

**Annual and Special Meeting of
Shareholders
to be held
Monday, June 25, 2018**

**Management Information Circular
Dated May 11, 2018**

55 UNIVERSITY AVENUE, SUITE 1805, TORONTO, ONTARIO, CANADA M5J 2H7
Telephone: 416-362-8243 Facsimile: 416-368-5344
Email: info@buchansresources.com Website: www.buchansresources.com

BUCHANS RESOURCES LIMITED
NOTICE OF ANNUAL AND SPECIAL
MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual and Special Meeting (the "**Meeting**") of the shareholders of Buchans Resources Limited (the "**Corporation**") will be held at 55 University Avenue, Suite 1805, Toronto, Ontario M5J 2H7 on Monday, June 25, 2018 at 12:00 Noon (Toronto time) for the following purposes:

1. to receive the report of the Directors and consider the financial statements of the Corporation for the financial year ended December 31, 2017, together with the report of the auditors thereon;
2. to elect Directors;
3. to appoint auditors for the ensuing year and upon the advice and recommendation of the Audit Committee to authorize the Directors to fix their remuneration;
4. to consider and, if thought fit, to approve an ordinary resolution approving the Restricted Share Unit Plan as a treasury based plan and to reserve common shares of the Corporation from treasury under the Restricted Share Unit Plan;
5. to consider and, if thought fit, to approve an ordinary resolution approving the Deferred Share Unit Plan as a treasury based plan and to reserve common shares of the Corporation from treasury under the Deferred Share Unit Plan;
6. to approve a stock option plan (the "Plan") that may be issued to directors, officers, employees and service providers of the Corporation on exercise of stock options; and
7. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The Circular has been prepared to help you make an informed decision on each of the matters to be voted on at the Meeting. Please review the Circular carefully before voting. The Corporation has elected to use the notice-and-access provisions under National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer (the "**Notice and Access Provisions**") for the Meeting. The Notice and Access Provisions allow the Corporation to post proxy-related materials both on SEDAR and a non-SEDAR website, rather than delivering the materials by mail. Shareholders will still receive this Notice of Meeting and a form of Proxy (or Voting Instruction Form, if applicable) and may choose to receive a paper copy of the Circular.

The Meeting materials, including the Circular, are available on the Corporation's website at www.buchansresources.com and will remain on the website for at least one full year from the date of this Notice. The Meeting materials are also available under the Corporation's profile on SEDAR at www.sedar.com.

Any shareholder who wishes to receive a printed paper copy of this Circular may request a copy from the Corporation by calling (647) 728-4106 or download a copy from the Corporation's website at www.buchansresources.com. If a shareholder requests a printed copy of the Circular prior to the date of the Meeting, the Corporation will send a printed paper copy of the Circular to the requesting shareholder at no cost to them within three business days of the request. If a shareholder requests a printed paper copy of the Circular after the date of the Meeting, the Corporation will send printed paper copies of the Circular to the requesting shareholder at no cost to them within ten calendar days of the request. A shareholder may also contact the Corporation at the contact number or address above to request and receive a copy of the Corporation's Financial Statements and Management's Discussion and Analysis. ("**MD&A**") for the fiscal year ended December 31, 2017. All shareholders are invited to attend the Meeting. Only shareholders at the close of business on May 11, 2018 are entitled to receive notice of and vote at the Meeting.

In order to allow for reasonable time to be allotted for a shareholder to receive and review a paper copy of the Circular prior to the proxy deadline, any shareholder wishing to request a paper copy of the Circular as described above, should ensure such request is received by June 9, 2018.

If you are a registered shareholder, you will have received this Notice of Meeting and a form of Proxy from the Corporation (the "**Proxy**"). Registered shareholders who are unable to attend the Meeting are requested to read the notes included in the form of Proxy enclosed and then to complete, date, sign and mail the enclosed form of Proxy, in accordance with the instructions set out in the Proxy. Completed Proxies must be received by 12:00 noon (Eastern Standard Time) on June 21, 2018, unless the Chairman of the Meeting elects to exercise his discretion to accept Proxies received subsequently.

If you are a non-registered (beneficial) shareholder, you will have received this Notice and a form of Proxy. Non-registered shareholders are requested to read the instructions included in the Proxy enclosed and then to complete the Proxy in accordance with the instructions, and by the deadline, set out therein.

DATED at Toronto, Canada as of the May 11, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

"John F. Kearney"
John F. Kearney
Chairman & Chief Executive

NOTES: Shareholders are entitled to vote at the Meeting in person or by proxy. If it is not your intention to be present at the Meeting, please exercise your right to vote by promptly signing, dating and returning the enclosed form of proxy in the envelope provided for that purpose to the Corporation's offices at 55 University Avenue, Suite 1805, Toronto, Ontario M5J 2H7, no later than 12:00 noon (Toronto time) on June 21, 2018.

The accompanying information circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice. Also accompanying this notice is a form of proxy. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

Only holders of common shares of record at the close of business on May 11, 2018 will be entitled to receive notice of and vote at the Meeting. If you are unable to attend the Meeting in person, please complete, sign and date the enclosed form of proxy and return the same in the enclosed return envelope provided for that purpose within the time and to the location set out in the form of proxy accompanying this notice.

As provided under the Business Corporation Act, (Ontario) the directors have fixed a record date of May 11, 2018. Accordingly, shareholders registered on the books of the Corporation at the close of business on May 11, 2018 are entitled to Notice of the Meeting. A copy of the consolidated financial statements of the Corporation for the financial year ended December 31, 2017 will be mailed to shareholders of the Corporation who requested same and are available under the Corporation's profile on SEDAR at www.sedar.com and on the Corporation's website at www.buchansresources.com

If you are a beneficial shareholder and receive these materials through your broker or another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or intermediary.

BUCHANS RESOURCES LIMITED

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Toronto, Ontario

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MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by and on behalf of the management of BUCHANS RESOURCES LIMITED ("Buchans" or "the Corporation") for use at the Annual and Special Meeting of Shareholders of the Corporation (the "**Meeting**") to be held on Monday, June 25, 2018 at 12:00 noon (Toronto time), in the office of the Corporation at 55 University Avenue, Suite 1805, Toronto, Ontario, M5J 2H7 for the purposes set out in the accompanying Notice of Meeting. It is expected that the solicitation will be made primarily by mail. Proxies may be solicited by officers, directors and regular employees of the Corporation personally or by telephone. The cost of such solicitation will be borne by the Corporation.

Notice and Access

The Corporation has elected to use the notice and access provisions ("**Notice and Access Provisions**") for the Meeting pursuant to National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting Issuer ("**NI 54-101**") with respect to the mailing to its non-registered (beneficial) shareholders. The Notice and Access Provisions allow the Corporation to post proxy-related materials both on SEDAR and a non SEDAR website, rather than delivering the materials by mail. Shareholders will receive a Notice of Meeting and a form of proxy or voting instruction form and may choose to receive a printed paper copy of the Information Circular.

The Corporation is not using procedures known as 'stratification' in relation to the Notice and Access Provisions. Stratification occurs when a reporting issuer using the Notice and Access Provisions provides a paper copy of the Information Circular to some, but not all, shareholders with the Notice of Meeting.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the "**Proxy**") as proxyholders, are Officers and/or Directors of the Corporation. If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than the persons designated in the Proxy, who need not be a shareholder, to attend and act for you on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided by the Proxy or by completing and delivering another suitable form of proxy.

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the 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 shares will be voted accordingly. The Proxy confers discretionary authority on persons 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 in the Proxy, the persons named in the Proxy will vote the shares represented by the Proxy in favour of each matter identified on the Proxy and for the nominees of management for directors and auditors as identified in the Proxy, as applicable.

Registered Shareholders

If you are a registered shareholder, you may wish to vote by proxy whether or not you attend the Meeting in person. If you submit a proxy, you must complete, date and sign the Proxy and return it to the Corporation's offices at 55 University Avenue, Suite 1805, Toronto, Ontario M5J 2H7 in the enclosed envelope and ensuring that the Proxy is received by 12:00 noon on June 21, 2018 or any adjournment thereof at which the Proxy is to be used.

Beneficial Shareholders

The information in this section is of significant importance to shareholders who do not hold shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meetings are those deposited by registered shareholders (those whose names appear on the records of the Corporation as the registered shareholders of shares) or as set out in the following disclosure.

If shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those shares will not be registered in the shareholder's name on the records of the Corporation. Such shares will more likely be registered under the names of the shareholder's broker or an agent of that broker (an "**intermediary**"). 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 Limited, which acts as nominee for many Canadian brokerage firms), and in the United States, 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).

Non-Objecting Beneficial Owners

The Corporation is taking advantage of those provisions of National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer of the Canadian Securities Administrators, which permit the Corporation to deliver proxy-related materials directly to its Non-Objecting Beneficial Owners ("**NOBOs**").

This Circular, with related material and form of Proxy, is being sent or made available to both registered and non-registered shareholders of the Corporation. If you are a non-registered owner, and the Corporation has sent these materials directly to you, your name, address and details about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary who holds your shares on your behalf.

By choosing to send these materials to you directly, the Corporation (and not the Intermediary holding your shares on your behalf) has assumed responsibility for (i) delivering the materials to you, and (ii) executing your proper voting instructions. Please return your completed Proxy to the address specified.

The Corporation is taking advantage of those provisions of National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer of the Canadian Securities Administrators, which permit the Corporation to deliver proxy-related materials directly to its NOBOs. These Proxies are to be completed and returned to the Corporation as set out in the instructions provided on the Proxy.

The Corporation will tabulate the results of the Proxy's received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the Proxies it receives. You have the right to appoint a person (who need not be a Shareholder) other than any of the persons designated in the Proxy to represent your shares at the Meeting and that person maybe you.

Notice to Shareholders in the United States

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of Canada and securities laws of the provinces in Canada. The proxy solicitation rules under the United States Securities Exchange Act of 1934, as amended, are not applicable to the Corporation or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Corporation is incorporated under the *Business Corporation Act* (Ontario), as amended, certain of its directors and its executive officers are residents of Canada and countries other than the United States, and all of the assets of the Corporation and a substantial portion of the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

REVOCATION OF PROXY

Any Registered Shareholder who has returned a Proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a Proxy may be revoked by instrument in writing, including a Proxy bearing a later date, executed by the Registered Shareholder or by his attorney authorized in writing or, if the Registered Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. The instrument revoking the Proxy must be deposited at the registered office of the Corporation, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the Chairman of the Meeting on the day of the Meeting. **Only Registered Shareholders have the right to revoke a Proxy. Non-registered holders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective Intermediaries to revoke the Proxy on their behalf.**

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Each holder of common shares in the capital of the Corporation ("**Common Shares**") of record at the close of business on May 11, 2018 will be entitled to vote at the Meeting or at any adjournment thereof, either in person or by proxy, except to the extent that such holder has transferred any Common Shares after the record date and the transferee of such Common Shares establishes proper ownership thereof and demands, not later than ten days before the Meeting, to be included in the list of shareholders entitled to vote at the Meeting, in which case such transferee is entitled to vote.

As at May 11, 2018, the Corporation had 55,860,716 issued and outstanding Common Shares. Each Common Share carries the right to one vote per share.

To the knowledge of the Directors and executive officers of the Corporation, the following table sets out the names of all persons who beneficially own, directly or indirectly, or exercise control or direction over more than 10% of the outstanding Common Shares:

Name	Number of Common Shares Beneficially Owned (Directly or Indirectly), Controlled or Directed	Percentage of Issued and Outstanding Common Shares as of May 11, 2018
Delbrook Resource Opportunities Fund	6,680,000	11.96%

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

No person who has been a Director or executive officer since the beginning of the Corporation's last completed fiscal year, proposed nominee for election as a Director, and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any matter to be acted upon at the Meeting other than the election of directors, appointment of auditors, creation of Stock Option Plan, creation of Deferred Share Units Plan and creation of Restricted Share Units Plan.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

1. RECEIVING THE FINANCIAL STATEMENTS

The consolidated financial statements of the Corporation for the fiscal year ended December 31, 2017 together with the Auditors Report thereon are available on the Corporation's website at www.buchansresources.com or under the Corporation's Profile on the System for Electronic Analysis and Retrieval (SEDAR) at www.sedar.com and have been mailed to the Corporation's registered and beneficial shareholders who requested them. Management will review the Corporation's financial results at the Meeting, and shareholders will be given an opportunity to discuss these results with management.

2. ELECTION OF DIRECTORS

Under the constating documents of the Corporation, the Board is to be elected annually. The Board currently consists of six Directors. Management proposes to nominate six Directors for election to the Board at the Meeting.

At the Meeting, shareholders will be asked to approve an ordinary resolution for the election of the six persons named hereunder as directors of the Corporation (the "**Nominees**"). **Unless authority to do so is withheld, the persons named in the accompanying proxy intend to vote for the election of the Nominees.**

Management does not contemplate that any of the Nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, it is intended that discretionary authority shall be exercised by the persons named in the accompanying proxy to vote the proxy for the election of any other person or persons in place of any Nominee or Nominees unable to serve. Each director elected will hold office until the close of the first annual meeting of shareholders of the Corporation following his or her election or until his or her successor is duly elected or appointed unless his or her office is earlier vacated in accordance with the by-laws of the Corporation. Each of the Nominees consented to act as a Director of the Corporation effective June 16, 2017

Directors hold office for a term of one (1) year until the next annual meeting of shareholders of the Corporation or until their successors are duly elected or appointed.

Name and Municipality of Residence	Offices with the Corporation	Principal Occupation	Director Since	Shares held Directly or Indirectly or over which control or direction is exercised
John F. Kearney(1) Ontario, Canada	Chairman, Chief Executive Officer and Director	Mining Executive Chairman and CEO of Labrador Iron Mines Holdings Limited and Canadian Zinc Corp.	May 8, 2015	2,546,969
Patrick D. Downey(1) Ontario, Canada	Director	Chartered Accountant	June 16, 2017	186,500(2)
Terence McKillen Ontario, Canada	Director	Professional Geologist (Retired)	June 16, 2017	213,050
Peter McParland Ireland	Director	Business Executive	June 16, 2017	473,000
Michael Power(1) Ontario, Canada	Director	Professional Engineer	June 16, 2017	Nil
Danesh Varma Kingston United Kingdom	Director, Chief Financial Officer	Chartered Accountant	June 16, 2017	2,497,298

Notes (1) Member of the Audit Committee.
(2) Holds 186,500 through Laird Island Holdings Inc.

As of the date hereof, the directors and executive officers of the Corporation as a group beneficially own, directly or indirectly, 5,916,817 Common Shares representing approximately 10.5% of the issued and outstanding Common Shares.

The following relates to the directors and officers of the Corporation.

John F. Kearney – Mr. Kearney, Chairman, is a mining executive with 44 years of experience in the mining industry. He is currently a director or senior officer of numerous mineral ventures including, Labrador Iron Mines Holdings Limited, Anglesey Mining Plc, and Canadian Zinc Corporation and is also Chairman of Xtierra. He currently serves as a director of the Mining Association of Canada. He holds degrees in law and economics from the University College Dublin and a Masters in Business Administration from Trinity College Dublin. He is a member of the Law Society of Ireland.

Patrick D. Downey – Mr. Downey is a Canadian chartered accountant and an Institute of Corporate Directors Certified Director with over 35 years of experience in the mining industry. He has been a director, CEO and CFO of Toronto Stock Exchange and New York Stock Exchange listed companies, including Northgate Minerals Corp., The companies he has been associated with have been involved in numerous mining operations primarily involving gold and copper mines in Australia, Canada, Chile, Mexico and the USA. Mr. Downey is Chairman of the Audit Committee.

Terence N. McKillen – Mr. McKillen is a retired professional geologist with 47 years of experience in the mining industry. He was Chief Executive of Minco from 2007 until April 2013. He holds degrees in geology from the University of Dublin (Trinity College) and the University of Leicester. He is a lifetime honorary member of the Association of Professional Geoscientist of Ontario. Mr. McKillen is a director of Xtierra Inc. and Conquest Resources Limited. He has extensive experience in exploration and development projects in Ireland, Europe, Africa, Southeast Asia, as well as North, Central and South America.

Peter McParland – Mr. McParland is Managing Director of Quarry and Mining Equipment (QME), a leader in supplying remanufactured LHD scooptrams and drilling equipment and mining contracting services to the mining industry worldwide, based in Navan, Co. Meath, Ireland.

Michael Power – Mr. Power is a director of Greencastle Resources Ltd., Moydow Resources Limited, Conroy Gold and Natural Resources Plc, Great Lakes Nickel Limited and Minerex Drilling Contractors Limited. He is a Professional Engineer registered in Ontario and is also a Chartered Financial Analyst with 50 years of experience in the mining industry in Canada and worldwide. Based in Toronto, Mr. Power was formerly Vice-President and Secretary of Moydow Mines International Inc., Vice-President of Corporate Development at Hemlo Gold Mines Ltd. and previously Noranda Mines. Mr. Power is a member of the Audit Committee.

Danesh Varma – Mr. Varma, Chief Financial Officer. He is a chartered accountant with over 31 years of experience in the mining finance industry, having been a director of American Resource Company, Northgate Exploration Ltd. and Westfield Minerals Ltd. Mr. Varma holds directorships with Labrador Iron Mines Holdings Limited, Brookfield Infrastructure Partners L.P. and Anglesey Mining Plc.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No director, officer, promoter or other member of Management is, or within the ten years prior to the date hereof has been, a director, officer, promoter or other member of management of any other issuer that, while that person was acting in the capacity of a director, officer, promoter or other member of management of that issuer, was the subject of a cease trade order or similar order or an order that denied the issuer access to any statutory exemptions for a period of more than thirty consecutive days or was declared bankrupt or made a

voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets except as follows:

- a. John F. Kearney, Danesh Varma and Neil J. F. Steenberg are directors and/or officers of Labrador Iron Mines Holdings Limited which on April 2, 2015, instituted proceedings in the Ontario Superior Court of Justice for a financial restructuring by means of a plan of compromise or arrangement under the Companies' Creditors Arrangement Act which plan was approved by creditors on December 6, 2016 and sanctioned by the Court on December 14, 2016.
- b. Michael Power was a Director of San Gold Corporation which on December 22, 2014, filed a Notice of Intention to Make a Proposal under the Bankruptcy and Insolvency Act (Canada). On December 23, 2014, trading of the common shares and subordinated unsecured convertible debentures was suspended by the Investment Industry Regulatory Organization of Canada and the Toronto Stock Exchange. On March 5, 2015, San Gold Corporation obtained Court approval to conduct a Sale and Investor Process (SIPA). Mr. Power resigned as a director of San Gold Corporation on June 22, 2015.

Director Compensation and Equity Ownership

Personal Bankruptcies

No director, officer, promoter or other member of management of the Corporation is, or within the ten years prior to the date hereof has been bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Conflicts of Interest

There are no material transactions with or involving the directors, senior officers, promoters or principal holders of securities of the Corporation that have occurred since incorporation. Some of the directors and officers of the Corporation are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations, and situations may arise where these directors and officers will be in direct competition with the Corporation. Certain of the Corporation directors and officers also serve as directors and/or officers of companies which may enter into contracts with the Corporation in the future. In the event that this occurs, a conflict of interest will exist. Directors in a conflict of interest position are required to disclose such conflicts to the Corporation.

The directors of the Corporation are required by law to act honestly and in good faith with a view to the best interests of the Corporation and to disclose any interests that they may have in any material contract or material transaction. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict is required to disclose his interest and abstain from voting on such matter.

The directors and officers of the Corporation are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosures by directors of conflicts of interest in respect of the Corporation and are required to comply with such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors or officers.

EXECUTIVE COMPENSATION

Named Executive Officers

During the year ended December 31, 2017, the Corporation had three Named Executive Officers ("NEOs") as defined under applicable Canadian securities regulations; namely, John F. Kearney; Chief Executive Officer, Warren MacLeod, Director and President of the Corporation's subsidiary Buchans Minerals Corporation and Danesh Varma, Chief Financial Officer.

Compensation Discussion and Analysis

Given the stage of development and scale of its operations, the Corporation has not paid any salary to its Chief Executive Officer in his capacity as an executive officer during the last financial year.

Certain officers or directors may from time to time be compensated for professional or consulting services provided to the Corporation in accordance with industry rates based upon invoices submitted periodically.

Summary of Compensation

Except as noted below, the NEOs have received no compensation from the Corporation during its fiscal period from incorporation until December 31, 2017. the Corporation does not plan to provide regular compensation to its executive officers during the next 12 months, however, it is anticipated that certain of its officers will be engaged from time to time to provide services as consultants to the Corporation and they will be compensated at standard industry rates on the basis of the actual time spent and the nature of the services provided.

Summary Executive Compensation Table

The following table sets forth information regarding compensation paid to the NEOs for the period ended December 31, 2017

Name and Principal Position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total Compensation (\$)
					Annual incentive plans	Long-term plans			
John F. Kearney Chief Executive	2017	Nil	250,000	Nil	Nil	Nil	Nil	Nil	250,000
Warren MacLeod President	2017	210,000	Nil	Nil	Nil	Nil	Nil	Nil	210,000
Danesh Varma Chief Financial Officer	2017	36,000	Nil	Nil	Nil	Nil	Nil	Nil	36,000

In December 2017, on the recommendation of an Independent Committee, the Board of Directors approved the issue of 833,333 shares valued at \$0.30 per share to John Kearney, Chairman and Chief Executive, as compensation for management services in the equivalent amount of \$250,000, which shares were issued after year-end.

Mr. MacLeod resigned as a Director in December 2017.

Long-Term Incentive Plans, Options and SARs – Awards and exercises in most recently completed Fiscal Year

During the most recently completed financial year, there were no incentive stock options and SARs (stock appreciation rights) granted to or exercised by the Named Executive Officers.

The Corporation has no long term incentive plans in place and, therefore, there were no awards made under any long-term incentive plan to the Named Executive Officers during the Corporation most recently completed fiscal year. A "Long-Term Incentive Plan" is a plan under which awards are made based on performance over a period longer than one fiscal year, other than a plan for options, SARs (stock appreciation rights) or restricted share compensation. the Corporation does not have a pension plan.

No bonuses were paid to the Named Executive Officers during the financial year ended December 31, 2016. the Corporation does not have a formal annual incentive bonus plan in place. Any award of a bonus to executive officers would be entirely at the discretion of the Board.

Defined Benefit or Actuarial Plan

The Corporation does not have a defined benefit or actuarial or pension plan.

Compensation Governance

The Corporation does not have a Compensation Committee. Compensation matters are reviewed by the full Board of Directors. An interested board member is required to abstain from voting on matters concerning his own compensation. Currently, the directors of the Corporation do not receive fees in their capacities as directors, as described under "Directors Compensation". See "Directors Compensation".

The Board relies on the general knowledge and experience of its members, and recommendations from the Chief Executive Officer, in reviewing appropriate levels of compensation for Named Executive Officers and the implementation of, or amendment to, any other aspects of compensation that the Board may review from time to time. The Board have relevant general, but not direct, experience in executive compensation and compensation policies and practices in the mineral resources business gained through current and prior experience in business and in the minerals industry. the Corporation has not had any contractual arrangement with any compensation consultant at any time during 2017.

The Board as a whole is responsible for considering the risks associated with the Corporation compensation policies and practices and has not identified any specific risks associated with the Corporation compensation policies and practices that are reasonably likely to have a material adverse effect.

Because of the current scale and scope of the Corporation operations, and the limited number of senior management and employees, and the oversight by the Board of all significant activities, including risk management, the Board does not believe that the Corporation compensation policies and practices would encourage any executive officer to take inappropriate or excessive risk.

The Corporation NEOs or Directors are not prohibited from purchasing financial instruments, including, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive or Director.

Termination and Change of Control Benefits

There are no compensatory plans or arrangements with respect to the NEOs, which result or will result from the resignation, retirement or any other termination of employment of a Named Executive's employment with the Corporation or any subsidiary or from a change of control of the Corporation or a subsidiary or a change in the Named Executive's responsibilities following a change in control.

Except as otherwise disclosed herein, the Corporation has no compensatory plan or arrangement in respect of compensation received, or that may be received, by a NEO in the Corporation most recently completed or current financial year to compensate such NEO in the event of the termination of employment (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Corporation or a change in responsibilities of the NEO following a change in control.

COMPENSATION OF DIRECTORS

Directors do not currently receive any compensation as such for their services. Directors are reimbursed for travel expenses incurred in connection with attendance at meetings of the Board or any committee thereof.

INDEBTEDNESS OF OFFICERS AND DIRECTORS

None of the Directors, officers, or associates of such persons have been indebted to the Corporation or any of its subsidiaries at any time since incorporation of the Corporation. No such person has been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Corporation or any of its subsidiaries in respect of the purchase of securities or otherwise.

AUDIT COMMITTEE

The Audit Committee assists the board of directors in fulfilling its responsibilities for oversight of financial and accounting matters. The committee recommends the auditors to be nominated and reviews the compensation of the auditors. The committee is directly responsible for overseeing the work of the auditors, must pre-approve non-audit services, be satisfied that adequate procedures are in place for the review of the Corporation public disclosure of financial information extracted or derived from the Corporation financial statements and must establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters. The current members of the Audit Committee are Messrs. Downey, Power and Kearney, each of whom are financially literate and a majority of whom are independent in accordance with Multinational Instrument 52-110 – Audit Committees.

CORPORATE GOVERNANCE

The Directors of the Corporation are committed to maintaining high standards of corporate governance and to managing the Corporation in an honest and ethical manner. The Board believes that its corporate governance policies and procedures are appropriate in light of the size, nature and stage of development of the Corporation. The Board is accountable to shareholders for good corporate governance and has adopted the following procedures in this regard.

Board of Directors

The Board currently comprises six members, four of whom the Board has determined are "independent" within the meaning of Canadian National Instrument 58-101, Disclosure of Corporate Governance Practices (the "NI 58-101").

A Director who has no direct or indirect material relationship with the Corporation is independent within the meaning of NI 58-101. A "material relationship" is defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment.

The Chairman of the Board, John F. Kearney, is not considered independent in that he is also Chief Executive Officer of the Corporation. Danesh Varma, Chief Financial Officer; and Warren MacLeod, President of the Corporation subsidiary BMC, are also considered non-independent directors.

Messrs. Downey, McKillen, McParland, and Power are considered independent Directors since they are all independent of management and free from any material relationship with the Corporation. The basis for this determination is that none of the independent Directors has been employed by the Corporation, received direct remuneration from the Corporation or had any material contracts with or material interests in the Corporation which could interfere with their ability to act with a view to the best interests of the Corporation.

Directorships

The following Directors of the Corporation are at present directors of reporting issuers (or equivalent):

Director	Name of Reporting Issuer
John Kearney ⁽¹⁾	Anglesey Mining Plc (LSE:AYM) Canadian Zinc Corporation (TSX:CZN) Conquest Resources Limited (TSXV:CQR) Labrador Iron Mines Holdings Limited (US – OTC: LBRMF) Xtierra Inc. (TSXV:XAG)
Terence McKillen	Conquest Resources Limited (TSXV:CQR) Xtierra Inc. (TSXV:XAG)
Michael Power	Conroy Gold and Natural Resources Plc (AIM:CGNR) Greencastle Resources Ltd. (TSXV:VGN)
Danesh Varma ⁽¹⁾	Anglesey Mining Plc (LSE:AYM) Brookfield Infrastructure Partners L.P. (TSX:BIP; NYSE:BIP) Labrador Iron Mines Holdings Limited (US – OTC: LBRMF) Xtierra Inc. (TSXV:XAG)

(1) John F. Kearney and Danesh Varma are directors of a group of associated public companies, which have some overlapping or common management and which share office space or other facilities with the Corporation. In a general sense, these companies operate as a 'group' of which John Kearney may be described as "group" Chairman. Neither John Kearney nor Danesh Varma believe that their participation in this group of associated companies impedes his ability to meet his commitments to the Corporation.

Orientation and Continuing Education

The Board recognizes the importance of continuing education to ensure that members of the Board maintain the skill and knowledge for them to meet their obligation as directors. The Corporation currently has no formal orientation and education program for Board members. Information (such as recent reports, technical reports and various other operating, property and budget reports) is provided to Board members to ensure that Directors are familiarized with the Corporation business and the procedures of the Board. In addition, directors are encouraged to visit the Corporation properties at least once per year. The Corporation also encourages continuing education of its Directors by distributing information on industry and regulatory matters and by facilitating attendance at industry conferences, seminars or courses.

Ethical Business Conduct

In addition, as some of the Directors of the Corporation also serve as Directors and officers of other companies engaged in similar business activities, the Directors must comply with the conflict of interest provisions under the Business Corporation Act (Ontario), as well as the relevant securities regulatory instruments, in order to ensure that Directors exercise independent judgment in considering transactions and agreements in respect of which a Director or officer has a material interest. Any interested Director is required to declare the nature and extent of his or her interest and is not entitled to vote at meetings of Directors where such a conflict arises.

The Board believes that the fiduciary duties placed on individual directors by the Corporation 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 in the best interests of the Corporation.

Nomination of Directors

The Board does not have a separate nominating committee. The Board performs the functions of a nominating committee with responsibility for the appointment and assessment of Directors. In view of the current size of the Corporation and the current scale of its operations, the composition of the current Board and the service of the current members of the Board, a separate nominating committee has not as yet been considered necessary by the Corporation.

While there are no specific criteria for Board membership, the Corporation attempts to attract and maintain Directors with business experience and a particular knowledge of mineral exploration, project development and mining or other areas such as finance which would assist the Corporation. As such, nominations to the Board have been the result of recruitment efforts by the Corporation and discussions among the Directors prior to the consideration by the Board as a whole.

Compensation

Given the current stage of development of the Corporation, the Directors of the Corporation do not currently receive fees in their capacities as Directors.

Other Board Committees

The Board has not established any committees, other than the Audit Committee.

Assessments

Given the size of the Corporation and the current stage of development and scale of its operations, the Board believes that its structure and composition is appropriate and that the Board is functioning effectively at the current time. The Board will assess the contributions and effectiveness of the Board as a whole, and each individual Director, in order to determine whether each is functioning effectively.

No cash compensation was paid to directors for the most recently completed financial year. Directors who also provide professional or consulting services to the Corporation may be compensated based upon the invoiced value of the services provided. Directors are entitled to be reimbursed for all reasonable expenses incurred in attending meetings of the board or any committee of the board.

Board and Corporate Diversity

the Corporation currently does not have any women Board members or in executive officer positions (as such term is defined in the Canadian Securities Administrators guidelines for effective corporate governance). the Corporation recognizes the value of individuals with diverse attributes on the Board and in executive officer positions and the desirability of representation of women on the Board and in executive officer positions.

the Corporation has not adopted a written policy relating to the identification and nomination of women directors or regarding the number of women in executive positions because it does not believe that a written policy is the best way to achieve the Corporation's business objectives.

the Corporation believes that the interests of the Corporation would be best served by ensuring that new directors or executives are identified and selected from the widest possible group of potential candidates. A formalized written diversity policy governing the identification and selection of potential women candidates may unduly restrict the Corporation's ability to select the best and most suitable candidate.

The Board is responsible for establishing qualifications and skills necessary for an effective Board and various committees of the Board and for senior executive positions, including factors such as professional experience, particular areas of expertise, personal character, potential conflicts of interest, diversity and other commitments.

Although diversity, which includes diversity in gender, age, ethnicity and cultural background, is one of the factors considered in the Corporation's identification and selection process, other factors, including knowledge and relevant experience, or particular areas of expertise, are given greater consideration in the identification and selection process. In light of the Corporation's view that candidates should be selected from the widest possible group of qualified individuals, the level of representation of women may be considered but is not a major factor in identifying and appointing individuals to the Board.

the Corporation's policy with respect to the representation of women in executive officer positions is the same as its views on the representation of women in the director identification and selection process. In making decisions as to executive officer appointments, the Corporation believes that decisions to hire or promote an individual should be based on that person's knowledge and experience, particular areas of expertise, character and merit. Accordingly, the representation of women in executive officer positions may be considered but is not a major factor and is not an issue when making executive officer appointments.

the Corporation has not adopted a target regarding the representation of women on the Board or in executive officer positions for the reasons set out above. the Corporation believes that adopting such a target would unduly restrict its ability to select, hire or promote the best and most suitable candidate for the position in question.

The following table sets forth information in respect of all compensation paid to or earned by the directors of the Corporation during the financial year ended December 31, 2017.

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Patrick Downey	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Terence McKillen	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Peter McParland	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Michael Power	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Outstanding Share-Based Awards, Option-Based Awards and Non-Equity Incentive Plan Compensation

The Corporation did not have any option-based and share-based awards outstanding as at December 31, 2017.

Incentive plan awards – value vested or earned during the year

The Corporation did not have incentive plan awards as at December 31, 2017.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No person who is or was at any time during the most recently completed financial year of the Corporation an officer or director of the Corporation, no proposed nominee for election as a director, or any associate of any such person was indebted to the Corporation.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The by-laws of the Corporation provide that the Corporation is required to indemnify a director or officer, or former director or officer, or a person who acts or acted at the request of the Corporation as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of having been a director or officer of such body corporate if (a) he or she acted honestly and in good faith with a view to the best interests of the Corporation, and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

The Corporation has purchased insurance for the benefit of the Corporations directors and officers against liability incurred by them in their capacity as directors and officers. The policy provides coverage on a claims made basis in respect of a maximum total liability of \$3 million, subject to a deductible of \$25,000 per event. The premium which was paid in 2017 was \$15,000. The policy contains standard industry exclusions.

3. APPOINTMENT OF AUDITORS

The directors propose to nominate UHY McGovern, Hurley LLP, as the auditors of the Corporation to hold office until the close of the next annual meeting of shareholders.

In the past, the directors have negotiated with the auditors of the Corporation on an arm's length basis in determining the fees to be paid to the auditors. Such fees have been based on the complexity of the matters in question and the time incurred by the auditors. The directors believe that the fees negotiated in the past with the auditors of the Corporation were reasonable and in the circumstances would be comparable to fees charged by other auditors providing similar services.

In order to appoint UHY McGovern, Hurley LLP as auditors of the Corporation to hold office until the close of the next annual meeting, and authorize the directors to fix the remuneration thereof, a majority of the votes cast at the Meeting must be voted in favour thereof.

The management representatives named in the attached form of proxy intend to vote in favour of the appointment of UHY McGovern, Hurley LLP as auditors of the Corporation and in favour of authorizing the directors to fix the remuneration of the auditors, unless a shareholder specifies in the proxy that his or her Common Shares are to be withheld from voting in respect of the appointment of auditors and the fixing of their remuneration.

4. APPROVAL OF RESTRICTED SHARE UNIT PLAN

The Corporation is seeking Shareholder approval for the issuance of Common Shares from treasury pursuant to the Corporation's new Restricted Share Unit Plan (the "RSU Plan") and Deferred Share Unit Plan (the "DSU Plan"). The intent of each of the proposed treasury-based RSU Plan and DSU Plan is to encourage significant share ownership by executives and directors, to provide a more flexible mix of compensation components to attract, retain, and incentivize the performance of directors and senior employees in alignment with the success of the Corporation and its Shareholders, and to preserve cash where possible.

The Corporation has nil stock options outstanding and issued to insiders of the Corporation. Pursuant to the terms of each of the RSU Plan, DSU Plan and Stock Option Plan, the maximum number of Common Shares issuable to insiders of the Corporation pursuant to all security-based compensation arrangements of the Corporation is not to exceed 10% of the issued and outstanding Common Shares.

The Board is seeking approval of the RSU Plan for the benefit of the Corporation's employees, directors and consultants. The RSU Plan is intended to assist the Corporation in the recruitment and retention of highly qualified employees, directors and eligible consultants by providing a means to reward performance, to motivate participants under the RSU Plan to achieve important corporate and personal objectives and, through the proposed issuance by the Corporation of Common Shares under the RSU Plan, to better align the interests of participants with the long-term interests of Shareholders.

The Board intends to use Restricted Share Units ("RSUs") issued under the RSU Plan, as well as options issued under the Stock Option Plan, as part of the Corporation's overall executive compensation plan. Since the value of RSUs increase or decrease with the price of the Common Shares, RSUs reflect a philosophy of aligning the interests of executives with those of the Shareholders by tying executive compensation to share price performance. In addition, RSUs assist in the retention of qualified and experienced executives by rewarding those individuals who make a long term commitment.

At the Meeting, Shareholders will be asked to approve a resolution to approve the RSU Plan as a treasury based plan and to reserve Common Shares from treasury for issuance under the RSU Plan. In order to be approved, the resolution must be passed by a majority of the votes cast by the holders of the Common Shares present in person or represented by proxy at the Meeting. Unless such authority is withheld, the management representatives designated in the enclosed form of proxy intend to vote FOR the approval of the resolution authorizing the RSU Plan as set forth in this document (the "RSU Plan Resolution").

Eligible Participants

The RSU Plan is administered by the Board or such other Committee of the Board as may be designated by the Board (the "Committee"). Employees, directors and eligible consultants of the Corporation and its designated subsidiaries are eligible to participate in the RSU Plan. In accordance with the terms of the RSU Plan, the Corporation, under the authority of the Board of Directors through the Committee, will approve those employees, directors and eligible consultants who are entitled to receive RSUs and the number of RSUs to be awarded to each participant. RSUs awarded to participants are credited to them by means of an entry in a notional account in their favour on the books of the Corporation.

Each RSU awarded conditionally entitles the participant to receive one Common Share (or the cash equivalent) upon attainment of the RSU vesting criteria. The Committee may impose additional conditions to any particular RSU award.

Vesting

The vesting of RSUs is conditional upon the expiry of a time-based vesting period. The duration of the vesting period and other vesting terms applicable to the grant of the RSUs shall be determined at the time of the grant by the Board of Directors.

Once the RSUs vest, the participant is entitled to receive the equivalent Inspection

A copy of the RSU Plan is available for inspection during regular business hours up to the date of the Meeting at the Corporation's offices at Suite 1805, 55 University Avenue, Toronto, Ontario, M5J 2H7, and will also be available for review at the Meeting.

Amendments to the RSU Plan

Following receipt of the Shareholder approval contemplated hereunder, the Board may, without notice, at any time and from time to time, without shareholder or RSU Plan participant approval, amend certain provisions of the RSU Plan in such manner as the Board, in its sole discretion, determines appropriate including:

- (a) for the purposes of making formal minor or technical modifications to any of the provisions of the RSU Plan;
- (b) to correct any ambiguity, defective provision, error or omission in the provisions of the RSU Plan;
- (c) to change the vesting provisions of RSUs;
- (d) to change the termination provisions of RSUs or the RSU Plan that does not entail an extension beyond the original expiry date of the RSU;
- (e) to preserve the intended tax treatment of the benefits provided by the RSU Plan, as contemplated therein; or
- (f) any amendments necessary or advisable because of any change in applicable laws; provided, however, that:
- (g) no such amendment of the RSU Plan may be made without the consent of each affected participant if such amendment would adversely affect the rights of such affected participant(s) under the RSU Plan; and
- (h) Shareholder approval shall be obtained in accordance with the requirements of the TSX for any amendment that results in:

- i. an increase in the percentage of the outstanding Common Shares issuable pursuant to the RSU Plan;
- ii. an extension of the expiry date for RSUs granted to insiders under the RSU Plan;
- iii. other types of compensation through Common Share issuance;
- iv. expansion of the rights of a participant to assign RSUs beyond what is currently permitted in the RSU Plan;
- v. the addition of new categories of participants, other than as already contemplated in the RSU Plan;
- vi. a change in the issue price of Common Shares issuable pursuant to the RSU Plan benefitting an insider;
- vii. a change to the amendment provisions of the RSU Plan; or
- viii. an amendment to remove or exceed the RSU Insider Limit.

Motion to Approve

The TSX has conditionally approved the treasury-based aspects of the RSU Plan, subject to approval of the Shareholders.

The Board recommends that Shareholders vote FOR the RSU Plan Resolution and the Corporation has been advised that the Directors and senior officers of the Corporation intend to vote all common shares held by them in favour of the RSU Plan Resolution. In the absence of a contrary instruction, the person(s) designated by management of the Corporation in the enclosed form of proxy intent to vote FOR the RSU Plan

Resolution, including for the Common Shares to be taken from treasury and set aside for issuance under the RSU Plan.

Accordingly, at the Meeting, shareholders will be asked to approve the following ordinary resolution approving the RSU Plan Resolution in the following form:

"UPON MOTION IT IS RESOLVED that:

1. the Restricted Share Unit Plan allowing for the issuance of a maximum of that number of Common Shares from treasury equal to 3% of the Common Shares of the Corporation issued and outstanding from time to time be and is hereby approved;
2. the Corporation will have the ability to issue Restricted Share Units which may be settled in Common Shares from treasury; and
3. any director or officer of the Corporation be and is hereby authorized, for and on behalf of the Corporation, to do all such things and execute all such documents and instruments as may be necessary or desirable to give effect to this resolution.

Greater than 50% of the votes cast by Shareholders present in person or by proxy are required to approve the RSU Plan Resolution.

4. APPROVAL OF DEFERRED SHARE UNIT PLAN ("DSU Plan")

The Board is seeking approval of the DSU Plan for the benefit of the Corporation's non-executive directors.

The DSU Plan is intended to assist the Corporation in the recruitment and retention of qualified persons to serve on the Board and, through the proposed issuance by the Corporation of Common Shares under the DSU Plan, to promote better alignment of the interests of directors and the long-term interests of Shareholders.

The Board intends to use the Deferred Share Units ("**DSUs**") issued under the DSU Plan, as well as options issued under the Stock Option Plan and RSUs issued under the RSU Plan, if any, as part of the Corporation's overall director compensation plan. Since the value of DSUs increase or decrease with the price of the Common Shares, DSUs reflect a philosophy of aligning the interests of directors with those of the Shareholders by tying compensation to share price performance.

At the Meeting, Shareholders will be asked to approve a resolution to approve the DSU Plan as a treasury based plan and to reserve Common Shares from treasury for issuance under the DSU Plan. In order to be approved, the resolution must be passed by a majority of the votes cast by the holders of the Common Shares present in person or represented by proxy at the Meeting. Unless such authority is withheld, the management representatives designated in the enclosed form of proxy intend to vote FOR the approval of the resolution authorizing the DSU Plan as set forth in this document (the "**DSU Plan Resolution**").

Administration of Plan

The Board may award such number of DSUs to a non-executive director as the Board deems advisable to provide the director with appropriate equity-based compensation for the services he or she renders to the Corporation. A DSU is a unit credited to a Participant by way of a bookkeeping entry in the books of the

Corporation, the value of which is equivalent to a Common Share. All DSUs paid with respect to such awards will be credited to the director by means of an entry in a notional account in their favour on the books of the Corporation (a "DSU Account"). The Board shall determine the date on which such DSUs may be granted and the date as of which such DSUs shall be credited to the director's DSU Account. The Corporation and a director who receives such an award of DSUs shall enter into a DSU award agreement to evidence the award and the terms applicable thereto.

Additionally, the DSU Plan provides that non-executive directors may elect to receive up to 50% of their annual compensation amount (the "Annual Base Compensation") in DSUs. All DSUs paid with respect to Annual Base Compensation will be credited to the director's DSU Account when such Annual Base Compensation is payable. The director's DSU Account will be credited with the number of DSUs calculated to the nearest thousandth of a DSU, determined by dividing the dollar amount of compensation payable in DSUs on the payment date by the Share Price of a Common Share at the time. Share Price is defined in the DSU Plan and means (if the Common Shares are listed and posted for trading on a stock exchange) the volume weighted average price of a Common Share on a stock exchange over the five (5) consecutive trading days immediately preceding the date of grant or the redemption date, as the case may be. Fractional Common Shares will not be issued and any fractional entitlements will be rounded down to the nearest whole number.

Generally, a participant in the DSU Plan shall be entitled to redeem his or her DSUs during the period commencing on the business day immediately following the date upon which the non-executive director ceases to hold any position as a director of the Corporation and its subsidiaries and is no longer otherwise employed by the Corporation or its subsidiaries, including in the event of death of the participant (the "Termination Date") and ending on the 90th day following the Termination Date. Redemptions under the DSU Plan may be in Common Shares issued from treasury subject to the Shareholder approval being sought at this Meeting, may be purchased by the Corporation on the open market for delivery to the director, may be settled in cash or any combination of the foregoing, at the discretion of the Corporation. The Committee may impose additional conditions to any particular DSU award.

Maximum Number of Common Shares Issued

DSUs may be granted in accordance with the DSU Plan, provided the aggregate number of DSUs outstanding pursuant to the DSU Plan from time to time does not exceed 2% of the issued and outstanding Common Shares from time to time. It is proposed that the maximum number of Common Shares which may be reserved, set aside and made available for issuance under the DSU Plan is a variable number equal to 2% of the issued and outstanding Common Shares of the Corporation as of the date of grant on a non-diluted basis.

The DSU Plan provides that the maximum number of Common Shares issuable to insiders (as that term is defined by the TSX) pursuant to the DSU Plan, together with any Common Shares issuable pursuant to any other security-based compensation arrangement of the Corporation, will not exceed 10% of the total number of outstanding Common Shares. In addition, the maximum number of Common Shares issued to insiders under the DSU Plan, together with any Common Shares issued to insiders pursuant to any other security-based compensation arrangement of the Corporation within any one year period, will not exceed 5% of the total number of outstanding Common Shares (the "**DSU Insider Limit**").

Transferability

No right to receive payment of deferred compensation or retirement awards shall be transferable or assignable by any participant under the DSU Plan except by will or laws of descent and distribution.

Inspection

A copy of the DSU Plan is available for inspection during regular business hours up to the date of the Meeting at the Corporation's offices at Suite 1805, 55 University Avenue, Toronto, Ontario, and will also be available for review at the Meeting.

Amendments to the DSU Plan

Following receipt of the Shareholder approval contemplated hereunder, the Board may at any time, and from time to time, and without shareholder or DSU Plan participant approval, amend certain provisions of the DSU Plan, subject to any regulatory or stock exchange requirement at the time of such amendment, including:

- (a) for the purposes of making formal minor or technical modifications to any of the provisions of the DSU Plan including amendments of a "clerical" or "housekeeping" nature;
- (b) to correct any ambiguity, defective provision, error or omission in the provisions of the DSU Plan;
- (c) amendments to the termination provisions of the DSU Plan;
- (d) amendments necessary or advisable because of any change in applicable laws;
- (e) amendments to the transferability of DSUs;
- (f) amendments relating to the administration of the DSU Plan; or

- (g) any other amendment, fundamental or otherwise, not requiring shareholder approval under applicable laws; provided, however, that:
- (h) no such amendment of the DSU Plan may be made without the consent of each affected participant in the DSU Plan if such amendment would adversely affect the rights of such affected participant(s) under the DSU Plan; and
- (i) shareholder approval shall be obtained in accordance with the requirements of the TSX for any amendment:
 - i. to increase the maximum number of Common Shares which may be issued under the DSU Plan;
 - ii. to the amendment provisions of the DSU Plan;
 - iii. to the definition of "Participant";
 - iv. to remove or exceed the DSU Insider Limit; or
 - v. to change the issue price of Common Shares issuable pursuant to the DSU Plan benefitting an insider.

Motion to Approve

The Board recommends that Shareholders vote FOR the DSU Plan Resolution and the Corporation has been advised that the directors and senior officers of the Corporation intend to vote all Common Shares held by them in favour of the DSU Plan Resolution. In the absence of contrary instruction, the person(s) designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the DSU Plan Resolution.

Accordingly, at the Meeting, shareholders will be asked to approve the following ordinary resolution approving the DSU Plan Resolution in the following form:

"UPON MOTION IT IS RESOLVED that:

1. the Deferred Share Unit Plan allowing for the issuance of a maximum of that number of Common Shares from treasury equal to 2% of the Common Shares of the Corporation issued and outstanding from time to time be and is hereby approved;
2. the Corporation will have the ability to issue Deferred Share Units which may be settled in Common Shares from treasury; and
3. any director or officer of the Corporation be and is hereby authorized, for and on behalf of the Corporation, to do all such things and execute all such documents and instruments as may be necessary or desirable to give effect to this resolution.

Greater than 50% of the votes cast by Shareholders present in person or by proxy is required to approve the DSU Plan Resolution.

5. ADOPTION OF STOCK OPTION PLAN

The Board of Directors has determined that it would be in the best interests of the Corporation to create a Stock Option Plan (the "**Plan**"). The number of shares reserved for issuance under the Plan would be equal to 5% of the issued and outstanding common shares of the Corporation from time to time.

The purpose of the Plan is to provide incentive to employees, directors, officers, management companies and consultants who provide services to the Corporation and reduce the cash compensation the Corporation would otherwise have to pay.

The Plan complies with the current policies of the Exchange, including the requirement for annual approval by shareholders. Under the Plan, a maximum of 10% of the issued and outstanding shares of the Corporation are proposed to be reserved at any time for issuance on the exercise of stock options. As the number of shares reserved for issuance under the Plan increases with the issue of additional shares of the Corporation, the Plan is considered to be a "rolling" stock option plan.

The following is a summary of the material terms of the Plan:

Number of Shares Reserved: The number of common shares which may be issued pursuant to options granted under the Plan may not exceed 10% of the issued and outstanding shares of the Corporation from time to time at the date of granting of options (including all options granted by the Corporation under the Plan).

Maximum Term of Options: The term of any options granted under the Plan is fixed by the Board of Directors and may not exceed five years. The options are non-assignable and non-transferable.

Exercise Price: The exercise price of options granted under the Plan is determined by the Board of Directors, provided that it is not less than the discounted market price, as that term is defined in the Exchange policy manual or such other minimum price as is permitted by the Exchange in accordance with the policies from time to time, or, if the shares are no longer listed on the Exchange, then such other exchange or quotation system on which the shares are listed or quoted for trading.

Reduction of Exercise Price: The exercise price of stock options granted to insiders may not be decreased without disinterested shareholder approval at the time of the proposed amendment.

Termination: Options granted are non-transferable and will terminate on: (i) twelve months after the date the optionee ceases to be a director or hold an office of the Corporation by reason of death; (ii) thirty days after ceasing to be a director or officer for any reason other than retirement (including termination of employment due to change in control and/or management of the Corporation), permanent disability or death; or (iii) three months after termination of the optionees employment due to permanent disability or retirement under any plan of the Corporation.

Administration: The Plan is administered by the board of the Corporation, who will determine and designate from time to time those employees, officers, directors and service providers to whom options are to be granted. The number of shares reserved for issuance to any one individual in one year is limited to 5%, and the number reserved for insiders is limited to 10% in any one year and in total.

Board Discretion: The Plan provides that, generally, the number of shares subject to each option, the exercise price, the expiry time, the extent to which such option is exercisable, including vesting schedules, and other terms and conditions relating to such options shall be determined by the Board of Directors of the Corporation or senior officer or employee to which such authority is delegated by the Board of Directors from time to time and in accordance with Exchange policies. The number of option grants, in any 12 month period, may not result in the issuance to any one optionee which exceed 5% of the outstanding common shares of the Corporation (unless the Corporation has obtained the requisite disinterested shareholder approval), or the issuance to a consultant or an employee engaged in investor relations activities which exceed 2% of the outstanding common shares of the Corporation. Disinterested shareholder approval will be sought in respect of any material amendment to the Plan.

A full copy of the Plan will be available at the Meeting for review by shareholders. Shareholders may also obtain copies of the Plan from the Corporation prior to the meeting on written request.

As at the date of this Circular there are 55,860,716 common shares of the Corporation issued and outstanding and accordingly, the maximum number of options which may be issued as of the date of this Circular is 5,586,072.

Shareholders are being asked at the Meeting to approve the Plan and to approve the number of shares reserved for issuance under the Plan in accordance with and subject to the rules and policies of the Exchange.

Shareholders will be asked at the Meeting to approve with or without variation the following resolution:

"BE IT RESOLVED THAT the Stock Option Plan of the Corporation be and it is hereby approved, and that in connection therewith a maximum of 5% of the issued and outstanding shares at the time of each grant be reserved for granting as options and that the board of directors be and they are hereby authorized, without further shareholder approval, to make such changes to the existing Stock Option Plan as may be required or approved by regulatory authorities."

Unless a shareholder who has given a proxy has instructed that the shares represented by such proxy are to be voted against, on any ballot that may be called for approval of the Plan, the person named in the enclosed proxy will cast the shares represented by such proxy FOR such ratification.

The directors of the Corporation believe the passing of the foregoing resolution is in the best interests of the Corporation and recommend that shareholders of the Corporation vote in favour of the resolution. The persons named as proxies in the enclosed form of proxy intend to cast the votes represented by proxy in favour of the foregoing resolution unless the holder of shares who has given such proxy has directed that the votes be otherwise cast.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

Audit Committee

The Audit Committee assists the board of directors in fulfilling its responsibilities for oversight of financial and accounting matters. The committee recommends the auditors to be nominated and reviews the compensation of the auditors. The committee is directly responsible for overseeing the work of the auditors, must pre-approve non-audit services, be satisfied that adequate procedures are in place for the review of Buchans' public disclosure of financial information extracted or derived from Buchans' financial statements and must establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters. The current members of the Audit Committee are Messrs. Downey, Kearney and Power, all of whom are independent and each of whom is financially literate in accordance with National Instrument 52-110 (**NI 52-110**) – *Audit Committees*.

The Audit Committee has adopted a Charter, the text of which is set out below:

PURPOSE

The Audit Committee (the "**Committee**") is appointed by the Board of Directors to assist the Board in fulfilling its oversight responsibilities relating to financial accounting and reporting process and internal controls for Buchans Resources. The Committee's primary duties and responsibilities are to:

- review the quarterly and annual financial statements and management's discussion and analysis of the Corporation and report thereon to the Board;
- select and monitor the independence and performance of the outside auditors of the Corporation (the "**Independent Auditors**"), including meetings with the Independent Auditors;
- conduct such reviews and discussions with management and the independent auditors relating to the audit and financial reporting as are deemed appropriate by the Committee;
- provide oversight to related party transactions entered into by the Corporation; and
- if necessary, assess the integrity of internal controls and financial reporting procedures of the Corporation and review the internal control report prepared by management required to be included with the annual report of the Corporation;

The Committee has the authority to conduct any investigation appropriate to its responsibilities, and it may request the Independent Auditors as well as any officer of the Corporation, or outside counsel for the Corporation, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. The Committee shall have unrestricted access to the books and records of the Corporation and has the authority to retain, at the expense of the Corporation, special legal, accounting, or other consultants or experts to assist in the performance of the Committee's duties.

The Committee shall review and assess the adequacy of this Charter annually and submit any proposed revisions to the Board for approval.

COMPOSITION AND MEETINGS

1. The Committee and its membership shall meet all applicable legal and listing requirements, including, without limitation, those of the TSX Venture Exchange.
2. The Committee shall be composed of three or more directors, one of whom shall serve as the Chair; both the members and the Chair shall be designated by the Board from time to time.
3. A majority of the members of the Committee shall be "independent" as defined by National Instrument 58-101 - *Disclosure of Corporate Governance Practices*, and all of whom shall be financially literate in accordance with National Instrument 52-110 - *Audit Committees*.
4. The Committee shall meet at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements, and a majority of the members of the Committee shall constitute a quorum.
5. If and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office.
6. The time and place at which meetings of the Committee shall be held, and procedures at such meetings, shall be determined from time to time by, the Committee.
7. Any member of the Committee may participate in the meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.
8. The Committee shall keep minutes of its meetings which shall be submitted to the Board. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.
9. The Committee may invite such officers, directors and employees of the Corporation and its subsidiary as it may see fit, from time to time, to attend at meetings of the Committee.
10. The Board may at any time amend or rescind any of the provisions hereof, or cancel them entirely, with or without substitution.
11. Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose; actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose.

The Committee members will be elected annually at the first meeting of the Board following the annual meeting of shareholders.

RESPONSIBILITIES

A Financial Accounting and Reporting Process and Internal Controls

1. The Committee shall review the annual audited financial statements to satisfy itself that they are presented in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and report thereon to the Board and recommend to the Board whether or not same should be approved prior to their being filed with the appropriate regulatory authorities. The Committee shall also review the interim financial statements. With respect

- to the annual audited financial statements, the Committee shall discuss significant issues regarding accounting principles, practices, and judgments of management with management and the external auditors as and when the Committee deems it appropriate to do so. The Committee shall satisfy itself that the information contained in the annual audited financial statements is not significantly erroneous, misleading or incomplete and that the audit function has been effectively carried out.
2. The Committee shall review any internal control reports prepared by management and the evaluation of such report by the external auditors, together with management's response.
 3. The Committee shall be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, management's discussion and analysis and interim financial press releases, and periodically assess the adequacy of these procedures.
 4. The Committee shall review management's discussion and analysis relating to annual and interim financial statements and any other public disclosure documents, including interim financial press releases, that are required to be reviewed by the Committee under any applicable laws before the Corporation publicly discloses this information.
 5. The Committee shall meet no less frequently than annually with the external auditors and the Chief Financial Officer or, in the absence of a Chief Financial Officer, with the officer of the Corporation in charge of financial matters, to review accounting practices, internal controls and such other matters as the Committee, Chief Financial Officer or, in the absence of a Chief Financial Officer, the officer of the Corporation in charge of financial matters, deem appropriate.
 6. The Committee shall inquire of management and the external auditors about significant risks or exposures, both internal and external, to which the Corporation may be subject, and assess the steps management, has taken to minimize such risks.
 7. The Committee shall review the post-audit or management letter containing the recommendations of the external auditors and management's response and subsequent follow-up to any identified weaknesses.
 8. The Committee shall establish procedures for:
 - (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
 9. The Committee shall provide oversight to related party transactions entered into by the Corporation.

B Independent Auditors

1. The Committee shall recommend to the Board the external auditors to be nominated, shall set the compensation for the external auditors, provide oversight of the external auditors and shall ensure that the external auditors report directly to the Committee.
2. The Committee shall be directly responsible for overseeing the work of the external auditors, including the resolution of disagreements between management and the external auditors regarding financial reporting.
3. The Committee shall pre-approve all audit and non-audit services not prohibited by law to be provided by the external auditors in accordance with the terms of this charter.
4. The Committee shall monitor and assess the relationship between management and the external auditors and monitor, support and assure the independence and objectivity of the external auditors.
5. The Committee shall review the external auditors' audit plan, including the scope, procedures and timing of the audit.
6. The Committee shall review the results of the annual audit with the external auditors, including matters related to the conduct of the audit.
7. The Committee shall obtain timely reports from the external auditors describing critical accounting policies and practices, alternative treatments of information within IFRS that were discussed with management, their ramifications, and the external auditors' preferred treatment and material written communications between the Corporation and the external auditors.
8. The Committee shall review fees paid by the Corporation to the external auditors and other professionals in respect of audit and non-audit services on an annual basis.
9. The Committee shall review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former auditors of the Corporation.
10. The Committee shall monitor and assess the relationship between management and the external auditors and monitor the independence and objectivity of the external auditors.

C Other Responsibilities

The Committee shall perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.

V Composition of the Audit Committee

During the year ended 31 December 2017, the members of the Audit Committee were Patrick Downey, John Kearney, and Michael Power. Each has an in-depth understanding of the accounting principles used by Buchans to prepare its financial statements and has the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves.

Patrick Downey - Mr. Downey is a Canadian chartered accountant and Institute of Corporate Directors Certified Director with over 35 years of experience in the mining industry. He has been a director, CEO and CFO of Toronto Stock Exchange and New York Stock Exchange listed companies, including Northgate Minerals Corp.

John Kearney - Mr. Kearney is a mining and business executive with over 43 years of experience in the mining industry internationally. He holds law and economics degrees from University College Dublin, a Masters Degree in Business Administration from Trinity College, Dublin and obtained the designation Associate of the Chartered Institute of Secretaries and Administrators (ACIS) in which he completed advanced accounting courses. He is a member of the Law Society of Ireland.

Michael Power - Mr. Power is a Professional Engineer registered with the Professional Engineers of Ontario, Canada, with over 50 years of experience in the mining industry in Canada and internationally. Mr. Power is a Chartered Financial Analyst.

Each of Messrs. Downey, Kearney and Power has been an officer and/or Director of public companies for a number of years. Each has an in depth understanding of internal controls and procedures for financial reporting.

Messrs. Downey and Power are considered independent of Buchans within the meaning of Canadian NI 52-110. The Corporation is relying upon exemptions contained in Section 6.1 of Canadian NI 52-110 which exempts the Corporation from the requirements in Part 3 of NI 52-110 with regard to the composition of the Audit Committee, including the requirement that all members of the Committee must be independent.

Relevant Education and Experience

The education and experience of each Audit Committee member is described above under the section entitled "Composition of the Audit Committee".

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year have any recommendations by the Audit Committee respecting the appointment and/or compensation of the Corporation's external auditors not been adopted by Buchans' board of directors.

External Auditor Service Fees

	Fiscal Year Ended 2017
Audit Fees	\$50,000
Audit-Related Fees	Nil ⁽¹⁾
Tax Fees	\$Nil ⁽²⁾
All Other Fees	\$10,000 ⁽³⁾

Notes:

- (1) Audit-related fees comprise fees for assurance and related services that are reasonably related to the performance of the audit or review of the financial statements and are not reported under "Audit Fees".
- (2) Tax fees comprise fees for tax compliance, tax advice and tax planning.
- (3) All other fees relate to services provided by the external auditor other than those described in "Audit Fees", "Audit-Related Fees" and "Tax Fees". Pre-approval Policies & Procedures

The Audit Committee has adopted procedures requiring Audit Committee review and approval in advance of all particular engagement for services provided by the Auditors. Consistent with applicable laws, the procedures permit limited amounts of services, other than audit services, to be approved by the Audit Committee provided the Audit Committee is informed of each particular service. All of the engagements and fees for Fiscal 2017 were approved by the Audit Committee. The Audit Committee reviews with the auditors whether the non-audit services to be provided are compatible with maintaining the Auditor's independence.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS AND MATTERS TO BE ACTED UPON

No informed person of the Corporation, proposed Director of the Corporation, or associate or affiliate of any informed person or proposed Director of the Corporation has or has had any material interest, direct or indirect, in a transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

ADDITIONAL INFORMATION

Financial information is provided in the Corporation's Consolidated Financial Statements and Management Discussion and Analysis for the year ended December 31, 2017 which is also available on SEDAR and on the Corporation's website at www.buchansresources.com. Shareholders may also contact the Secretary of the Corporation to request copies of the Corporation's Financial Statements and Management Discussion and Analysis. Additional information relating to the Corporation is available on SEDAR at www.sedar.com.

APPROVAL

The contents and the sending have been approved by the Directors of the Corporation.

Dated: May 11, 2018

"John F. Kearney"

John F. Kearney, Chairman