

FANCAMP EXPLORATION LTD.

7290 Gray Avenue, Burnaby, British Columbia, V5J 3Z2

Telephone: (604) 434-8829 Facsimile: (604) 434-8823

MANAGEMENT INFORMATION CIRCULAR FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON OCTOBER 28, 2016

AS AT AND DATED SEPTEMBER 27, 2016

THIS INFORMATION CIRCULAR (the “**Information Circular**”) IS FURNISHED IN CONNECTION WITH THE SOLICITATION OF PROXIES BY THE MANAGEMENT OF FANCAMP EXPLORATION LTD. (the “**Company**”) to be used at the annual meeting (the “**Meeting**”) of shareholders of the Company (the “**Shareholders**”) to be held on October 28, 2016 at 1:30 p.m. (Eastern Daylight Time) at 1 PLACE VILLE MARIE, 40TH FLOOR, MONTREAL, QUEBEC, and at any adjournments thereof for the purposes set out in the accompanying notice of meeting.

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone by directors or officers of the Company. Arrangements will also be made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation material to the beneficial owners of common shares of the Company (the “**Common Shares**”) pursuant to the requirements of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer*. The cost of any such solicitation will be borne by the Company.

The information in this Information Circular is provided as of September 27, 2016 unless otherwise indicated.

APPOINTMENT OF PROXYHOLDERS AND COMPLETION AND REVOCATION OF PROXIES

The purpose of a proxy is to designate persons who will vote the proxy on a Shareholder’s behalf in accordance with the instructions given by the Shareholder in the proxy. The persons named in the proxy (the “**Management Designees**”) have been selected by the directors of the Company.

A Shareholder has the right to designate a person (who need not be a Shareholder), other than the Management Designees to represent the Shareholder at the Meeting. Such right may be exercised by inserting in the space provided for that purpose on the proxy the name of the person to be designated, and by deleting from the proxy the names of the Management Designees, or by completing another proper form of proxy and delivering the same to the transfer agent of the Company. Such Shareholder should notify the nominee of the appointment, obtain the nominee’s consent to act as proxyholder and attend the Meeting, and provide instructions on how the Shareholder’s shares are to be voted. The nominee should bring personal identification with him or her to the Meeting.

To be valid, the proxy must be dated and executed by the Shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the proxy). The proxy must then be delivered to the Company’s registrar and transfer agent, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, at least 48 hours, excluding Saturdays, Sundays and holidays, before the time of the Meeting or any adjournment thereof, unless the Chairman of the Meeting elects to exercise his discretion to accept late proxies received subsequently. Telephone voting can be completed at 1-866-732-8683. Internet voting can be completed at

www.investorvote.com. Alternatively, you may fax your proxy to 1-866-249-7775 within North America and to (416) 263-9524 outside North America.

Any registered Shareholder who has returned a proxy may revoke it at any time before it has been exercised. A proxy may be revoked by a registered Shareholder personally attending at the Meeting and voting his shares. A Shareholder may also revoke his proxy in respect of any matter upon which a vote has not already been cast by depositing an instrument in writing, including a proxy bearing a later date executed by the registered Shareholder or by his authorized attorney in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized, either at the office of the Company's registrar and transfer agent at the foregoing address or the head office of the Company, at 7290 Gray Avenue, Burnaby, British Columbia, V5J 3Z2, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof at which the proxy is to be used, or by depositing the instrument in writing with the Chairman of such Meeting, or any adjournment thereof. **Only registered Shareholders have the right to revoke a proxy. Non-registered Shareholders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective nominees to revoke the proxy on their behalf.**

VOTING OF PROXIES

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

The enclosed proxy confers discretionary authority upon the Management Designees, or other person named as proxyholder, with respect to amendments to or variations of matters identified in the notice of Meeting and any other matters which may properly come before the Meeting. As of the date hereof, the Company is not aware of any amendments to, variations of or other matters which may come before the Meeting. If other matters properly come before the Meeting, then the Management Designees intend to vote in a manner which in their judgment is in the best interests of the Company.

In order to approve a motion proposed at the Meeting, a majority of greater than 50% of the votes cast will be required (an "**ordinary resolution**"), unless the motion requires a "**special resolution**" in which case a majority of 66 2/3% of the votes cast will be required.

BENEFICIAL SHAREHOLDERS

The information set forth in this section is of significant importance to many Shareholders, as most Shareholders do not hold their shares in the Company in their own name. Shareholders holding their shares through their brokers, intermediaries, trustees or other persons (collectively, an "**Intermediary**") or otherwise not in their own name (such shareholders referred to herein as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders appearing on the records maintained by the Company's transfer agent as registered Shareholders will be recognized and allowed to vote at the Meeting. If a Shareholder's shares are listed in an account statement provided to the Shareholder by a broker, in all likelihood those shares are **not** registered in the shareholder's name and that Shareholder is a Beneficial

Shareholder. Such shares are most likely registered in the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co., the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms. Shares held by Intermediaries, such as those held on behalf of a broker's client, can only be voted at the Meeting at the direction of the Beneficial Shareholder. Regulatory policies require Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings, and without specific instructions, Intermediaries are prohibited from voting the shares of Beneficial Shareholders. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate party well in advance of the Meeting.**

Materials pertaining to the Meeting which are sent to Beneficial Shareholders will generally be accompanied by one of the following forms:

- (a) A form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Beneficial Shareholder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, it does not need to be signed by the Beneficial Shareholder. In this case, the Beneficial Shareholder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it as set out under the heading "Appointment of Proxies". If a Beneficial Shareholder wishes to appear in person at the Meeting, it should strike out the names of the nominees of management named in the instrument of proxy and insert its name or the name of the nominee in the blank space provided on the proxy prior to the proxy being deposited.
- (b) A voting instruction form ("**VIF**") **which is not signed by the Intermediary**, and which, when properly completed and signed by the Beneficial Shareholder and **returned to the Intermediary** (or its service company), will constitute voting instructions which the Intermediary must follow. The VIF may consist of a one page pre-printed form or a regular printed instrument of proxy accompanied by a page of instructions which often includes a removable label containing a bar-code and other information. If the form of VIF is the former, the Beneficial Shareholder must properly complete and sign the VIF and return it to the Intermediary in the manner specified in the VIF. If the form VIF is the latter, the Beneficial Shareholder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary in the manner specified in the VIF.

By properly returning the VIF in accordance with the instructions noted on it, a Beneficial Shareholder is able to instruct the Intermediary (or other registered shareholder) how to vote the Beneficial Shareholder's shares on its behalf. For this to occur, it is important that the VIF be completed and returned in accordance with the specific instructions noted on the VIF.

The vast majority of Intermediaries delegate responsibility for obtaining instructions from Beneficial Shareholders to Broadridge in Canada. Broadridge typically prepares a machine readable VIF instead of a proxy, mails these VIFs to Beneficial Shareholders and asks Beneficial Shareholders to return the VIFs to Broadridge, usually by way of mail, the Internet or telephone. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting by proxies for which Broadridge has solicited voting instructions. A Beneficial Shareholder who receives a Broadridge VIF cannot use that form to vote shares directly at the Meeting. The VIF must be returned to Broadridge (or instructions respecting the voting of shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the shares voted. If you have any questions respecting the voting of shares held through an Intermediary, please contact that Intermediary for assistance.

Should a Beneficial Shareholder who receives a VIF wish to attend the Meeting or have someone else attend on its behalf, the Beneficial Shareholder may request a legal proxy as set forth in the VIF, which will grant the Beneficial Shareholder or its nominee the right to attend and vote at the Meeting as set out under the heading “Appointment of Proxyholders and Completion and Revocation of Proxies”.

All references to Shareholders in this Information Circular and the accompanying instrument of proxy and notice of meeting are to registered Shareholders unless specifically stated otherwise.

These materials pertaining to the Meeting are being sent to both registered Shareholders and Beneficial Shareholders. Beneficial Shareholders have the option of not objecting to their Intermediary disclosing certain ownership information about themselves to the Company (such Beneficial Shareholders are designated as non-objecting beneficial owners, or “**NOBOs**”) or objecting to their Intermediary disclosing ownership information about themselves to the Company (such Beneficial Shareholders are designated as objecting beneficial owners, or “**OBOs**”).

In accordance with the requirements of National Instrument 54-101, the Company has elected to send these materials pertaining to the Meeting directly to the NOBOs and indirectly through Intermediaries to the OBOs. The Intermediaries are responsible for forwarding the Meeting Materials to OBOs.

If you are a Beneficial Shareholder and the Company or its agent has sent these materials pertaining to the Meeting directly to you, your name and address and information about your holdings of the Company’s securities have been obtained in accordance with the applicable securities regulatory requirements from the Intermediary holding on your behalf. By choosing to send these Meeting Materials to you directly, the Company (and not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the VIF or instrument of proxy, as the case may be.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue unlimited shares without par value. There is one class of shares only. As of September 20, 2016, there were 151,801,629 Common Shares issued and outstanding. At a general meeting of the Company, on a show of hands, every Shareholder present in person and entitled to vote shall have one vote and on a poll, every Shareholder present in person or represented by proxy and entitled to vote shall have one vote for each share of which he is the registered holder. Shares represented by proxy will only be voted on a poll.

The Articles of the Company provide that a quorum for the transaction of business at the Meeting is two (2) Shareholders, one (1) or more proxyholders representing two (2) Shareholders, or one (1) Shareholder and a proxyholder representing another Shareholder.

To the knowledge of the directors and senior officers of the Company, the following persons beneficially own, directly or indirectly, or exercise control or direction over, voting securities carrying more than 10% of the outstanding voting rights of the Company:

Name of Shareholder	Approximate Number of Shares	Percentage of Issued and Outstanding Shares
Champion Iron Mines Limited	22,000,000	14.49%

The board of directors of the Company (the “**Board of Directors**” or the “**Board**”) has determined that all Shareholders of record as at September 27, 2016 will be entitled to receive notice of, and vote at, the

Meeting. Those Shareholders so desiring may be represented by proxy at the Meeting (see the heading entitled “Appointment of Proxy holders and Completion and Revocation of Proxies” above).

PARTICULARS OF MATTERS TO BE ACTED UPON

TO THE KNOWLEDGE OF THE COMPANY’S DIRECTORS, THE ONLY MATTERS TO BE PLACED BEFORE THE MEETING ARE THOSE REFERRED TO IN THE NOTICE OF MEETING ACCOMPANYING THIS INFORMATION CIRCULAR. 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 detail regarding each of the matters to be acted upon at the Meeting is set forth below.

I. Financial Statements

The audited financial statements of the Company for the financial year ended April 30, 2016 (the “**Financial Statements**”), together with the related report of the auditors thereon, will be presented to the Shareholders at the Meeting.

II. Appointment of Auditors

Management proposes the appointment of MNP LLP, Chartered Accountants, as Auditors of the Company for the ensuing year and that the directors be authorized to fix their remuneration. MNP LLP has been the Company’s Auditors since June 1, 2011 as a result of a merger with Chang Lee LLP.

In the absence of instructions to the contrary, the shares represented by proxy will be voted in favour of an ordinary resolution to appoint MNP LLP, Chartered Accountants, as Auditors of the Company for the ensuing year, at a remuneration to be fixed by the Board of Directors, unless the Shareholder has specified in the Shareholder’s proxy that the Shareholder’s Common Shares are to be withheld from voting on the appointment of auditors.

III. Election of Directors

Each director of the Company is elected annually and holds office until the next annual general meeting of the Shareholders unless that person ceases to be a director before then.

The nomination of candidates for the Board of Directors is subject to the advance notice policy (the “**Advance Notice Policy**”) adopted by the Board of Directors on September 16, 2013 and ratified by the Shareholders at the annual and special meeting of the shareholders of the Company held on October 25, 2013. The Advance Notice Policy establishes the process to be followed by Shareholders to nominate a person for election as a director of the Company and provides for a reasonable period of time to submit candidacies, as well as specific requirements as to the information which must accompany the candidacies (the “**Advance Notice of Nomination**”). As of the date of this Information Circular, the Company has received no Advance Notice of Nomination by a Shareholder. See the sections entitled “**Advance Notice of Nomination**” and “**2017 Advance Notice of Nomination**” below.

Management proposes that the number of directors for the Company be determined at seven (7) for the ensuing year, subject to such increases as may be permitted by the Articles of the Company. As a result, a total of seven (7) nominees are being proposed as directors for election by the Shareholders at the Meeting.

All nominees were elected to their present term of office by the Shareholders of the Company at a meeting in respect of which the Company circulated to Shareholders a management information circular.

The following table sets out the names of said nominees for election, their present principal occupation, the years in which they became directors of the Company and the number of Common Shares of the Company owned, directly or indirectly, or controlled or directed by the nominees.

The persons designated on the enclosed form of proxy intend to in favour of determining the number of director of the Company at seven (7) and to vote for the election of the nominees whose names are set forth below.

Name, present office held and Province of residency	Director since	Number of shares beneficially owned, directly or indirectly or over which control or direction is exercised	Principal occupation and if not at present a director, occupation during the past five years
Paul Ankcorn Director Member of Audit and Compensation Committees Ontario, Canada	05/17/2012	740,000	Businessman involved in the mining industry
Mark Billings Director Member of the Audit Committee Member of Magpie Special Committee Quebec, Canada	09/18/2014	460,000	Chief Executive Officer of Canamex Resources Corp.
Debra Chapman Director Member of Magpie Special Committee British Columbia, Canada	10/30/2014	160,000	Chief Financial Officer of the Company
Fouad Kamaledine Director Member of Magpie Special Committee Ontario, Canada	10/30/2014	2,115,193	Professional Engineer and Vice President, Research and Development of the Company
Ashwath Mehra Director Zug, Switzerland	09/25/2013	1,000,000	Chief Executive Officer of Astor Management AG
Mel de Quadros Director Member of Audit and Compensation Committees Member of Magpie Special Committee Ontario, Canada	10/28/2010	2,598,200	Geological Engineer
Peter H. Smith Director (Chairman) Member of Magpie Special Committee Quebec, Canada	01/16/1986	4,349,097	President and Chief Executive Officer and Chairman of the Board of the Company

All of the nominees are residents of Canada except for Mr. Ashwath Mehra. The Company has an audit committee, compensation committee and Magpie special committee, the members of which are set out above.

The information as to shares beneficially owned or over which the above-named individuals exercise control or direction is not within the knowledge of the Company and has been furnished by the respective nominees individually.

Corporate Cease Trade Orders

To the knowledge of the Company, except as stated below, no proposed director of the Company is, as at the date of this Information Circular, or has been, within ten 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, an order similar to a cease trade order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days (an “**Order**”) 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.

Mr. Mark Billings is a director of Sunset Cove Mining Inc. (“**Sunset Cove**”) which was issued a cease trade order by the British Columbia Securities Commission (the “**BCSC**”) on August 6, 2015 as a result of Sunset Cove’s incapacity to file its annual audited financial statements, management’s discussion and analysis and CEO and CFO certificates (the “**2014 Annual Audited Financial Statements**”) by the filing deadline of July 30, 2015 as prescribed by National Instrument 51-102 – *Continuous Disclosure Obligations* due to a lack of funding to pay for the costs associated with the audit. A revocation order of the British Columbia Securities Commission dated June 1, 2016 ordered that the cease trade be revoked.

Corporate Bankruptcies

To the knowledge of the Company, no proposed director of the Company is, as at the date of this Information Circular, or has been within 10 years before the date of this 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.

Individual Bankruptcies

To the knowledge of the Company, no proposed director of the Company has, within the ten years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Penalties or Sanctions

To the knowledge of the Company, no proposed director of the Company has been subject to 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 has been subject to 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.

Advance Notice of Nomination

The nomination by Shareholders of candidates for the Board of Directors is subject to the Advance Notice Policy of the Company. The purpose of the Advance Notice Policy is to: (i) facilitate orderly and efficient annual general or, where the need arises, special, meetings; (ii) ensure that all Shareholders receive adequate notice of the director nominations and sufficient information with respect to all nominees; and (iii) allow Shareholders to register an informed vote having been afforded reasonable time for appropriate deliberation.

The Advance Notice Policy also provides Shareholders, directors and management of the Company with direction on the procedure for shareholder nomination of directors. The Advance Notice Policy is the framework by which the Company seeks to fix a deadline by which holders of Common Shares of the Company must submit director nominations to the Company prior to any annual or special meeting of Shareholders and sets forth the information that a Shareholder must include in the Advance Notice of Nomination to the Company for said notice to be in proper written form.

As of the date of this Information Circular and in respect of the Meeting referred to herein, the Company has received no Advance Notice of Nomination under the requirement of the Advance Notice Policy. Accordingly, only the nominations proposed or authorized by the Board of Directors will be reviewed at the Meeting.

The terms of the Advance Notice Policy may be found as Schedule "A" of the management information circular dated September 25, 2013 prepared for the purposes of the annual and special meeting of the Shareholders of the Company held on October 25, 2013, a copy of which is available under the Company's profile on SEDAR at www.sedar.com.

2017 Advance Notice of Nomination

In the event that a shareholder wishes to propose the candidacy of one or several persons as directors of the Company at the next annual meeting of the Shareholders of the Company to be held in 2017, an Advance Notice of Nomination must be sent to the Company at least 30 days and no more than 65 days prior to the date of the annual meeting, however provided that in the event that the annual meeting is scheduled to be held on a date which falls less than 40 days after the date on which a first public announcement has been made, the notice cannot be given later than at close of business on the 10th day following such public announcement.

IV. Approval of Incentive Stock Option Plan

Effective May 1, 2003, and amended April 14, 2011, the Board of Directors adopted a stock option plan (the "**Stock Option Plan**"), which was accepted by the TSX Venture Exchange (the "**Exchange**") authorizing the issuance of incentive stock options to eligible persons for up to an aggregate of 10% of the issued shares of the Company from time to time. The Stock Option Plan must be approved annually by the Shareholders of the Company, in accordance with the policies of the Exchange.

The purpose of the Stock Option Plan is to allow the Company to grant to directors, officers, employees and consultants, as additional compensation, and as an opportunity to participate in the success of the Company. The granting of such options is intended to align the interests of such persons with that of the Shareholders. Options may be exercisable over periods of up to ten (10) years as determined by the Board of Directors, and may have an exercise price no less than the closing market price of the Common Shares prevailing on the day that the option is granted less a discount, the amount of the discount varying with market price in accordance with the policies of the Exchange. Pursuant to the Stock Option Plan, the Board of Directors may from time to time authorize the issue of options to directors, officers, employees and consultants of the Company and its subsidiaries or employees of companies providing management or consulting services to the Company or its subsidiaries. In the event of the death or permanent disability of an optionee, any option granted to such optionee will be exercisable upon the earlier of one year from the date of death or permanent disability, or the expiry date of the option. In the event of the resignation, or the termination or removal of an optionee without just cause, any option granted to such optionee will be exercisable for a period of 30 days thereafter. In the event of termination for cause, any option granted to such optionee will be cancelled as at the date of termination.

The maximum number of Common Shares which may be issued pursuant to options previously granted and those granted under the Stock Option Plan will be a maximum of 10% of the issued and outstanding Common Shares of the Company at the time of the grant. There are currently 151,801,629 Common Shares issued and outstanding and therefore the current 10% threshold is 15,180,162 Common Shares under the Stock Option Plan. In addition, the number of stock options which may be granted to any one person must not exceed 5% of the issued shares over any 12-month period (unless otherwise approved by the disinterested Shareholders of the Company), and not more than 10% of the total issued shares to all insiders at any time or granted over any 12 month period. The number of options granted to any one consultant or person employed to provide investor relations activities in any 12 month period must not exceed 2% of the total issued shares of the Company. The Stock Option Plan contains no vesting requirements, except for optionees engaged in investor relations activities as required by the policies of the Exchange, but otherwise permits the Board of Directors to specify a vesting schedule in its discretion.

A complete copy of the Stock Option Plan will be available for review upon request. The Stock Option Plan is required by the policies of the Exchange to be approved annually by the Shareholders.

At the Meeting, the Shareholders will be asked to approve the following ordinary resolution:

“BE IT RESOLVED, that the Stock Option Plan pursuant to which the directors may, from time to time, authorize the issuance of options to directors, officers, employees and consultants of the Company and its subsidiaries to a maximum of 10% of the issued and outstanding common shares of the Company at the time of the grant, be and the same is hereby approved and ratified.”

In the event that annual shareholder approval is not obtained at the Meeting, the Company will implement a new fixed stock option plan for up to 10% of the Company’s issued and outstanding shares (which does not require shareholder approval), and any existing option grants under the Stock Option Plan as previously approved by the Shareholders of the Company at the last annual general meeting will not be affected.

Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote for the approval of the Stock Option Plan.

Recommendation of the Board

The Board has reviewed and considered all facts respecting the foregoing matters, which it has considered to be relevant to Shareholders. It is the unanimous recommendation of the Board that Shareholders vote in favour of the foregoing resolutions.

EXECUTIVE COMPENSATION
FOR THE FISCAL YEAR ENDED APRIL 30, 2016

For purposes of this Information Circular, “named executive officer” of the Company means an individual who, at any time during the year, was:

- (a) the Company’s chief executive officer (“**CEO**”);
- (b) the Company’s chief financial officer (“**CFO**”);
- (c) each of the Company’s three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year and whose total compensation was, individually, more than \$150,000 for that financial year; and
- (d) each individual who would be a named executive officer 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;

(each a “**Named Executive Officer**” or “**NEO**”).

Based on the foregoing definition, during the last completed financial year of the Company, there were two Named Executive Officers, namely Peter H. Smith, President and CEO of the Company, and Debra Chapman, CFO of the Company.

Compensation Discussion and Analysis

In assessing the compensation of its executive officers, the Company does not have in place any formal objectives, criteria or analysis; instead, it relies mainly on Board discussions, with input from and upon the recommendations of the Compensation Committee.

The Company’s executive compensation program has three principal components: base salary, incentive bonus plan and stock options. The determination and administration of base salaries or incentive bonuses, or both, are discussed in greater detail below. When appropriate to do so, incentive bonuses in the form of cash payments, are designed to add a variable component of compensation, in addition to stock options, based on corporate and individual performances for Named Executive Officers, and may or may not be awarded in any financial year. The Company has no other forms of compensation for its NEOs, although payments may be made from time to time to individuals who are NEOs or companies they control, for the provision of consulting services. Such consulting services are paid for by the Company at competitive industry rates for work of a similar nature by reputable arm’s length services providers.

The Company notes that it is in an exploration phase with respect to its properties, has to operate with limited financial resources, and must control costs to ensure that funds are available to complete scheduled exploration programs and otherwise fund its operations. The Board of Directors has to consider the current and anticipated financial position of the Company at the time of any compensation determination. The Board of Directors has attempted to keep the cash compensation paid to the Company’s NEOs relatively modest, while providing long-term incentives through the granting of stock options.

The Company's executive compensation program is administered by the Board of Directors, upon the recommendations of the Compensation Committee, and is designed to provide incentives for the enhancement of shareholder value. The overall objectives are to attract and retain qualified executives critical to the success of the Company, to provide fair and competitive compensation, to align the interest of management with those of the Shareholders and to reward corporate and individual performance. The Company's compensation package has been structured in order to link shareholder return, measured by the change in the share price, with executive compensation through the use of incentive stock options as the primary element of variable compensation for its Named Executive Officers. The Company does not currently offer long-term incentive plans or pension plans to its Named Executive Officers.

The Company bases the compensation for a NEO on the years of service with the Company, responsibilities of each officer and their duties in that position. The Company also bases compensation on the performance of each officer. The Company believes that stock options can create a strong incentive to the performance of each officer and is intended to recognize extra contributions and achievements towards the goals of the Company. The Board of Directors, when determining cash compensation payable to a NEO, takes into consideration their experience in the exploration and mining industry, as well as their responsibilities and duties and contributions to the Company's success. Named Executive Officers receive a base cash compensation that the Company feels is in line with that paid by similar companies in North America, subject to the Company's financial resources; however, no formal survey was completed by the Compensation Committee or the Board of Directors.

In performing its duties, the Board of Directors has considered the implications of risks associated with the Company's compensation policies and practices. At its early stage of development and considering its current compensation policies, the Company has no compensation policies or practices that would encourage an executive officer or other individual to take inappropriate or excessive risks.

A Named Executive Officer or director is permitted for his or her own benefit and at his or her own risk, to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars or units or exchange funds, that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officer or director.

Option-Based Awards

Stock options are granted to provide an incentive to the directors, officers, employees and consultants of the Company to achieve the longer-term objectives of the Company; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Company; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Company. The Company awards stock options to its executive officers based upon the recommendation of the Compensation Committee, which recommendation is based upon the Committee's review of a proposal from the Chief Executive Officer. Previous grants of incentive stock options are taken into account when considering new grants. Implementation of a new incentive stock option plan and amendments to the existing stock option plan are the responsibility of the Company's Compensation Committee.

Summary Compensation Table

The following table sets forth the total compensation paid to or earned by the Named Executive Officers for the Company's three (3) most recently completed financial years:

Name and Principal Position	Year Ended	Salary (\$)	Share-based Awards (\$)	Option-based Awards ⁽¹⁾ (\$)	Non-equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term Incentive Plans			
Peter H. Smith President and CEO Chairman of the Board	2016	82,000	-	-	-	-	-	-	82,000
	2015	103,500	-	26,817	-	-	-	-	130,317
	2014	102,000	-	12,956	-	-	-	-	114,956
Debra Chapman CFO	2016	67,750	-	-	-	-	-	-	67,750
	2015	59,500	-	20,113	-	-	-	-	79,613
	2014	62,500	-	12,956	-	-	-	-	75,456

(1) The grant date fair values of incentive stock options granted to the Named Executive Officers as indicated in this column are estimated using the Black-Scholes option pricing model. See Note 8 to the Company's Financial Statements for the assumptions and estimates used for this calculation. The amount may not represent the amounts that the NEO will receive from the options.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth the options granted to the Named Executive Officers to purchase or acquire securities of the Company outstanding at the end of the most recently completed financial year:

Name	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-money Options (\$) ⁽¹⁾
Peter H. Smith	230,000	0.36	01/19/2017	-
	350,000	0.20	12/17/2017	-
	250,000	0.10	10/25/2018	-
	400,000	0.15	05/02/2019	-
Debra Chapman	125,000	0.36	01/19/2017	-
	350,000	0.20	12/17/2017	-
	250,000	0.10	10/25/2018	-
	300,000	0.15	05/02/2019	-

(1) The aggregate dollar value of the in-the-money unexercised vested options held at the end of the last financial year, based on the difference between the market value of the Common Shares at the financial year end and the exercise price of the options. This does not mean the options were exercised or that any shares were sold at these values.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth the value vested or earned during the year of option-based awards, share-based awards and non-equity incentive plan compensation paid to Named Executive Officers during the most recently completed financial year:

Name	Option-based Awards – Value Vested During the Year (\$) ⁽¹⁾	Non-equity Incentive Plan Compensation – Value earned During the Year (\$)
Peter H. Smith	Nil	Nil
Debra Chapman	Nil	Nil

⁽¹⁾ The aggregate value of the option based awards vested during the most recent financial year is based on the difference between the price of a Common Share on the vesting day of any options that vested during the financial year and the exercise price of the options.

Termination and Change of Control Benefits

Peter H. Smith, Chairman of the Board, President and CEO

Mr. Smith entered into a consulting agreement with the Company in connection with his position as President of the Company effective January 24, 2011. Under the terms of the consulting agreement Mr. Smith is entitled to receive annual consulting fees of \$72,000 plus geological consulting services fees. The agreement provides for a severance payment of \$500,000, plus the greater of: (i) two (2) years' compensation and (ii) the total amount which remains to be paid under the agreement, which must be paid if there is a "Change of Control" as defined below or if the consultant is terminated, demoted or otherwise constructively dismissed or removed as a director.

Debra Chapman, CFO

Ms. Chapman entered into a consulting agreement with the Company in connection with her position as CFO of the Company effective January 24, 2011. Under the terms of the consulting agreement, Ms. Chapman is entitled to receive annual consulting fees of \$48,000 plus administrative consulting services fees. The agreement provides for a severance payment of \$250,000, plus the greater of: (i) two (2) years' compensation and (ii) the total amount which remains to be paid under the agreement, which must be paid if there is a "Change of Control" as defined below or if the consultant is terminated, demoted or otherwise constructively dismissed or removed as a director.

Fouad Kamaledine, Vice President, Research and Development

Mr. Kamaledine entered into a consulting agreement with the Company in connection with his position as Vice President, Research and Development of the Company effective November 1, 2012. Under the terms of the consulting agreement, Mr. Kamaledine is entitled to receive annual consulting fees of \$36,000 plus administrative consulting services fees. The agreement provides for a severance payment of \$250,000, plus the greater of: (i) two (2) years' compensation and (ii) the total amount which remains to be paid under the agreement, which must be paid if there is a "Change of Control" as defined below or if the consultant is terminated, demoted or otherwise constructively dismissed or removed as a director.

Change of Control

"Change of Control" means either:

- (a) the transfer to or acquisition of at least Twenty Five Percent (25%) of the total issued and outstanding common voting securities of the Company from time to time, by one person or a group of persons acting in concert, either through one transaction or a series of transactions over time after the date hereof, and whether through the acquisition of previously issued voting securities, voting securities that have not been previously issued, or any combination thereof, or any transaction having a similar effect;

- (b) Twenty-Five Percent (25%) or more of the issued and outstanding voting securities of the Company become subject to a voting trust;
- (c) the Company, directly or indirectly, amalgamates, consolidates or otherwise merges with any other body corporate or bodies corporate, other than a wholly owned subsidiary;
- (d) the Company decides to sell, lease, or otherwise dispose of all or substantially all of its assets and undertaking, whether in one or more transactions; or
- (e) the Company enters into a transaction or arrangement which would have the same or similar effect as the transactions referred to in sub-paragraphs (c) or (d) above.

Director Compensation

Director Compensation Table

The following table sets forth the value of all compensation provided to directors, not including those directors who are also Named Executive Officers, for the Company's most recently completed financial year.

Name	Fees Earned (\$)	Option-based Awards ⁽¹⁾ (\$)	All Other Compensation (\$)	Total (\$)
Paul Ankcorn	24,000	Nil	Nil	24,000
Mark Billings	17,000	Nil	Nil	17,000
Fouad Kamaledine	74,105	Nil	Nil	74,105
Ashwath Mehra	12,000	Nil	Nil	12,000
Mel de Quadros	34,000	Nil	Nil	34,000

⁽¹⁾ The grant date fair values of incentive stock options granted as indicated in this column are estimated using the Black-Scholes option pricing model. (See Note 8 to the Company's financial statements for the assumptions and estimates used for this calculation.) The amount may not represent the amounts that the directors will receive from the options.

⁽²⁾ Mr. Dubuc is no longer a director of the Corporation since March 3, 2015.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth the options granted to the directors of the Company, not including those directors who are also Named Executive Officers, to purchase or acquire securities of the Company outstanding at the end of the most recently completed financial year.

Name	Option-based Awards -Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options ⁽¹⁾ (\$)
Paul Ankcorn	250,000	0.10	10/28/2018	Nil
	300,000	0.15	05/02/2019	Nil
Mark Billings	500,000	0.10	12/22/2019	Nil

Name	Option-based Awards -Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options ⁽¹⁾ (\$)
Fouad Kamaledine	190,000	0.36	01/19/2017	Nil
	350,000	0.20	12/17/2017	Nil
	250,000	0.10	10/25/2018	Nil
	300,000	0.15	05/02/2019	Nil
Ashwath Mehra	500,000	0.10	10/28/2018	Nil
	100,000	0.15	05/02/2019	Nil
Mel de Quadros	190,000	0.36	01/19/2017	Nil
	250,000	0.20	12/17/2017	Nil
	250,000	0.10	10/25/2018	Nil
	300,000	0.15	05/02/2019	Nil

⁽¹⁾ The aggregate dollar value of the in-the-money unexercised vested options held at the end of the last financial year, based on the difference between the market value of the Common Shares at the financial year end and the exercise price of the options. This does not mean the options were exercised or that any shares were sold at these values.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth the value vested or earned during the year of option-based awards and non-equity incentive plan compensation paid to the directors of the Company, not including those directors who are also Named Executive Officers, during the most recently completed financial year:

Name	Option-based Awards – Value Vested During the Year ⁽¹⁾ (\$)	Non-equity Incentive Plan Compensation – Value Earned During the Year (\$)
Paul Ankcorn	Nil	Nil
Mark Billings	Nil	Nil
Ashwath Mehra	Nil	Nil
Mel de Quadros	Nil	Nil

⁽¹⁾ The aggregate value of the option based awards vested during the most recent financial year is based on the difference between the price of a Common Share on the vesting day of any options that vested during the financial year and the exercise price of the options.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth certain information pertaining to the Company’s equity compensation plan as at the end of the most recently completed financial year.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by securityholders	11,045,000	\$0.27	3,845,924
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	11,045,000		3,845,924

TERMINATION OF EMPLOYMENT, CHANGE IN RESPONSIBILITIES AND EMPLOYMENT CONTRACTS

Management functions of the Company are substantially performed by the Company’s directors and executive officers (see discussion above under the heading entitled “Executive Compensation for Fiscal Year Ended April 30, 2016 – Termination and Change of Control Benefits”). The Company has not entered into any contracts or agreements with parties other than its directors and executive officers to the provision of management functions. No pension plan or retirement benefit plans have been instituted by the Company and none are proposed at this time.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors or senior officers of the Company, no proposed nominee for election as a director of the Company and no associates or affiliates of any of them is or has been indebted to the Company or its subsidiaries at any time since the beginning of the Company’s last completed financial year.

AUDIT COMMITTEE CHARTER

Under National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) reporting issuers are required to provide disclosure with respect to its Audit Committee including the text of the Audit Committee Charter, composition of the Committee, and the fees paid to the external auditor. The Company provides the following disclosure with respect to its Audit Committee:

Audit Committee Charter

1. Purpose of the Committee

1.1 The purpose of the Audit Committee is to assist the Board in its oversight of the integrity of the Company’s financial statements and other relevant public disclosures, the Company’s compliance with legal and regulatory requirements relating to financial reporting, the external auditors’ qualifications and independence and the performance of the internal audit function and the external auditors.

2. Members of the Audit Committee

2.1 At least one member must be “financially literate” as defined under NI 52-110, having sufficient accounting or related financial management expertise to read and understand a set of financial

statements, including the related notes, 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.

2.2 The Audit Committee shall consist of no less than three Directors.

2.3 At least one member of the Audit Committee must be "independent" as defined under NI 52-110, while the Company is in the developmental stage of its business.

3. Relationship with External Auditors

3.1 The external auditors are the independent representatives of the shareholders, but the external auditors are also accountable to the Board of Directors and the Audit Committee.

3.2 The external auditors must be able to complete their audit procedures and reviews with professional independence, free from any undue interference from the management or directors.

3.3 The Audit Committee must direct and ensure that the management fully co-operates with the external auditors in the course of carrying out their professional duties.

3.4 The Audit Committee will have direct communications access at all times with the external auditors.

4. Non-Audit Services

4.1 The external auditors are prohibited from providing any non-audit services to the Company, without the express written consent of the Audit Committee. In determining whether the external auditors will be granted permission to provide non-audit services to the Company, the Audit Committee must consider that the benefits to the Company from the provision of such services, outweighs the risk of any compromise to or loss of the independence of the external auditors in carrying out their auditing mandate.

4.2 Notwithstanding section 4.1, the external auditors are prohibited at all times from carrying out any of the following services, while they are appointed the external auditors of the Company:

- (i) acting as an agent of the Company for the sale of all or substantially all of the undertaking of the Company; and
- (ii) performing any non-audit consulting work for any director or senior officer of the Company in their personal capacity, but not as a director, officer or insider of any other entity not associated or related to the Company.

5. Appointment of Auditors

5.1 The external auditors will be appointed each year by the shareholders of the Company at the annual general meeting of the shareholders.

5.2 The Audit Committee will nominate the external auditors for appointment, such nomination to be approved by the Board of Directors.

6. Evaluation of Auditors

- 6.1 The Audit Committee will review the performance of the external auditors on at least an annual basis, and notify the Board and the external auditors in writing of any concerns in regards to the performance of the external auditors, or the accounting or auditing methods, procedures, standards, or principles applied by the external auditors, or any other accounting or auditing issues which come to the attention of the Audit Committee.

7. Remuneration of the Auditors

- 7.1 The remuneration of the external auditors will be determined by the Board of Directors, upon the annual authorization of the shareholders at each general meeting of the shareholders.
- 7.2 The remuneration of the external auditors will be determined based on the time required to complete the audit and preparation of the audited financial statements, and the difficulty of the audit and performance of the standard auditing procedures under generally accepted auditing standards and generally accepted accounting principles of Canada.

8. Termination of the Auditors

- 8.1 The Audit Committee has the power to terminate the services of the external auditors, with or without the approval of the Board of Directors, acting reasonably.

9. Funding of Auditing and Consulting Services

- 9.1 Auditing expenses will be funded by the Company. The auditors must not perform any other consulting services for the Company, which could impair or interfere with their role as the independent auditors of the Company.

10. Role and Responsibilities of the Internal Auditor

- 10.1 At this time, due to the Company's size and limited financial resources, the Company's Chief Executive Officer and Chief Financial Officer are responsible for implementing internal controls and performing the role as the internal auditor to ensure that such controls are adequate.

11. Oversight of Internal Controls

- 11.1 The Audit Committee will have the oversight responsibility for ensuring that the internal controls are implemented and monitored, and that such internal controls are effective.

12. Continuous Disclosure Requirements

- 12.1 At this time, due to the Company's size and limited financial resources, the Company's Chief Executive Officer and Chief Financial Officer are responsible for ensuring that the Company's continuous reporting requirements are met and in compliance with applicable regulatory requirements.

13. Other Auditing Matters

- 13.1 The Audit Committee may meet with the Auditors independently of the management of the Company at any time, acting reasonably.

13.2 The Auditors are authorized and directed to respond to all enquiries from the Audit Committee in a thorough and timely fashion, without reporting these enquiries or actions to the Board of Directors or the management of the Company.

14. Annual Review

14.1 The Audit Committee Charter will be reviewed annually by the Board of Directors and the Audit Committee to assess the adequacy of this Charter.

15. Independent Advisers

15.1 The Audit Committee shall have the power to retain legal, accounting or other advisors to assist the Committee.

Composition of Audit Committee

The following individuals are the current members of the Audit Committee:

Paul Ankcorn	Independent ⁽¹⁾	Financially literate ⁽²⁾
Mark Billings	Independent ⁽¹⁾	Financially literate ⁽²⁾
Mel de Quadros	Independent ⁽¹⁾	Financially literate ⁽²⁾

⁽¹⁾ A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board of Directors, reasonably interfere with the exercise of a member's independent judgment.

⁽²⁾ An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth 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.

Relevant Education and Experience of the Audit Committee

Mr. Ankcorn received his Honours Bachelor of Business Administration degree from Sir Wilfrid Laurier University in 1978. He is currently a Director of Champion Iron Mines Limited, the Chief Financial Officer and a Director of Tartisan Resources Corp., the President and a Director of Acme Resources Corp. and a Director of N.W.T. Copper Mines Limited.

Mr. Billings holds a Masters of Business Administration (MBA) from the Harvard Business School and is a Chartered Financial Analyst (CFA). He served as a director and Senior Vice President, Corporate Development of Argex Titanium Inc. (TSX: RGX) ("**Argex**"), a company he co-founded in 2007. Prior to founding Argex, Mr. Billings served as Chief Financial Officer for private and public Internet companies from 2000 to 2004. From 2004 to 2006, he was Vice President of Corporate Finance with Desjardins Securities Inc., where he led a number of public and private financings and took companies public on the Canadian public exchanges. Mr. Billings also served as President and Chief Executive Officer of Orex Exploration Inc. (TSX-V: OX), which holds a gold project in Nova Scotia.

Mr. de Quadros, Ph.D. P.Eng, is a consulting geologist who has been involved for the past 40 years in mineral exploration and development. He has held several positions as an officer, director, vice president of exploration and president of public mining companies. He is a member of the Canadian Institute of Mining, Metallurgy and Petroleum (CIM) as well as a registered Professional Engineer in Ontario and British Columbia. He graduated from the University of London, England with B.Sc. (Hons) in geology and chemistry and completed his Ph.D. in geology from the University of Nairobi, Kenya. He holds a M.Sc. in geology from the University of California, Los Angeles (UCLA).

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

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 is authorized by the Board of Directors to review the performance of the Company's external auditors and approve in advance provision of services other than auditing and to consider the independence of the external auditors, including a review of the range of services provided in the context of all consulting services bought by the Company. The Audit Committee is authorized to approve in writing any non-audit services or additional work which the Chairman of the Audit Committee deems is necessary, and the Chairman will notify the other members of the Audit Committee of such non-audit or additional work and the reasons for such non-audit work for the Committee's consideration, and if thought fit, approval in writing.

External Auditor Service Fees

The fees billed by the Company's external auditors in each of the last two fiscal years for audit and non-audit related services provided to the Company or its subsidiaries (if any) are as follows:

Financial Year Ended April 30	Audit Fees	Audit Related Fees	Tax Fees	All other Fees
2016	98,101		\$17,500	
2015	\$77,520	Nil	Nil	Nil

Exemption

As a listed issuer of the Exchange, the Company is exempt from the requirements of Part 3 "Composition of the Audit Committee" and Part 5 "Reporting Obligations" of NI 52-110.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

General

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 - *Corporate Governance Guidelines* provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, National Instrument 58-101 - *Disclosure of Corporate Governance Practices* ("**NI 58-101**") prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board. The following incumbent directors or proposed directors are "independent" for the purpose of NI 58-101:

- Paul Ankcorn
- Mark Billings
- Ashwath Mehra
- Mel de Quadros

Peter Smith, Debra Chapman and Fouad Kamaledine are not independent since they respectively serve as President and CEO, CFO and Vice President, Research and Development of the Company.

Directorships

Certain of the directors are also directors of other reporting issuers, as follows:

Director	Other Reporting Issuers
Paul Ankcorn	ACME Resources Corp. Champion Iron Limited Tartisan Resources Corp.
Mark Billings	Canamex Resources Corp. St-Georges Platinum and Base Metals Ltd. Sunset Cove Mining Inc.
Mel de Quadros	Razore Rock Resources Inc. Rokmaster Resources Corp. Romios Gold Resources Inc.
Peter H. Smith	Uragold Bay Resources Inc.

Orientation and Continuing Education

New Board members receive an orientation package which includes reports on operations and results, and public disclosure filings by the Company. Board meetings are sometimes held at the Company's offices and, from time to time, are combined with presentations by the Company's management to give the directors additional insight into the Company's business. In addition, management of the Company makes itself available for discussion with all Board members.

Ethical Business Conduct

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

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of view and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation Committee

The Company has a Compensation Committee composed of two (2) board members. The current members are Mel de Quadros and Paul Ankcorn. The primary function of the Committee is to assist the Board in establishing, administering and evaluating the compensation principles, criteria, policies and plans for the Company's executive officers, to interface with senior management regarding compensation of employees, and to provide recommendations to the Board which are determined from time to time to be the subject of Board approval.

Other Board Committees

Magpie Special Committee

The Company has a Magpie Special Committee composed of five (5) board members of the Company. The current members are Peter H. Smith, Mark Billings, Debra Chapman, Mel de Quadros and Fouad Kamaledine. Messrs. Billings and de Quadros are the sole non executive member of the committee. Three of the members of the committee are also directors of The Magpie Mines Inc. The primary function of the committee is to oversee the Company's investment in The Magpie Mines Inc.

Assessments

Due to the minimal size of the Company's Board, no formal policy has been established to monitor the effectiveness of the directors, the Board and its committees.

INTEREST INFORMED PERSONS IN MATERIAL TRANSACTIONS

No insider of the Company, no proposed nominee for election as a director of the Company, and no associate or affiliate of the foregoing, has any material interest, in any transaction or in any proposed transaction during the most recently completed financial year, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

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

Other than as set forth herein, management of the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than the election of directors or the appointment of auditors, of any person or company who has been: (a) if the solicitation is made by or on behalf of management of the Company, a director or executive officer of the Company at any time since the beginning of the Company's last financial year; (b) if the solicitation is made other than by or on behalf of management of the Company, any person or company by whom or on whose behalf, directly or indirectly, the solicitation is made; (c) any proposed nominee for election as a director of the Company; or (d) any associate or affiliate of any of the foregoing persons or companies.

ADDITIONAL INFORMATION

Additional information regarding the Company is available on SEDAR at www.sedar.com.

Financial information is provided in the Company's financial statements and accompanying management's discussion and analysis (the "MD&A") for the year ended April 30, 2016.

Shareholders who wish to obtain a printed copy of the Financial Statements and the MD&A of the Company may contact the CFO of the Company, Debra Chapman, by phone at: 604-434-8829; by fax at: 604-434-8823; or by mail at: 7290 Gray Avenue, Burnaby, British Columbia, V5J 3Z2. Copies are also available on the Company's website at www.fancampexplorationltd.ca and on SEDAR at www.sedar.com.

SHAREHOLDER PROPOSALS FOR THE NEXT ANNUAL MEETING

In accordance with the *Business Corporations Act* (British Columbia), a Shareholder may be entitled to submit to the Company notice of any matter that the Shareholder proposes to raise at the next annual meeting of shareholders and the Corporation shall set out such proposal and the accompanying supporting statements, if any, in the information circular for the next annual meeting of Shareholders, provided such notice is given to the Corporation at least 3 months before the anniversary of the previous year's annual reference date, being by August 20, 2017.

APPROVAL

Unless otherwise specified, all matters referred to herein for approval by the Shareholders require a simple majority of the Shareholders voting, in person or by proxy, at the Meeting.

The contents of this Information Circular have been approved and this mailing has been authorized by the Board of Directors.

Where information contained in this Information Circular rests specifically within the knowledge of a person other than the Company, the Company has relied upon information furnished by such person.

(s) Peter H. Smith

Peter H. Smith
Chairman of the Board
President and Chief Executive Officer