

**BROADWAY GOLD MINING LTD.**

**NOTICE OF ANNUAL GENERAL & SPECIAL MEETING AND INFORMATION CIRCULAR**

**FOR THE ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD**

**THURSDAY JULY 13, 2017**

**10:00 AM (PACIFIC STANDARD TIME)**

**700-1199 WEST HASTINGS STREET**

**VANCOUVER, BC V6E 3T5 CANADA**

**BROADWAY GOLD MINING LTD.**

507 – 595 Howe Street  
Vancouver, BC V6C 2T5  
Tel: 604 761-4689

**NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF COMMON SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an Annual General & Special Meeting (the “**Meeting**”) of the holders of common shares of Broadway Gold Mining Ltd. (the “**Corporation**”) will be held at **700-1199 West Hastings Street, Vancouver, BC V6E 3T5 Canada on July 13, 2017 at 10:00 a.m.** (Vancouver time), for the following purposes:

1. To receive and consider the audited annual financial statements of the Corporation for the financial year ended August 31, 2016, and the report of the auditors thereon;
2. To fix the number of directors at six (6), subject to the Corporation’s Articles of Incorporation, whereby the directors of the Corporation, between the Meeting and the next annual meeting of shareholders, may appoint additional directors not exceeding one-third (1/3) of the number of directors holding office at the expiration of the Meeting to serve until the next annual meeting;
3. To consider and, if thought appropriate, to pass an ordinary resolution electing six (6) directors of the Corporation;
4. To appoint MNP LLP, Chartered Accountants, as the auditors of the Corporation for the ensuing year and to authorize the Board to fix the auditors’ remuneration;
5. To consider and, if thought appropriate, to pass an ordinary resolution providing for the annual approval of the Corporation’s Rolling Share Option Plan as described in the Information Circular, and;
6. To transact such other business as may be properly brought before the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the Information Circular. Only shareholders of record as of the close of business on June 8, 2017 are entitled to notice of and to attend the Meeting or any adjournment or adjournments thereof and to vote thereat.

**Registered Shareholders:** If your Common Shares are held in physical form (ie. paper form) and are registered in your name, then you are a registered shareholder (“**Registered Shareholder**”). Every Registered Shareholder of common shares at the close of business on the Record Date is entitled to receive notice of and to attend and vote such common shares at the Meeting. Registered Shareholders who are unable to attend the Meeting in person and who wish to ensure that their common shares will be voted at the Meeting are requested to complete, sign and deliver the enclosed form of proxy c/o Proxy Dept., Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1. In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the aforesaid address not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournments thereof. Further instructions with respect to the voting by proxy are provided in the form of proxy and in the Information Circular accompanying this Notice.

**Non-Registered Shareholders:** Shareholders may beneficially own common shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary (“**Non-Registered Shareholders**”). Without specific instructions, intermediaries are prohibited from voting shares for their clients. **If you are a Non-Registered Shareholder, it is vital that the voting instruction form provided to you by your broker, intermediary or its agent is returned according to their instructions, sufficiently in advance of the deadline specified by the broker, intermediary or agent, to ensure that they are able to provide voting instructions on your behalf.**

**DATED** this 8<sup>th</sup> day of June, 2017.

**BY ORDER OF THE BOARD**

**“Duane Parnham”**

**Duane Parnham**

**President, CEO and Director**

**BROADWAY GOLD MINING LTD.**  
507 – 595 Howe Street  
Vancouver, BC V6C 2T5 Tel: 604 761-4689

**MANAGEMENT INFORMATION CIRCULAR**  
(containing information as at June 8, 2017 unless indicated otherwise)

**For the Annual General & Special Meeting to be held on Thursday, July 13, 2017**

This management information circular (“**Information Circular**”) is furnished in connection with the solicitation of proxies by the management of Broadway Gold Mining Ltd. (the “**Corporation**” or “**Broadway**”) for use at the annual general & special meeting of the holders of common shares (“**Common Shares**”) of the Corporation (the “**Meeting**”) to be held on July 13, 2017 at 10:00 a.m. (Vancouver time) at 700-1199 West Hastings Street Vancouver, B.C. V6E 3T5. References in this Information Circular to the Meeting include any adjournment or adjournments thereof.

**SOLICITATION OF PROXIES**

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company at nominal cost. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard. The record date to determine the registered shareholders entitled to receive the Notice of Meeting is June 8, 2017 (the “**Record Date**”).

**APPOINTMENT, REVOCATION AND VOTING OF PROXIES**

**Appointment of Proxyholders**

The individuals named in the accompanying form of proxy (the “**Proxy**”) are officers and/or directors of the Company. **IF YOU ARE A SHAREHOLDER ENTITLED TO VOTE AT THE MEETING, YOU HAVE THE RIGHT TO APPOINT A PERSON OR COMPANY OTHER THAN EITHER OF THE PERSONS DESIGNATED IN THE PROXY, WHO NEED NOT BE A SHAREHOLDER, TO ATTEND AND ACT FOR YOU AND ON YOUR BEHALF AT THE MEETING. YOU MAY DO SO EITHER BY INSERTING THE NAME OF THAT OTHER PERSON IN THE BLANK SPACE PROVIDED IN THE PROXY OR BY COMPLETING AND DELIVERING ANOTHER SUITABLE FORM OF PROXY.** If your Common Shares are held in physical form (ie. paper form) and are registered in your name, then you are a registered shareholder (“**Registered Shareholder**”). However, if, like most shareholders, you keep your Common Shares in a brokerage account, then you are a Beneficial Shareholder. The manner for voting is different for Registered Shareholders and Beneficial Shareholders. The instructions below should be read carefully by all shareholders.

**Voting by Proxyholder**

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors,
- (b) any amendment to or variation of any matter identified therein, and
- (c) any other matter that properly comes before the Meeting.

**In respect of a matter for which a choice is not specified or where both choices have been specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.**

## Registered Shareholders

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

(a) completing, dating and signing the enclosed form of Proxy and returning it to the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), by mail or by hand to the 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1;

(b) using a touch-tone phone to transmit voting choices to the following toll-free number 1-866-732-8683. Registered Shareholders must follow the instructions of the voice response system and refer to the enclosed Proxy form for the holder's account number and the Proxy control number; or

(c) using the Internet through the website of the Company's transfer agent at [www.investorvote.com](http://www.investorvote.com). Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed Proxy form for the holder's account number and the Proxy control number.

In all cases ensuring that the Proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the meeting or the adjournment thereof at which the proxy is to be used.

## Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares).

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).

Intermediaries are required to seek voting instructions from beneficial shareholders in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients. There are two kinds of beneficial owners - those who object to their name being made known to the issuers of securities which they own (called "**OBOs**" for "**Objecting Beneficial Owners**") and those who do not object to the issuers of the securities they own knowing who they are (called "**NOBOs**" for "**Non-Objecting Beneficial Owners**").

The Corporation is taking advantage of the provisions of National Instrument 54-101 of the Canadian Securities Administrators, which permit it to directly deliver Proxy-related materials to its NOBOs. As a result NOBOs can expect to receive a scannable Voting Instruction Form (a "**VIF**") from Computershare. These VIFs are to be completed and returned to Computershare in the envelope provided or by facsimile. In addition, Computershare provides both telephone voting and Internet voting as described on the VIF itself which contain complete instructions. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions with respect to the shares represented by the VIFs they receive.

These securityholder materials are being sent to both registered and non-registered owners of the securities of the Corporation. If you are a non-registered owner, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in your request for voting instructions.

Beneficial Shareholders who are OBOs will not receive the materials unless their intermediary assumes the costs of delivery.

The form of Proxy supplied to you by your broker will be similar to the Proxy provided to Registered Shareholders by the Corporation. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in the United States and in Canada. Broadridge mails a similar voting information form (the “**Broadridge VIF**”) in lieu of a Proxy provided by the Corporation. The Broadridge VIF will appoint the same persons as the Corporation’s Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Corporation), other than the persons designated in the Broadridge VIF, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided in the Broadridge VIF. The completed Broadridge VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge’s instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **If you receive a Broadridge VIF, you cannot use it to vote Common Shares directly at the Meeting – the Broadridge VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have the Common Shares voted.**

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your broker, you, or a person designated by you, may attend at the Meeting as proxyholder for your broker and vote your Common Shares in that capacity. **If you wish to attend at the Meeting and indirectly vote your Common Shares as proxyholder for your broker, or have a person designated by you do so, you should enter your own name, or the name of the person you wish to designate, in the blank space on the voting instruction form provided to you and return the same to your broker in accordance with the instructions provided by such broker, well in advance of the Meeting.**

#### **Revocation of Proxies**

In addition to revocation in any other manner permitted by law, a Registered Shareholder who has given a Proxy may revoke it by executing a Proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the Registered Shareholder or the Registered Shareholder’s authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the Proxy bearing a later date to Computershare at 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or at the address of the registered office of the Corporation at #507-595 Howe Street, Vancouver, BC, V6C 2T5, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof.

A revocation of a Proxy will not affect a matter on which a vote is taken before the revocation.

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

Other than as set forth in this Information Circular, no person who has been a director or executive officer of the Corporation at any time since the beginning of the last financial year, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any of the foregoing, has any material interest, directly or indirectly, 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.

#### **VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

The authorized share capital of the Corporation consists of an unlimited number of Common Shares without nominal or par value. As at the date hereof, there are 36,959,204 Common Shares issued and outstanding. Each Common Share entitles the holder thereof to one vote on all matters to be acted upon at the Meeting. The record date for the determination of shareholders entitled to receive Notice of the Meeting has been fixed at June 8, 2017 (previously defined as the Record Date). All such holders of record of Common Shares are entitled either to attend and vote thereat in person the Common Shares held by them or, provided a completed and executed proxy shall have been delivered to the Corporation’s transfer agent, Computershare Trust Company of Canada, within the time specified in the attached Notice of Meeting, to attend and vote thereat by proxy the Common Shares held by them.

Registered holders of Common Shares of record as at the close of business on the Record Date are entitled to vote such Common Shares at the Meeting on the basis of one vote for each Common Share held except to the extent that: (i) such person transfers his or her Common Shares after the close of business on the Record Date; and (ii) such transferee, at least ten (10) days prior to the Meeting, produces properly endorsed share certificates to the transfer agent of the Corporation or otherwise establishes his or her ownership of the Common Shares, in which case the transferee may vote those Common Shares.

The Articles of the Corporation provide that quorum for the transaction of any business at a meeting of shareholders shall be present at a meeting of shareholders if at least two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the issued shares of the Corporation entitled to vote at the meeting.

To the knowledge of the directors and executive officers of the Corporation, as of the date hereof, no person beneficially owns, or exercises control or direction over, directly or indirectly, voting securities of the Corporation carrying 10% or more of the voting rights attached to all outstanding Common Shares, other than as set out below:

Name of Shareholder	Number of Common Shares Beneficially Owned, or over which Control or Direction is Exercised, Directly or Indirectly	Percentage of Common Shares Beneficially Owned, or over which Control or Direction is Exercised, Directly or Indirectly (of 36,959,204 as at June 8, 2017)
CDS & Co. (NCI) <sup>(1)</sup>	29,390,423	79.52%

- (1) The beneficial owners of common shares held by depositories and brokerage firms are not known to the directors or executive officers of the Corporation.

As at June 8, 2017, the total number of common shares owned or controlled by management and the directors of the Corporation and their associates or affiliates was 5,297,167 common shares, representing 14.332% of the total issued and outstanding common shares.

**FIXING THE NUMBER OF DIRECTORS**

The board of directors of the Corporation (the “**Board**” or the “**Board of Directors**”) currently consists of six (6) directors, all of whom are elected annually. The term of office for each of the present directors of the Corporation expires at the Meeting. Four of the current directors of the Corporation will be standing for re-election. It is proposed that the number of directors for the ensuing year be fixed at six (6) subject to such increases as may be permitted by the Articles of the Corporation. At the Meeting, the Shareholders will be asked to consider and, if thought fit, approve an ordinary resolution fixing the number of directors to be elected at the Meeting at six (6).

**INFORMATION CONCERNING NOMINEES BY MANAGEMENT**

The Company proposes to nominate the persons listed below for election as directors. Each director will hold office until the next annual general meeting of the Company or until his or her successor is elected or appointed, unless his or her office is earlier vacated. Management does not contemplate that any of the nominees will be unable to serve as a director. If, prior to the Meeting, any nominee is unable to serve as a director, it is intended that discretionary authority shall be exercised by the person named in the Proxy as nominee to vote the shares represented by Proxy for the election of any other person or persons as directors.

The following table sets out the names of the persons proposed to be nominated by management for election as Director; their positions and offices in the Company; principal occupations; the period of time that they have been directors of the Company; and the number of shares of the Company which each beneficially owns or over which control or direction is exercised.

Name, Resident Municipality of Residence, Position(s) with the Company <sup>(1)</sup>	Principal Occupation or Employment During the Past Five Years	Date(s) Served as a Director or Officer	Number of Common Shares Held as at the Date of Circular
Duane Parnham President, Chief Executive Officer and Director.  Nassau, Bahamas	Mr. Duane Parnham is the Executive Chairman of Giyani Gold Corp. as well as the President and CEO of Broadway Gold Mining Ltd., Canoe Mining Ventures Corp. and the Chairman of Nevada Zinc Corporation. Mr. Parnham has over 30 years of experience in the mining and hydrocarbon industries and has spent his career developing and founding several resource-focused companies, including but not limited to, Temex Resources Corp., Forsys Metals Corp., Giyani Gold Corp. and Canoe Mining Ventures Corp. Mr. Parnham was also the founder and Chairman of UNX Energy Corp., a junior oil and gas company which was sold in 2011 to HRT Participacoes em Petroleo S.A. for C\$730 million. Mr. Parnham is a graduate of the Mineral Engineering Technology program at Fleming College. In 2011, Mr. Parnham established the Parnham Foundation, a Canadian non-profit organization aimed at advancing education internationally by providing scholarships and other educational assistance for underprivileged, impoverished or otherwise disadvantaged students, with a specific emphasis on Namibia. The focus of the advancement of education is in collaboration with Fleming College, located in Ontario, Canada	Director: October 19, 2016 to present.  President & CEO: April 3, 2017 to present.  Chairman: October 19, 2016 to April 3, 2017.	2,032,167 (5.498%)
Stephen Hanson Chairman and Director.  North Vancouver, BC	With over 20 years of finance and corporate development experience, Mr. Hanson has been President of Discovery Management Services Ltd. since 1999, a venture capital consulting firm assisting early-stage companies in the development of short and long-term financing strategies. He is currently a Director of Mexico-based Tonalli Energia and President and Chief Executive Officer of International Frontier Resources. From March 2010 until August 2016, Mr. Hanson served on the board of Argentex Mining Corp., a TSX-V advanced silver junior focused on the Pinguino Project in Santa Cruz, Argentina. Argentex was recently acquired by Chilean miner Austral Gold in August 2016. Mr. Hanson served as Chairman and Managing Director of Van Arbor Asset Management, an award-winning equity money management firm from 2004 until 2008, which he founded in 2003. Van Arbor Asset Management was bought by ZLC Private Investment Management in 2008. In 2009, Mr. Hanson served as President and CEO of PanAsian Petroleum, which was acquired by Ivanhoe Energy during his tenure. In 2011 and 2012, Mr. Hanson was a Director of Lion Petroleum Corp., a private oil and gas company focused on East Africa bought by Taipan Resources. He has also served on numerous private and public company boards.	Director: July 26, 2010 to present.  Chairman: April 3, 2017 to present.  President: July 26, 2010 to September 9, 2010 and July 15, 2016 to April 3, 2017  CEO: February 25, 2013 to April 3, 2017	1,895,000 (5.127%)

<p>Suzanne Wood Chief Financial Officer, Secretary and Director.</p> <p>Vancouver, BC</p>	<p>Suzanne Wood is the founder and CEO of Wood &amp; Associates, a small cap management and corporate finance services firm with over 25 years' experience in the financial and corporate sectors. The firm provides management and corporate finance services including the preparation of financial statements and financial reports in compliance with various regulatory jurisdictions both domestic and international. She also provides senior level consulting services for companies to restructure, further develop their business model or to engage in the acquisition of new business opportunities or merger candidates. She is a graduate from the University of British Columbia and has also completed an MBA (Masters in Business Administration) and CGA (Certified General Accounting) programs as well as the CSC (Canadian Securities Course). From February 2013 to present, she is the CFO and a Director of Sante Veritas Therapeutics Inc., an emerging North American cannabis platform company with a pending license to become a Licensed Producer under Canada's Access to Cannabis for Medical Purposes Regulations. From October 2011 to August 2014 she was the President, CEO, CFO, Secretary, Treasurer and Director of Alexandra Capital Corp., a TSX-V Tier 2 Mining Issuer. She was a past director, CEO, CFO and Secretary of Ansue Capital Corp., (January 2010 to August 2011) a CPC that completed its Qualifying Transaction in August 2011. For the past 25 years she has served as a Director and Officer of numerous private and public companies in a variety of business sectors both in Canada and the United States.</p>	<p>Director: July 26, 2010 to present.</p> <p>Secretary: July 26, 2010 to present.</p> <p>CFO: September 9, 2010 to present</p> <p>President &amp; CEO: September 9, 2010 to July 15, 2016.</p>	<p>930,000 (2.516%)</p>
<p>Shawn Parnham Director.</p> <p>Burlington, Ontario</p>	<p>Shawn Parnham is a graduate of McMaster University and holds a Bachelor of Commerce and is also a Chartered Professional Accountant (CPA, CMA). He has extensive senior level finance experience working in several international public and private companies in the areas of corporate finance, internal and external financial reporting, treasury, internal audit, corporate governance, acquisitions, debt financing and restructuring. Since August 2013, Mr. Parnham has been Vice President Finance &amp; Treasurer of the IMT Group, a diversified group of industrial companies with operations in Canada, United States and the People's Republic of China. He leads the company finance function and is responsible for creating and monitoring the internal control environment and corporate governance. In previous roles he has been involved in developing company compliance with Sarbanes Oxley and performed IFRS conversions. Mr. Parnham was the Chief Financial Officer for Green for Life Environmental (GFL) from December 2011 to August 2013 and for Turtle Island Recycling Corporation from November 2010 to December 2011.</p>	<p>Director: April 3, 2017 to present.</p>	<p>Nil</p>

<p>Dr. Roger Laine Director.  France</p>	<p>Dr. Roger Laine, PhD, P. Geo. (APEGBC) was a Member of the Association of Professional Engineers and Geoscientists of British Columbia from 1991 until end of 2016, and was a "Qualified Person" in accordance with National Instrument 43-101. Dr. Laine is a graduated as a Geological Engineer from the Nancy Polytechnical Institute in France and holds his Ph.D. in Economic Geology and Geosciences from the University of Arizona at Tucson. Dr. Laine has over 35 years of experience in mineral exploration throughout the Americas, West &amp; Central Africa and Europe. Dr. Laine served as the Chief Geologist of Forsys Metals Corp., since August 1, 2007 until December 31, 2011. As well, Vice President of Exploration at Landmark Minerals Inc. since May 2006 until the merger with Ucore, remained Technical Advisor for U Core until the end of 2007. Dr. Laine specialized in exploration, development, Geostatistics and reserve estimating, underground and open-pit mines, grade and quality control using advance computerized information systems. Particularly, his 15 years uranium experience working for Cogema and their subsidiaries, as a Senior manager exploring for roll-front, granite hosted and Permian stratigraphically controlled deposits in France, Canada, US and Mexico proves to be an invaluable asset as Forsys Metals Corp's advances the Valencia Uranium Deposit located in Namibia to a production decision. Dr. Laine served 18 6 year tenure as Vice President of Exploration for Amok Ltd., a division of Cogema. Dr. Laine served as an Independent Director of Giyani Gold Corp. (Formerly 99 Capital Corporation) from June 18, 2010 to September 21, 2016. Dr. Laine served as an Independent Director of Forsys Metals Corp. from March 2006 to November 2009 and served as its Member Advisory Board since September 2005. He has been a Member of Advisory Board of Anglo-Canadian Mining Corp. (Anglo-Canadian Uranium Corp.) since June 2008. He served as a Director of Anglo-Canadian Uranium Corp. from April 6, 2006 to August 2008 and served as Director of Landmark Minerals Inc. since July 12, 2006 until end of 2007.</p>	<p>Proposed Director</p>	<p>Nil</p>
<p>Victoria Donato Director.  Toronto, Ontario</p>	<p>Victoria has experience in Finance, Internal Audit, Compliance and Risk Management. Prior to joining Broadway Gold, she was the Chief Financial Officer for a Toronto hedge fund, Red Sky Capital Management Ltd. She was responsible for overseeing controls, compliance, financial reporting and off-shore tax structures for five companies. She has extensive experience establishing structure, developing controls and improving efficiencies. Previously, Victoria headed the Risk Management department at CI Investments. Within one year of her role as Senior Risk Manager she organized and implemented a successful new risk management framework. She joined CI in 2007 as a Senior Internal Auditor and helped establish the Internal Audit department. She was responsible for implementing process and control improvements throughout the organization. She participated in multiple projects including: fiscal year end audits, fund fact audits, fraud investigations and multiple system conversion projects. She was also responsible for assessing anti-money laundering programs for all business units. Her experience includes writing various reports to multiple audiences including the Board of Directors of CI Financial. Prior to CI, Victoria completed her Chartered Accountant (CPA, CA) designation at Stern Cohen LLP, servicing private companies in a wide range of industries, predominantly in an assurance capacity. Victoria graduated from Western University with a Bachelor's degree in Business.</p>	<p>Proposed Director</p>	<p>Nil</p>

Notes:

- (1) The information as to country of residence and principal occupation, not being within the knowledge of the Corporation, has been furnished by the respective directors and executive officers individually.

### ***Cease Trade Orders or Bankruptcies***

No director, officer or promoter of the Corporation, and no securityholder expected to hold a sufficient number of securities of the Corporation to affect materially the control of the Corporation, has, within the last ten years prior to the date hereof, (i) been a director, officer or promoter of any company that, while such person was acting in that capacity was the subject of a cease trade or similar order or an order that denied it access to any statutory exemption for a period of more than 30 consecutive days, (ii) been a director, officer or promoter of any company that, while such person was acting in that capacity within one year of acting in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or (iii) 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.

### ***Penalties and Sanctions***

No director, officer or shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

### ***Personal Bankruptcies***

In the 10 years prior to the date hereof, none of the proposed directors, officers or promoters of the Corporation or any security holder anticipated to hold a sufficient number of securities of the Corporation to affect materially the control of the Corporation, has become 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.

## **AUDIT COMMITTEE DISCLOSURE**

### **Audit Committee Charter**

The text of the audit committee charter is as disclosed in Exhibit “A”.

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

The following provides the members of the Audit Committee and certain information regarding these members:

<b>Name</b>	<b>Independent/Not Independent<sup>(1)</sup></b>	<b>Financially Literate/Not Financially Literate<sup>(1)</sup></b>	<b>Relevant Education and Experience</b>
Shawn Parnham Chair	Independent	Financially Literate	Shawn Parnham is a graduate of McMaster University and holds a Bachelor of Commerce and is also a Chartered Professional Accountant (CPA, CMA). He has extensive senior level finance experience working in several international public and private companies in the areas of corporate finance, internal and external financial reporting, treasury, internal audit, corporate governance, acquisitions, debt financing and restructuring. Mr. Parnham is currently the Vice President Finance & Treasurer of the IMT Group, a diversified group of industrial companies with operations in Canada, United States and the People’s Republic of China. He leads the company finance function and is responsible for creating and monitoring the internal control environment and corporate governance. In previous roles he has been involved in developing company compliance with Sarbanes Oxley and performed IFRS conversions. Additional previous roles include Chief Financial Officer for Green for Life Environmental (GFL), Chief Financial Officer for Turtle Island Recycling Corporation and Corporate Controller for Waste Services Inc. a public company. Mr. Parnham also held senior internal audit positions with Laidlaw Inc. and Stelco Inc.

Duane Parnham	Not Independent	Financially Literate	Mr. Parnham has founded a number of publicly listed companies since the early 1990s and has been a director of publicly traded companies since 1994. Mr. Parnham also holds or has held positions as an audit committee member of IC Potash Corporation, Forsys Metals Corp., UNX Energy Corp., Canoe Mining Ventures Corp., Trigon Metals Inc. (formerly Kombat Copper Inc.) and Security Devices International Inc. Mr. Parnham has an understanding of financial statements, their preparation, analysis and interpretation as well as extensive experience in corporate finance and continuous disclosure matters. In addition to his role within Broadway, Mr. Parnham is also the President and CEO of Canoe Mining Ventures Corp. as well as the Executive Chairman of Giyani Gold Corp., and the Chairman of Nevada Zinc Corp.
Suzanne Wood	Not Independent	Financially Literate	Ms. Wood has over 25 years' experience in the financial and corporate management of private and public companies. In 1986, Ms. Wood founded Wood & Associates through which Ms. Wood has been providing consulting services including the preparation of financial reports, registration statements, and other statutory reports and filings. Ms. Wood obtained a Bachelor of Arts from the University of British Columbia and after graduating from University, she spent several years with Revenue Canada Taxation. She has also completed an MBA (Masters in Business Administration) and CGA (Certified General Accounting) programs as well as the CSC (Canadian Securities Course). From February 2013 to present, she is the CFO and a Director of Sante Veritas Therapeutics Inc., an emerging North American cannabis platform company with a pending license to become a Licensed Producer under Canada's Access to Cannabis for Medical Purposes Regulations. From October 2011 to August 2014 she was the President, CEO, CFO, Secretary, Treasurer and Director of Alexandra Capital Corp., a TSX-V Tier 2 Mining Issuer. She was a past director, CEO, CFO and Secretary of Ansue Capital Corp., (January 2010 to August 2011) a CPC that completed its Qualifying Transaction in August 2011.

Note: (1) As defined by National Instrument 52-110 – *Audit Committees* (“NI 52-110”).

### Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

### Audit Committee Oversight

At no time since the commencement of the Corporation'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.

### Reliance on Certain Exemptions

During the most recently completed financial year, the Corporation has not relied on the *De Minimis Non-audit Services* exemption provided for in section 2.4 of NI 52-110. However, as a “venture issuer”, the Corporation is relying on certain exemptions provided by section 6.1 of NI 52-110.

### External Auditor Service Fees

The following table discloses the fees billed to the Corporation by its external auditor during the two most recently completed financial years.

Financial Year Ended	<u>Audit fees<sup>(1)</sup></u>	<u>Audit related fees</u>	<u>Tax fees</u>	<u>All other fees<sup>(2)</sup></u>
August 31, 2016	\$12,630	Nil	\$1,000	Nil
August 31, 2015	\$13,870	Nil	1,284	Nil

**Notes:**

(1) The aggregate fees billed for audit services.

(2) The aggregate fees billed for professional services other than those listed in the other three columns.

## CORPORATE GOVERNANCE

### General

The Board views effective corporate governance as an essential element for the effective and efficient operation of the Corporation. The Corporation believes that effective corporate governance improves corporate performance and benefits all of its shareholders. The following statement of corporate governance practices sets out the Board's review of the Corporation's governance practices relative to National Instrument 58-101 - *Disclosure of Corporate Governance Practices* and National Policy 58-201 - *Corporate Governance Guidelines*.

### Board of Directors

An "independent director" generally is one who has no direct or indirect material relationship with the Corporation. A "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment.

The Board, which is responsible for supervising the management of the business and affairs of the Corporation, is currently comprised of five directors of which two are independent as such term is defined in NI 52-110. The independent directors are Shawn Parnham and Tim Henneberry. Duane Parnham, Stephen Hanson and Suzanne Wood are not independent as they are members of the Corporation's management. Duane Parnham is President and CEO, Suzanne Wood is CFO and Secretary and Stephen Hanson is Chairman of the Board.

### Other Board Positions

The following table sets out the directors, officers and Promoter(s) of the Corporation that are, or have been within the last five years, directors, officers or Promoters of other issuers that are or were reporting issuers in any Canadian jurisdiction:

Name of Director, Officer or Promoter	Name of Reporting Issuer	Name of Exchange or Market	Position	Term
Duane Parnham	Giyani Gold Corp.	TSX Venture	Executive Chairman	November 2010 to present
	Canoe Mining Ventures Corp.	TSX Venture	Director, President and CEO	December 2013 to present
	Nevada Zinc Corp.	TSX Venture	Chairman	December 2015 to present
	Trigon Metals Inc. (formerly Kombat Copper Inc.)	TSX Venture	Director	October 2013 to February 2015
	Security Devices International Inc.	TSX Venture	Director	November 2011 to April 2014
Stephen Hanson	International Frontier Resources Corporation	TSX Venture	President, CEO & Director	November 2013 to present
	Argentex Mining Corp.	TSX Venture	Director	May 2010 to August 2016
Suzanne Wood	Ansue Capital Corp.	TSX Venture	President, CEO, CFO, Director	December 2009 to August 2011
	Alexandra Capital Corp.	TSX Venture	President, CEO, CFO, Secretary, Treasurer and Director	October 2011 to August 2014

Tim Henneberry, P.Geol.	Quadro Resources Ltd.	NEX	Director	November 2013 to present
	Sojourn Ventures Inc.	TSX Venture	Director	June 2013 to present
	Cornerstone Metals Inc. (formerly Appleton Exploration Inc.)	TSX Venture	Director, President and CEO	July 2006 to December 2011
	Indigo Exploration Inc.	TSX Venture	Director, President and CEO	May 2008 to December 2011

### **Orientation and Continuing Education**

Given the current size of the Corporation and the Board, the Corporation provides only a limited orientation and education program for new directors. This process includes discussions with management and the Board, with respect to the business and operations of the Corporation. Each new Board member is also entitled to review all previous minutes of the Board and the shareholders.

### **Ethical Business Conduct**

The Board has found that the fiduciary duties placed on individual directors pursuant to corporate legislation and the common law, and the conflict of interest provisions under corporate legislation which restricts 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 Corporation.

### **Nomination of Directors**

All members of the Board are encouraged to identify prospective additions to the Board. Any recommendations would be approved by the entire Board and elected annually by the shareholders of the Corporation.

The Board must have a sufficient number of directors to carry out its duties efficiently, presenting a diversity of views and experience. The Board as a whole reviews the contributions of the directors and considers whether the current size of the Board promotes effectiveness and efficiency, and currently believes that the appropriate size of the Board is four members.

### **Compensation of Directors and Officers**

For a discussion on the process by which the Board determines compensation for the directors and executive officers, see "*COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS – Compensation Discussion and Analysis*".

### **Other Board Committees**

The Board has no other standing committees other than the Audit Committee.

### **Assessments of Directors, the Board and Board Committees**

The Board monitors the adequacy of information given to directors, the communications between the Board and management and the strategic direction and processes of the Board and its Audit Committee, to satisfy itself that the Board, its Audit Committee and its individual directors are performing effectively.

## **COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS**

### **Compensation Discussion and Analysis**

The objective of the Company's compensation strategy is to attract, retain and motivate directors, officers, employees and other service providers by providing them with the opportunity, through share options, to acquire a proprietary interest in the Corporation and benefit from its growth.

During the financial year ended August 31, 2016 the Corporation granted an aggregate of 950,000 incentive stock options (the “**Options**”) to its directors, officers, employees, and consultants under the Corporation’s Share Option Plan (the “**Plan**”), which provides that the Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees, and consultants to the Corporation, non-transferable Options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares at the date of granting the Option. 575,000 Options have been exercised. At the date of this Management Information Circular, the Corporation currently has 2,990,000 Options outstanding.

With respect to the grant of Options, the Chief Executive Officer recommends to the Board the individual equity incentive awards for each executive officer and director. The Board then takes these recommendations into consideration when making final decisions on compensation for those executive officers/directors. The Board does not use formulas for each grant, but is restricted by the policies of the Exchange and the Plan in how many Options it may grant. Options granted under the Plan are awarded to executive officers and directors by the Board based upon the level of responsibility and contribution of the individuals towards the Corporation’s goals and objectives. Previous grants of Options to a particular individual will be taken into account when considering future grants of Options to that particular individual.

The Company has no equity compensation plans other than the Plan.

### **Share Based and Non-Equity Incentive Plan Compensation**

The Corporation has not at any time granted any share-based awards nor has it provided any awards pursuant to a non-equity incentive plan.

### **Benefit, Contribution, Pension, Retirement, Deferred Compensation and Actuarial Plans**

The Corporation currently has no defined benefit, defined contribution, pension, retirement, deferred compensation or actuarial plans for its Named Executive Officer or directors of the Corporation.

### **Named Executive Officers**

Set out below are particulars of compensation paid to the following persons (the "Named Executive Officer"):

- (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 whose total compensation was, individually, more than \$150,000 as determined in accordance with subsection 1.3(6) of Form 51-102F6 Statement of Executive Compensation, 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 that financial year.

During the financial year ended August 31, 2016, the Company had two Named Executive Officers, being Stephen Hanson, CEO and Suzanne Wood, CFO, Secretary and Treasurer.

Stephen Hanson resigned as President and CEO on April 3, 2017 and Duane Parnham was appointed President and CEO as of April 3, 2017.

### **Compensation of Named Executive Officer**

The following table provides compensation information for the financial year ended August 31, 2016 in respect of Suzanne Wood, the President, CFO, Secretary and Treasurer of the Corporation and Stephen Hanson, CEO, collectively (the “**Named Executive Officers**”).

**Summary Compensation Table**

Name and Principal Position	Year Ended August 31,	Salary (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)		Pension Value (s)	All Other Compensation (s)	Total Compensation (s)
					Annual Incentive Plans	Long-Term Incentive Plans			
Duane Parnham, <sup>(1)</sup> President & Chief Executive Officer	2016	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2015	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2014	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Suzanne Wood, <sup>(2)</sup> Chief Financial Officer, Secretary & Treasurer	2016	Nil	N/A	Nil	N/A	N/A	N/A	\$29,000	\$29,000
	2015	Nil	N/A	Nil	N/A	N/A	N/A	N/A	Nil
	2014	Nil	N/A	Nil	N/A	N/A	N/A	N/A	Nil
Stephen Hanson, <sup>(3)</sup> Chairman	2016	Nil	N/A	Nil	N/A	N/A	N/A	\$33,000	\$33,000
	2014	Nil	N/A	Nil	N/A	N/A	N/A	N/A	Nil
	2013	Nil	N/A	Nil	N/A	N/A	N/A	N/A	Nil

**Notes:**

- (1) Duane Parnham was appointed President and Chief Executive Officer on April 3, 2017. He is also a director of the Corporation.
- (2) Suzanne Wood resigned as President on July 15, 2016. She is also Chief Financial Officer, Secretary, Treasurer and a director of the Corporation.
- (3) Stephen Hanson was appointed President on July 15, 2016 and resigned as President and Chief Executive Officer on April 3, 2017. He was appointed Chairman on April 3, 2017 and is also a director of the Corporation.

**INCENTIVE PLAN AWARDS**

The following table sets forth information in respect of Option-based awards outstanding at the end of the financial year ended August 31, 2016 held by the Named Executive Officers.

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

Name	Option-Based Awards				Share-Based Awards		
	No. of securities underlying unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options (\$) <sup>(1)</sup>	No. of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value of Shares-Based Awards that Have Not Vest (\$)	Market or Payout Value of Vested Share-Based Awards Not Paid or Distributed (\$)
Duane Parnham, <sup>(1)</sup> President & Chief Executive	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Suzanne <sup>(2)</sup> Wood, Chief Financial Officer, Secretary & Treasurer	200,000	\$0.05	February 15, 2021	\$13,000	N/A	N/A	N/A

<b>Stephen<sup>(3)</sup> Hanson, Chairman</b>	325,000	\$0.05	February 15, 2021	\$21,125	N/A	N/A	N/A
---	---------	--------	-------------------	----------	-----	-----	-----

**Notes:**

- (1) This value was determined by calculating the difference between the market price of the underlying common shares and the exercise price of the options on August 31, 2016. The closing market price of the Corporation's common shares on August 31, 2016 was \$0.115.
- (2) Duane Parnham was appointed President and Chief Executive Officer on April 3, 2017. He is also a director of the Corporation.
- (3) Suzanne Wood resigned as President on July 15, 2016. She is also Chief Financial Officer, Secretary, Treasurer and a director of the Corporation.
- (4) Stephen Hanson was appointed President on July 15, 2016 and resigned as President and Chief Executive Officer on April 3, 2017. He was appointed Chairman on April 3, 2017 and is also a director of the Corporation.

**Termination and Change of Control Benefits**

Other than as provided for at common law, there is no contract, agreement, plan or arrangement that provides for payments to the Named Executive Officers at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Corporation or a change in the Named Executive Officer's responsibilities.

**DIRECTOR COMPENSATION**

During the financial year ended August 31, 2016 the Corporation did not have any standard arrangements pursuant to which Directors were compensated for services in their capacity as Directors, other than the granting of stock options.

The following table summarizes the compensation paid to directors of the Corporation who were not Named Executive Officers during the year ended August 31, 2016

*Director Compensation Table*

<b>Name</b>	<b>Fees Earned (\$)</b>	<b>Share-Based Awards (\$)</b>	<b>Option-Based Awards (\$)</b>	<b>Non-Equity Incentive Plan Compensation (\$)</b>	<b>Pension Value (\$)</b>	<b>All Other Compensation (\$)</b>	<b>Total Compensation (\$)</b>
Donn Burchill <sup>(1)</sup>	N/A	N/A	N/A	N/A	N/A	Nil	N/A
Tim Henneberry	N/A	N/A	N/A	N/A	N/A	\$25,000	N/A
Shawn Parnham <sup>(2)</sup>	N/A	N/A	N/A	N/A	N/A	N/A	N/A

**Notes:**

- (1) Donn Burchill resigned as a director of the Corporation on March 5, 2017.
- (2) Shawn Parnham was appointed a director of the Corporation on April 3, 2017.

The following table sets forth information in respect of Option-based awards outstanding at the end of the financial year ended August 31, 2016 held by the directors who were not Named Executive Officers.

*Outstanding Option Based Awards and Share Based Awards*

<b>Name<sup>(1)</sup></b>	<b>Option Based Awards</b>			<b>Share Based Awards</b>			
	<b>No. of Securities Underlying Unexercised Options (#)(4)</b>	<b>Option Exercise Price (\$)</b>	<b>Option Expiration Date</b>	<b>Value of Unexercised In-The-Money Options (\$)<sup>(1)</sup></b>	<b>No. of Shares or Units of Shares That Have Not Vested (#)</b>	<b>Market or Payout Value of Share-Based Awards that Have Not Vested (\$)</b>	<b>Market or Payout Value of Vested Share-Based Awards Not Paid or Distributed (\$)</b>
Donn Burchill <sup>(2)</sup>	100,000	0.05	February 15, 2021	\$6,500	N/A	N/A	N/A
Tim Henneberry	325,000	0.05	February 15, 2021	\$21,125	N/A	N/A	N/A

Shawn Parnham <sup>(3)</sup>	Nil	N/A	N/A	Nil	N/A	N/A	N/A
------------------------------	-----	-----	-----	-----	-----	-----	-----

**Notes:**

- (1) This value was determined by calculating the difference between the market price of the underlying common shares and the exercise price of the options on August 31, 2016. The closing market price of the Corporation's common shares on August 31, 2016 was \$0.115.
- (2) Donn Burchill resigned as a director of the Corporation on March 5, 2017.
- (3) Shawn Parnham was appointed a director of the Corporation on April 3, 2017.

**MANAGEMENT CONTRACTS**

Management functions of the Company were not to any substantive degree performed other than by directors or executive officers of the Company during the financial year ended August 31, 2016.

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

The following table sets forth the Corporation's compensation plans under which equity securities are authorized for issuance as at August 31, 2016.

**Equity Compensation Plan Information**

<b>Plan Category</b>	<b>Number of common shares to be issued upon exercise of outstanding options</b>	<b>Weighted-average exercise price of outstanding options</b>	<b>Number of securities remaining available for future issuance under equity compensation plans</b>
Equity compensation plans approved by security holders	950,000	\$0.05	15,000
Equity compensation plans not approved by security holders	Nil	Nil	N/A
Total	950,000	\$0.05	15,000

For further information on the Plan, refer to the heading "Annual Approval of Share Option Plan".

**INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

No director, executive officer or proposed director of the Corporation or any associate of the foregoing is, or at any time since the beginning of the Corporation's most recently completed financial year has been, indebted to the Corporation, nor were any of these individuals indebted to any other entity which indebtedness was the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Corporation, including under any securities purchase or other program.

**INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Other than as set forth in this Information Circular, the Corporation is not aware of any material transaction involving any informed person of the Corporation, any proposed director of the Corporation, or any associate or affiliate of any of informed person or proposed director.

There are potential conflicts of interest to which the directors and officers of the Corporation may be subject in connection with the operations of the Corporation. Some of the directors and officers of the Corporation are engaged and will continue to be engaged in other business opportunities on their own behalf and on behalf of other corporations and situations may arise where such directors and officers will be in competition with the Corporation. Individuals concerned shall be governed in any conflicts or potential conflicts by applicable law and internal policies of the Corporation.

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

## **FINANCIAL STATEMENTS**

The audited financial statements of the Company for the year ended August 31, 2016 (the "Financial Statements"), together with the Auditor's Reports thereon, will be presented to Shareholders at the Meeting. The Financial Statements, the Auditor's Reports thereon together with the Management Discussion and Analysis for the financial year ended August 31, 2016 are available on SEDAR at [www.sedar.com](http://www.sedar.com).

The Notice of Annual General & Special Meeting of Common Shareholders, Information Circular and form of Proxy will be available from the Company's Registrar and Transfer Agent, Computershare Trust Company of Canada, Attention: Proxy Department, 3<sup>rd</sup> Floor, 510 Burrard Street, Vancouver, BC, V6C 3B9, or from the Company's head office located at 507 – 595 Howe Street, Vancouver, BC V6C 2T5.

## **REQUEST FOR FINANCIAL STATEMENTS**

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

## **APPOINTMENT OF AUDITORS**

The shareholders of the Corporation will be asked to vote for the appointment of MNP LLP, Chartered Accountants, as auditors of the Corporation. **Unless otherwise directed, the Management Designees intend to vote in favour of the ordinary resolution appointing MNP LLP, Chartered Accountants, as auditors for the Corporation for the next ensuing year**, to hold office until the close of the next annual meeting of shareholders or until they are removed from office or resign and authorizing the Board to fix the compensation of the auditors. MNP, LLP, Chartered Accountants were first appointed as the auditors of the Corporation in August 2010.

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

### **Annual Approval of Share Option Plan**

The Corporation presently has in place a “rolling” share option plan whereby the Corporation is authorized to grant stock options of up to 10% of its issued and outstanding shares, from time to time (the “**Plan**”). The purpose of the Plan is to attract and motivate directors, officers, employees, consultants and others providing services to the Corporation and thereby advance the Corporation’s interests, by affording such persons with an opportunity to acquire an equity interest in the Corporation through the issuance of stock options. As a “rolling” stock option plan, the Plan is required to be approved by the Shareholders each year at the Corporation’s Annual General Meeting.

Accordingly, shareholders are being asked to approve the Plan which was initially approved by shareholders of the Corporation at the meeting of shareholders held on January 12, 2012. Updates made to the Exchange Policy 4.4 in May 2013 and incorporated in the Plan were approved at the June 26, 2015 Annual General & Special Meeting.

### ***General Description of the Plan***

The following information is intended as a brief description of the Plan and is qualified in its entirety by the full text of the Plan, which will be available for review at the Meeting:

- (a) Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares at the date of granting the stock option. At the date of this Management Information Circular, the Corporation currently has 2,990,000 outstanding stock options granted to the Corporation's officers and directors pursuant to the Plan, the number of securities remaining available for future issuance under the Plan is currently 705,920 however if any option expires or otherwise terminates for any reason without having been exercised in full, the number of shares in respect of which the option expired or terminated shall again be available for the purposes of the Share Option Plan.
- (b) The exercise price per common share for a stock option will be set by the Board and may not be less than the Discounted Market Price (as calculated pursuant to the policies of the Exchange);
- (c) Stock options granted under the Plan may be exercisable for a maximum of 10 years from the date of grant for a Tier 1 Issuer or 5 years from the date of grant for a Tier 2 or a NEX Issuer;
- (d) Stock options granted to directors, officers and all employees and consultants employed or retained by the Corporation will be deemed fully vested and are exercisable immediately, notwithstanding options granted to consultants conducting investor relations activities will vest over a period of not less than 12 months as to 25% on the date that is three months from the date of grant and a further 25% on each successive date that is three months from the date of the previous vesting, or such longer vesting period as the Board may determine;
- (e) The number of Common Shares reserved for issuance under the Plan to any individual director or officer in a 12 month period will not exceed five percent (5%) of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all consultants and service providers conducting investor relations activities will not exceed two percent (2%) of the issued and outstanding Common Shares.
- (f) Options may be exercised no later than 90 days following cessation of the optionee's position with the Corporation and if the cessation of office, directorship, or consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option.

A copy of the Plan is available upon request from the Corporation.

### ***Outstanding Options***

There are currently 2,990,000 incentive stock options outstanding under the Plan, representing 80.9% of the currently available options, and 8.1% of the issued Common Shares. Accordingly, a total of 3,695,920 options (representing 10% of the outstanding common shares as at current date) are permitted to be granted under the Plan, and therefore an additional 705,920 options are currently available for grant under the Plan.

### ***Annual Shareholder Approval of the Plan***

Shareholders will be asked at the Meeting to consider and, if thought fit, pass an ordinary resolution in substantially the following form:

“RESOLVED, as an ordinary resolution, that the Corporation's Share Option Plan, as described in the Corporation's Information Circular dated June 8, 2017 and the grant of options thereunder in accordance therewith, be approved.”

The Board considers that the ability to grant incentive stock options is an important component of its compensation strategy and is necessary to enable the Corporation to attract and retain qualified directors, officers, employees and consultants. **The Board therefore recommends that shareholders vote “For” the resolution approving the Corporation's Share Option Plan.** Unless otherwise instructed, the Corporation's management nominees named in the enclosed form of proxy will vote “IN FAVOUR” of the above resolution. If the Plan is not approved by the shareholders, existing options will not be affected, but new options granted by the Corporation will be required to be approved by the shareholders before they can be exercised by the holders thereof.

## **OTHER BUSINESS**

While there is no other business other than that business mentioned in the Notice of Meeting to be presented for action by the shareholders at the Meeting, **it is intended that the proxies hereby solicited will be exercised upon any other matters and proposals that may properly come before the Meeting or any adjournment or adjournments thereof, in accordance with the discretion of the persons authorized to act thereunder.**

## **ADDITIONAL INFORMATION**

Additional information relating to the Corporation may be found under the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com). Inquiries, including requests for copies of the Corporation's financial statements and management's discussion and analysis, may be directed to Suzanne Wood, President & Chief Financial Officer (604) 761-4689. Additional financial information is provided in the Corporation's comparative financial statements and management's discussion and analysis for the financial year ended August 31, 2016, which is also available on SEDAR at [www.sedar.com](http://www.sedar.com).

## **DIRECTOR APPROVAL**

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

DATED at Vancouver, British Columbia, this 8<sup>th</sup> day of June, 2017

On behalf of the Board,

**"Duane Parnham"**

Duane Parnham  
President, CEO & Director

**EXHIBIT A**  
**AUDIT COMMITTEE CHARTER**

**A. ROLE**

The overall purpose of the Audit Committee (the "Committee") is to assist the Board in fulfilling its responsibility to ensure that the Corporation's management has designed and implemented an effective system of internal financial control, to review and report on the integrity of the financial statements and related financial disclosure of the Corporation and to review the Corporation's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information.

**B. COMPOSITION, PROCEDURES AND ORGANIZATION**

1. The Committee shall consist of at least three members of the Board of Directors (the "Board").
2. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
3. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.
4. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
5. The Committee shall have access to such officers and employees of the Corporation and to the Corporation's external auditors, and to such information respecting the Corporation, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
6. Meetings of the Committee shall be conducted as follows:
  - (a) the Committee shall meet at least twice annually (before and after the annual audit) at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
  - (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and
  - (c) management representatives may be invited to attend all meetings except private sessions with the external auditors.
7. The external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Corporation as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

## **C. RESPONSIBILITIES AND PROCESSES**

1. The Committee's primary responsibilities are as follows:
  - (a) to assist the Board in the discharge of its responsibilities relating to the Corporation's accounting principles, reporting practices and internal controls and its approval of the Corporation's annual and quarterly consolidated financial statements and related financial disclosure;
  - (b) to establish and maintain a direct line of communication with the Corporation's internal and external auditors and assess their performance;
  - (c) pre-approve all audit services and permissible non-audit services as may be amended from time to time;
  - (d) to ensure that the management of the Corporation has designed, implemented and is maintaining an effective system of internal financial control; and
  - (e) to report regularly to the Board on the fulfillment of its duties and responsibilities.
2. The duties of the Committee relating to its oversight responsibilities are:
  - (a) to recommend to the Board a firm of external auditors to be engaged by the Corporation, and to verify the independence of such external auditors;
  - (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
  - (c) review the audit plan of the external auditors prior to the commencement of the audit;
  - (d) to discuss with the independent auditor and CFO's financial and accounting personnel, both together and separately, the adequacy and effectiveness of the internal controls over financial reporting ; whereby eliciting recommendations for the improvement of such internal control procedures or specific areas where new or more detailed controls may be desirable;
  - (e) to provide sufficient opportunity for the independent auditor to meet with members of the Committee without members of management present, to perform an evaluation of the CFO's financial and accounting personnel and the cooperation that the independent auditor received during the course of the audit;
  - (f) to discuss with the external auditors the quality and not just the acceptability of the Corporation's accounting principles; and
  - (g) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.

3. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Corporation are to:
  - (a) review the appropriateness and effectiveness of the Corporation's policies and business practices which impact on the financial integrity of the Corporation, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
  - (b) review compliance under the Corporation's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;
  - (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Corporation; and
  - (d) periodically review the Corporation's financial and auditing procedures and the extent to which recommendations made by the external auditors have been implemented.
  
4. The Committee is also charged with the responsibility to:
  - (a) review the Corporation's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;
  - (b) review and approve the financial sections of the annual report to shareholders; annual and interim MD&A; prospectuses; news releases discussing financial results of the Corporation; and any other public reports of a financial nature requiring approval by the Board, and report to the Board with respect thereto;
  - (c) review regulatory filings and decisions as they relate to the Corporation's financial statements;
  - (d) review the appropriateness of the policies and procedures used in the preparation of the Corporation's financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
  - (e) review and report on the integrity of the Corporation's financial statements;
  - (f) review the minutes of any audit committee meeting of subsidiary companies (if applicable);
  - (g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Corporation and the manner in which such matters have been disclosed in the consolidated financial statements;
  - (h) review the Corporation's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and
  - (i) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board of Directors following each annual general meeting of shareholders.