

<sup>(2)</sup> Jason Gigliotti was appointed President and director on February 27, 2001.

<sup>(3)</sup> Cindy Cai was appointed CFO on August 18, 2010.

### *Narrative Discussion*

Refer to the sections titled "Compensation Discussion and Analysis", "Share-Based and Option-Based Awards", and "Summary Compensation Table – Narrative Discussion" above, and "Particulars of Other Matters To Be Acted Upon - Approval of 10% Rolling Option Plan", below, for a description of all plan based awards and their significant terms. A copy of the 10% Rolling Option Plan is available under the Company's profile on SEDAR at www.sedar.com and will be available to Shareholders for review at the head office of the Company during normal business hours up to the date of the Meeting and at the Meeting. There was no re-pricing of stock options under the stock option plan or otherwise during the Company's most recently completed financial year ended December 31, 2016.

### **Pension Plan Benefits**

The Company has no pension, defined benefit or defined contribution plans in place.

### **Termination and Change of Control Benefits**

The Company has no plan or arrangement whereby any NEO may be compensated in the event of that NEOs' resignation, retirement or other termination of employment, or in the event of a change of control of the Company or a change in the NEOs' responsibilities following such a change of control.

### **Director Compensation Table**

The following table sets out all compensation received by the directors of the Company during the financial year ended December 31, 2016 who are not otherwise NEOs:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
John Masters <sup>(1)</sup> Director	Nil	Nil	Nil <sup>(2)</sup>	Nil	Nil	5,000 <sup>(3)</sup>	5,000
Dennis Aalderink <sup>(4)</sup> Director	Nil	Nil	Nil <sup>(5)</sup>	Nil	Nil	2,500 <sup>(6)</sup>	2,500
Greg Thomson <sup>(7)</sup> Director	Nil	Nil	Nil <sup>(8)</sup>	Nil	Nil	2,500 <sup>(9)</sup>	2,500

<sup>(1)</sup> John Masters was appointed a director of the Company on October 1, 2015.

<sup>(2)</sup> Mr. Masters was granted 200,000 incentive options on April 19, 2016 and 100,000 incentive options on June 1, 2016. Each option might be exercised at \$0.15 to purchase one common share of the Company until expiry on October 19, 2016 and November 28, 2016, respectively. All these options expired unexercised prior to December 31, 2016 thus Nil value recognized for the option-based awards.

<sup>(3)</sup> Mr. Masters was paid \$5,000 in directors' fees during fiscal year ended December 31, 2016.

<sup>(4)</sup> Dennis Aalderink was appointed a director on February 19, 2016.

<sup>(5)</sup> Mr. Aalderink was granted 200,000 incentive options on April 19, 2016. Each option might be exercised at \$0.15 to purchase one common share of the Company until expiry on October 19, 2016. All these options expired unexercised prior to December 31, 2016 thus Nil value recognized for the option-based awards.

- (6) Accrued directors' fees payable to Mr. Alderink.
- (7) Greg Thomson was appointed a director on November 20, 2014.
- (8) Mr. Thomson was granted 200,000 incentive options on April 19, 2016. Each option might be exercised at \$0.15 to purchase one common share of the Company until expiry on October 19, 2016. All these options expired unexercised prior to December 31, 2016 thus Nil value recognized for the option-based awards.
- (9) Accrued directors' fees payable to Mr. Thomson.

*Narrative Discussion*

The Company does not have any arrangements, standard or otherwise, pursuant to which non-NEO directors are compensated by the Company for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultants or experts, although the Board may, from time to time, decide to pay directors' fees to recognize such services. The Board intends to continue to compensate directors primarily through the grant of stock options and reimbursement of expenses incurred by such persons acting as directors of the Company.

Refer to the sections titled "Compensation Discussion and Analysis" and "Share-Based and Option-Based Awards", above, and "Particulars of Other Matters To Be Acted Upon - Approval of 10% Rolling Option Plan", below, for a description of all plan based awards and their significant terms. A copy of the 10% Rolling Option Plan is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) and will be available to Shareholders for review at the head office of the Company during normal business hours up to the date of the Meeting and at the Meeting. There was no re-pricing of stock options under the stock option plan or otherwise during the Company's most recently completed financial year ended December 31, 2016.

*Outstanding Share-Based Awards and Option-Based Awards for Directors*

The following table sets forth all option and share-based awards granted to the Company's directors, other than the NEOs, that were outstanding as of December 31, 2016:

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 (\$)
N/A	Nil	N/A	N/A	Nil	N/A	N/A

*Incentive Plan Awards – Value Vested or Earned During Year*

The following table sets forth details of the value vested or earned for all incentive plan awards during the year ended December 31, 2016 by directors, other than NEOs:

Name	Option-based awards - Value vested during the year (\$) <sup>(1)</sup>	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
John Masters <sup>(2)</sup> Director	Nil	N/A	N/A

Dennis Aalderink <sup>(3)</sup> Director	Nil	N/A	N/A
Greg Thomson <sup>(4)</sup> Director	Nil	N/A	N/A

(1) Calculated based on the difference between the market value of the Company's common shares as at the financial year ended, December 31, 2016 (\$0.115), and the exercise price of the options.

(2) John Masters was appointed a director of the Company on October 1, 2015.

(3) Dennis Aalderink was appointed a director on February 19, 2016.

(4) Greg Thomson was appointed as a director November 20, 2014.

#### *Narrative Discussion*

For a summary of the material provisions of the 10% Rolling Option Plan, pursuant to which all option-based awards are granted to the Company's directors, please see below under the heading "Particulars of Matters To Be Acted Upon – Approval of 10% Rolling Option Plan", and above under the headings "Compensation Discussion and Analysis" and "Share-based and Option-based Awards".

During the financial year ended December 31, 2016, the Company did not grant any options to directors.

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

The following table sets forth details of all our equity compensation plans as of December 31, 2016. Our equity compensation plan consists of the Company's 10% Rolling Option Plan:

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights<sup>(1)</sup></b>	<b>Weighted-average exercise price of outstanding options, warrants and rights</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b>
Equity compensation plans approved by security holders <sup>(2)</sup>	803,000	\$0.47	2,804,638 <sup>(3)</sup>
Equity compensation plans not approved by security holders	Nil	Nil	Nil
<b>Total</b>	<b>803,000</b>	<b>\$1.00</b>	<b>2,804,638</b>

(1) The Company does not have any warrants or rights outstanding under any equity compensation plans.

(2) The shareholders of the Company approved the 10% Rolling Option Plan at the Annual General Meeting of the Company held on June 30, 2016.

(3) Based on the Company's issued and outstanding common shares of 36,076,382 December 31, 2016.

The 10% Rolling Option Plan provides for the issuance of stock options to acquire up to 10% of the issued and outstanding common shares as of the date of granting of the options. Pursuant to the policies of the TSX Venture Exchange, a rolling stock option plan needs to be re-approved by the shareholders of the Company annually. A copy of the Incentive Stock Option Plan is available for review at the registered office of the Company, Suite 900 – 885 West Georgia Street, Vancouver, British Columbia V7Y 1C6 during normal business hours up to and including the date of the Meeting.

## APPOINTMENT OF AUDITOR

At the Meeting, shareholders will be asked to vote for the appointment of Davidson & Company LLP, to serve as auditor of the Company for the Company's fiscal year ending December 31, 2017 at a remuneration to be fixed by the Board. Davidson & Company LLP was first appointed as auditors of the Company on July 6, 2011.

**Management recommends that Shareholders vote in favour of the appointment of Davidson & Company LLP, as the Company's auditor for the Company's fiscal year ending December 31, 2017 at a remuneration to be fixed by the Company's board of directors.**

## AUDIT COMMITTEE DISCLOSURE

National Instrument 52-110 of the Canadian Securities Administrators requires the Company, 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 independent auditor.

### The Audit Committee Charter

The Company has adopted an audit committee charter, a copy of which was filed on SEDAR on July 28, 2010.

#### *Mandate*

The primary function of the audit committee (the "Committee") is to assist the Company's board of directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements;
- review and appraise the performance of the Company's external auditors; and
- provide an open avenue of communication among the Company's auditors, financial and senior management and the board of directors.

#### *Composition*

The Committee shall be comprised of a minimum three directors as determined by the board of directors. If the Company ceases to be a "venture issuer" (as that term is defined in National Instrument 51-102), then all of the members of the Committee shall be free from any relationship that, in the opinion of the board of directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

If the Company ceases to be a "venture issuer" (as that term is defined in National Instrument 51-102), then all members 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. For the purposes of the Company's Audit Committee Charter, the definition of "financially literate" is 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 presumably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the board of directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full board of directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.



### *Meetings*

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

### *Responsibilities and Duties*

To fulfill its responsibilities and duties, the Committee shall:

1. Documents/Reports Review
  - (a) review and update this Audit Committee Charter annually; and
  - (b) review the Company's financial statements, MD&A and any annual and interim earnings press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.
2. External Auditors
  - (a) review annually, the performance of the external auditors who shall be ultimately accountable to the Company's board of directors and the Committee as representatives of the shareholders of the Company;
  - (b) obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard;
  - (c) review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors;
  - (d) take, or recommend that the Company's full board of directors take appropriate action to oversee the independence of the external auditors, including the resolution of disagreements between management and the external auditor regarding financial reporting;
  - (e) recommend to the Company's board of directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval;
  - (f) recommend to the Company's board of directors the compensation to be paid to the external auditors;
  - (g) at each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements;
  - (h) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company;
  - (i) review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements; and
  - (j) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:

- (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided,
- (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services, and
- (iii) such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

3. Financial Reporting Processes

- (a) in consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external;
- (b) consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;
- (c) consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management;
- (d) review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments;
- (e) following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
- (f) review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements;
- (g) review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented;
- (h) review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;
- (i) review certification process;
- (j) establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
- (k) establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

4. Other

- (a) review any related-party transactions;
- (b) engage independent counsel and other advisors as it determines necessary to carry out its duties; and

- (c) to set and pay compensation for any independent counsel and other advisors employed by the Committee.

### **Composition of the Audit Committee**

The Company's Audit Committee is comprised of three directors consisting of Greg Thomson, John Masters and Jason Gigliotti. As defined in National Instrument 52-110, none of the audit committee members are "independent"; however, Greg Thomson and John Masters are considered independent for the purposes of the TSX Venture Exchange audit committee composition requirements. All of the Audit Committee members are "financially literate", as defined in National Instrument 52-110, as all have the industry experience necessary to understand and analyze financial statements of the Company, as well as the understanding of internal controls and procedures necessary for financial reporting.

The Audit Committee is responsible for review of both interim and annual financial statements for the Company. For the purposes of performing their duties, the members of the Audit Committee have the right at all times, to inspect all the books and financial records of the Company and any subsidiaries and to discuss with management and the external auditors of the Company any accounts, records and matters relating to the financial statements of the Company. The audit committee members meet periodically with management and annually with the external auditors.

### **Relevant Education and Experience**

#### *Jason Gigliotti*

Mr. Gigliotti has a corporate finance background and graduated from Simon Fraser University with a Bachelor of Arts degree. He has been a director and officer of numerous Canadian public companies. Mr. Gigliotti has been the President of MGK Consulting Inc., a private company that provides consulting services to private and public companies since May 2004. Mr. Gigliotti's years of experience with public companies has given him significant exposure to the preparation and review of financial statements.

#### *Greg Thomson*

Mr. Thomson, P.Geo. has over 35 years of mineral exploration experience, primarily as a project geologist. The majority of his work experience has been carried out in British Columbia, where he has been active in most of the province's mineral regions. After working as a Senior Project Geologist in BC and Alaska with Teck Explorations from 1989 to 2000, Mr. Thomson has worked as a private geological consultant supervising exploration projects for numerous company clients. Other than working in BC, Mr. Thomson has also participated in and supervised exploration programs in Mexico and Mongolia. Mr. Thomson holds a Bachelor of Science degree in Geology from the University of British Columbia and also worked for 7 years as a secondary school science teacher for the Delta, BC School District. Mr. Thomson has acted as a director for several public junior mining companies over the last 10 years.

#### *John Masters*

Mr. Masters has been involved in the public markets since 2007 and has and currently holds several board, CFO, officer and audit committee appointments with TSX-V listed companies. In addition Mr. Masters is VP of England Communications Ltd. a private management company for several TSX-V companies. John is financially literate and familiar with financial statements of public companies.

### **Audit Committee Oversight**

Since the commencement of the Company's most recently completed financial year, the Company's board of directors has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

### Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

### Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as set out in the Audit Committee Charter of the Company. A copy of the Company's Audit Committee Charter was filed on SEDAR on July 28, 2010.

### External Auditor Service Fees

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

The aggregate fees billed by the Company's external auditor in the years ended December 31, 2015 and 2016, by category, are as follows: (All amounts in the table below were actually billed by accounting firms)

Financial Year Ended December 31st	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
2016	\$11,730	Nil	\$1,000	Nil
2015	\$11,730	Nil	\$1,100	Nil

(1) The tax fees are estimates provided by an accounting firm, as it has not yet been billed.

### Exemption

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

### INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former director, executive officer or employee, proposed nominee for election to the board of directors, or associate of such persons is, or has been, indebted to the Company since the beginning of the most recently completed financial year of the Company and no indebtedness remains outstanding as at the date of this Information Circular.

None of the directors or executive officers of the Company is or, at any time since the beginning of the most recently completed financial year, has been indebted to the Company. None of the directors' or executive officers' indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year, has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

### INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed in this Information Circular, no: (a) director, proposed director or executive officer of the Company; (b) person or company who beneficially owns, directly or indirectly, common shares or who exercises control or direction of common shares, or a combination of both carrying more than ten per cent of the voting rights attached to the common shares outstanding (an "Insider"); (c) director or executive officer of an Insider; or (d) associate or affiliate of any

of the directors, executive officers or Insiders, has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company, except with an interest arising from the ownership of common shares where such person or company will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of the same class of common shares. See "Statement of Executive Compensation" above and the Company's financial statements for the year ended December 31, 2016 for further information.

### MANAGEMENT CONTRACTS

There were no management functions of the Company, which were, to any substantial degree, performed by a person other than the directors or executive officers of the Company.

### CORPORATE GOVERNANCE

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices*, the Company is required to disclose its corporate governance practices as follows:

#### 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 of directors.

Greg Thomson, Dennis Aalderink and John Masters are "independent" in that they are independent and free from any interest and any business or other relationship which could or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Company, other than the interests and relationships arising from shareholders. Jason Gigliotti is the President of the Company and is therefore not independent.

#### Directorships

Name of Director of the Company	Names of Other Reporting Issuers
Jason Gigliotti	None
John Masters	Alix Resources Corp., Sunvest Minerals Corp.
Greg Thomson	Cruz Cobalt Corp. Makena Resources Inc. Spearmint Resources Inc.
Dennis Aalderink	None

#### Orientation and Continuing Education

The board of directors of the Company briefs all new directors with respect to the policies of the board of directors and other relevant corporate and business information. The board of directors does not provide any continuing education.

#### Ethical Business Conduct

The Board has adopted a Code of Business Conduct and Ethics on March 18, 2009, a copy of which was filed on SEDAR on July 28, 2010. In addition, the Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

#### Nomination of Directors

The board of directors is responsible for identifying individuals qualified to become new board of directors members and recommending to the board of directors new director nominees for the next annual meeting of 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 required time, show support for the Company's mission and strategic objectives, and a willingness to serve.

### **Compensation**

The board of directors conducts reviews with regard to the compensation of the directors and Chief Executive Officer once a year. The compensation of directors and the CEO is reviewed, recommended and approved by the Board without reference to any specific formula or criteria. In making compensation decisions, the Board strives to find a balance between short-term and long-term compensation and cash versus equity incentive compensation. Increases in salary or fees are to be evaluated on an individual basis and are performance and market-based. The amount and award of cash bonuses to key executives and senior management is discretionary, depending on, among other factors, the financial performance of the Company and the position of a participant. At this time, the Board has not established any benchmarks or any performance goals that the directors and CEO must achieve in order to maintain their respective positions with the Company, although they are expected to carry out their duties in an effective and efficient manner and advance the exploration and development goals of the Company.

### **Other Board Committees**

The board of directors has no other committees other than the Audit Committee.

### **Assessments**

The board of directors regularly monitors the adequacy of information given to directors, communications between the board and management and the strategic direction and processes of the board of directors and its committees.

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

Except as disclosed elsewhere in this Information Circular, no director or executive officer of the Company who was a director or executive officer since the beginning of the Company's last financial year, each proposed nominee for election as a director of the Company, or any associate or affiliates of any such directors, officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of common shares or other securities in the Company or otherwise, in any matter to be acted upon at the Meeting other than the election of directors and the grant of options which may be granted to such persons upon the approval of the 10% Rolling Option Plan as discussed below.

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

### **Approval of 10% Rolling Option Plan**

At the Meeting, the shareholders will be asked to re-approve the Company's 10% Rolling Option Plan.

The purpose of the 10% Rolling Option Plan is to provide the directors, officers and key employees of, and certain other persons who provide services to, the Company and its subsidiaries with an opportunity to purchase shares of the Company and benefit from any appreciation in the value of the Company's shares. This will provide an increased incentive for these individuals to contribute to the future success and prosperity of the Company, thus enhancing the value of the Company's shares for the benefit of all the shareholders and increasing the ability of the Company and its subsidiaries to attract and retain skilled and motivated individuals in the service of the Company.

The 10% Rolling Option Plan is a "rolling" plan that provides that the aggregate number of shares reserved for issuance under it, and all of the Company's other previously established and outstanding stock option plans or grants, is 10% of the Company's issued common shares at the time of the grant of a stock option under the proposed 10% Rolling Option Plan.

Directors, officers, employees and consultants of the Company are eligible to be granted stock options pursuant to the 10% Rolling Option Plan. The number of shares subject to stock options granted to participants, other than consultants and employees conducting investor relations activities shall be determined by the Board, but no participant, where the Company is listed on any stock exchange, shall be granted a stock options to acquire a number of shares which exceeds the maximum number of shares permitted under any stock exchange on which the common shares are then listed or other regulatory body having jurisdiction. Under current TSX Venture Exchange (the "Exchange") policies, the maximum number of shares is

presently an amount equal to 5% of the then issued and outstanding shares of the Company (on a non-diluted basis) in any 12 month period. The maximum number of shares subject to a stock option to a participant who is a consultant is presently limited to an amount equal to 2% of the then issued and outstanding shares of the Company (on a non-diluted basis) in any 12 month period. The number of stock options granted to all persons in aggregate who are employed to perform investor relations activities is presently limited to an amount equal to 2% of the then issued and outstanding shares of the Company (on a non-diluted basis) in any 12 month period, provided that such stock options vest in stages over a 12 month period with no more than 1/4 of the stock options vesting in any 3 month period.

Under the 10% Rolling Option Plan, the option exercise price must not be less than the closing price of the common shares on the Exchange on the day immediately preceding the date of grant, less the applicable discount permitted by the policies of the Exchange. An option granted under the 10% Rolling Option Plan must be exercised within a period of ten years from the date of granting. Within this ten-year period, the board of directors of the Company may determine the limitation period during which an option may be exercised and, notwithstanding that none is required by the policies of the Exchange because the 10% Rolling Option Plan is a “rolling” plan, whether a particular grant will have a minimum vesting period. As a “rolling” plan, any amendment to the 10% Rolling Option Plan will require the approval of the Exchange and may require shareholder approval or disinterested shareholder approval, as applicable.

If a participant ceases to be a director, officer, employee or consultant of the Company or a participant who is engaged in investor relations activity on behalf of the Company as the case may be, for any reason (other than death), they may no longer their stock option after the date of cessation. If a participant ceases to be one type of participant (i.e., director, officer, employee, management company employee, or consultant, or a company 100% beneficially owned by one of them) but concurrently is or becomes one or more other type of participant, the stock option will not terminate but will continue in full force and effect and the participant may exercise the stock option until the earlier of (i) the expiry date and (ii) the applicable date their option terminates based on the reason for the participant ceasing to be the particular type of participant. A participant will not be affected by any change of the participant’s employment where the participant continues to be employed by the Company or any subsidiary of the Company. Nothing contained in the 10% Rolling Option Plan, nor in any stock option granted pursuant to the 10% Rolling Option Plan, confers upon any participant any right with respect to continuance as a director, officer, employee or consultant of the Company or of any affiliate. In the event of the death of a participant, the stock options previously granted to them shall be exercisable only within the 12 months next succeeding such death and then only: by the person or persons to whom the participant’s rights under the stock option shall pass by the participant’s will or the laws of descent and distribution; and if and to the extent that they were entitled to exercise the stock option at the date of his death.

In accordance with the terms of the 10% Rolling Option Plan, it is subject to its acceptance for filing by the Exchange and an annual re-approval by the Company’s shareholders. Under the policies of the Exchange, if the grants of options under the 10% Rolling Option Plan to “insiders” of the Company, together with all of the Company’s outstanding stock options, could result at any time in:

- a) the number of shares reserved for issuance pursuant to stock options granted to insiders of the Company exceeding 10% of the issued common shares of the Company; or
- b) the grant to insiders of the Company, within a 12-month period, of a number of options exceeding 10% of the issued common shares of the Company;

such shareholder approval must be “disinterested shareholder approval”.

The policies of the Exchange and the terms of the 10% Rolling Option Plan also provide that “disinterested shareholder approval” will be required for any agreement to decrease the exercise price of options previously granted to insiders of the Company but no such agreements are being brought before the Meeting.

The term “disinterested shareholder approval” means approval by a majority of the votes cast at the Meeting other than votes attaching to shares of the Company beneficially owned by insiders of the Company to whom options may be granted under the proposed 10% Rolling Option Plan and associates of such persons. The term “insiders” is defined in the *Securities Act* (British Columbia) and generally includes directors and senior officers of the Company and its subsidiaries, the five highest paid employees and holders of greater than 10% of the voting securities of the Company. The term “associates” is defined in the *Securities Act* (British Columbia).

If shareholder approval of the 10% Rolling Option Plan or a modified version thereof is not obtained, the Company will not continue to implement the 10% Rolling Option Plan nor grant options under it. Even if approved, the directors may determine not to proceed with the 10% Rolling Option Plan.

The 10% Rolling Option Plan will be available for inspection at the Meeting. The directors recommend that the shareholders re-approve the 10% Rolling Option Plan.

Accordingly, the shareholders of the Company will be asked at the Meeting to pass an ordinary resolution, the text of which will be in substantially the following form:

“Resolved, as an ordinary resolution, that:

1. the Company’s 10% rolling stock option plan (the “10% Rolling Option Plan”) as described in the Information Circular dated August 15, 2017 be and is hereby ratified, approved and confirmed including the reserving for issuance under the 10% Rolling Option Plan at any time of a maximum of 10% of the issued and outstanding shares of the Company, subject to any amendments that may be required by the TSX Venture Exchange;
2. the Company be authorized to abandon or terminate all or any part of the 10% Rolling Option Plan if the board of directors of the Company deems it appropriate and in the best interests of the Company to do so;
3. the Company be and is hereby authorized to grant options pursuant and subject to the terms and conditions of the 10% Rolling Option Plan;
4. the Company be and is hereby, at the discretion of the board of directors, to amend the exercise price of previously granted option agreements, without further approval by the shareholders, all in accordance with the policies of the TSX Venture Exchange; and
5. any one or more of the directors and officers of the Company be authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Company or otherwise, all such documents and other writings, including treasury orders, stock exchange and securities commissions forms, as may be required to give effect to the true intent of this resolution.”

**Management recommends the approval of the resolution to approve the 10% Rolling Stock Option Plan.**

#### **Transaction of Other Business**

In addition to matters described in this Information Circular, there may be other business which properly comes before the Meeting, or any adjournment or postponement thereof. The form of proxy accompanying this Information Circular gives the person or company named as proxyholder discretionary authority regarding other business that may properly come before the Meeting, or any adjournment or postponement thereof. In the event that other business is properly brought before the Meeting, it is the intention of the management appointees to vote in accordance with their best judgment on such matters or business. At the time of printing of this Information Circular, management does not know of any other matters which may be brought before the Meeting or any adjournment or postponement thereof. See “Appointment of Proxy” above.

#### **ADDITIONAL INFORMATION**

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).

Shareholders may contact the Company at its office by mail at 1470 – 701 West Georgia Street, Vancouver, British Columbia V7Y 1C6, by email at [john@engcom.ca](mailto:john@engcom.ca) or by calling toll-free at 1-888-945-4770 (in North America) or at +1-604-683-3995 (outside North America) to request copies of the Company’s financial statements and related Management Discussion & Analysis for the financial year ended December 31, 2016.



**OTHER MATTERS**

Other than the above, management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. However, if any other matters that are not known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgment.

**APPROVAL OF THE BOARD OF DIRECTORS**

The contents of this Information Circular have been approved and the delivery of it to each shareholder of the Company entitled thereto and to the appropriate regulatory agencies has been authorized by the board of directors of the Company.

Dated at Vancouver, British Columbia as of August 15, 2017.

**ON BEHALF OF THE BOARD**

**SIENNA RESOURCES INC.**

*“Jason Gigliotti”*

Jason Gigliotti

President and Director