

ELYSEE

DEVELOPMENT CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

FOR THE

ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD AT 10:00 A.M.
ON JUNE 2, 2016
AT 1000 – 840 HOWE STREET
VANCOUVER, BRITISH COLUMBIA, V6Z 2M1

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING
OF THE SHAREHOLDERS OF ELYSEE DEVELOPMENT CORP.**

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the "**Meeting**") of the Shareholders of Elysee Development Corp. (hereinafter called the "**Company**" or "**Elysee**"), will be held at the offices of Miller Thomson LLP at 1000-840 Howe Street, in the City of Vancouver, Province of British Columbia, on the 2nd day of June, 2016, at the hour of 10:00 a.m. (local time) for the purpose of:

1. receiving the auditor's report and the audited financial statements of the Company for the fiscal year ended November 30, 2015;
2. fixing the number of Directors of the Company at four (4) and electing Directors as nominated by management for the ensuing year;
3. appointing Davidson & Company LLP as the auditor of the Company for the ensuing year and authorizing the Directors to fix their remuneration;
4. considering and, if thought advisable, passing, with or without variation, the ordinary resolution as more particularly set forth in the Information Circular prepared for the purpose of the Meeting, approving the adoption of an amended and restated equity incentive plan of the Company; and
5. transacting such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Circular accompanying and forming part of this Notice.

All registered Shareholders are entitled to attend and vote at the Meeting in person or by proxy. Shareholders who are unable to attend the Meeting in person are requested to date and sign the enclosed form of instruction of proxy and to return it to Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th floor, Toronto, Ontario, M5J 2Y1, not less than 48 hours (exclusive of Saturdays, Sundays and Holidays) before the Meeting. If a Shareholder does not deliver a proxy in accordance with these instructions or to the presiding officer of the general meeting, then the Shareholder will not be entitled to vote at the Meeting by proxy.

Non-registered Shareholders who receive this Notice and Circular from their broker or other intermediary should complete and return the proxy or voting instruction form in accordance with the instructions provided with it. Failure to do so may result in the shares of the non-registered Shareholders not being eligible to be voted at the Meeting. A Circular, a form of proxy, voting instruction form and financial statements request form accompany this notice.

DATED at Vancouver, British Columbia, this 2nd day of May, 2016.

BY ORDER OF THE BOARD

"Stuart Rogers"

Stuart Rogers
Director

INFORMATION CONTAINED IN THIS INFORMATION CIRCULAR

The information contained in this Circular, unless otherwise indicated, is given as of May 2, 2016.

No person has been authorized to give any information or to make any representation in connection with the matters being considered herein other than those contained in this Circular and, if given or made, such information or representation should be considered or relied upon as not having been authorized. This Circular does not constitute an offer to sell, or a solicitation of an offer to acquire, any securities, or the solicitation of a proxy, by any person in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such an offer of proxy solicitation. Neither the delivery of this Circular nor any distribution of securities referred to herein shall, under any circumstances, create any implication that there has been no change in the information set forth herein since the date of this Circular.

Information contained in this Circular should not be construed as legal, tax or financial advice. Shareholders are urged to consult their own professional advisors in connection with the matters considered in this Circular.

CURRENCY

Unless otherwise indicated herein, references to "\$", "C\$" or "Canadian dollars" are to Canadian dollars.

GENERAL PROXY INFORMATION

This Information Circular is provided in connection with the solicitation of proxies by the management of Elysee Development Corp. for use at the annual general and special meeting of the shareholders of the Company to be held on June 2, 2016, at the time and place and for the purposes set out in the accompanying notice of meeting and at any adjournment thereof. The solicitation will be made by mail and may also be supplemented by telephone or other personal contact to be made without special compensation by directors, officers and employees of the Company. The Company will bear the cost of this solicitation. The Company will not reimburse shareholders, nominees or agents for the cost incurred in obtaining from their principals authorization to execute forms of proxy.

APPOINTMENT AND REVOCATION OF PROXY

Registered Shareholders

Registered shareholders may vote their common shares by attending the Meeting in person or by completing the enclosed proxy. Registered shareholders should deliver their completed proxies to Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th floor, Toronto, Ontario, M5J 2Y1 or by facsimile at 1-866-2497775 or (416) 263-9524 (by mail, telephone or internet according to the instructions on the proxy), not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting, otherwise the shareholder will not be entitled to vote at the Meeting by proxy.

The persons named in the proxy are directors and officers of the Company and are proxyholders nominated by management. **A shareholder has the right to appoint a person other than the nominees of management named in the enclosed instrument of proxy to represent the shareholder at the Meeting. To exercise this right, a shareholder must**

insert the name of its nominee in the blank space provided. A person appointed as a proxyholder need not be a shareholder of the Company.

A registered shareholder may revoke a proxy by:

- (a) signing a proxy with a later date and delivering it at the place and within the time noted above;
- (b) signing and dating a written notice of revocation (in the same manner as the proxy is required to be executed, as set out in the notes to the proxy) and delivering it to the head office of the Company, 2300-1066 West Hastings Street, Vancouver, British Columbia, V6E 3X2, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof at which the proxy is to be used, or to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof,
- (c) attending the Meeting or any adjournment thereof and registering with the scrutineer as a shareholder present in person, whereupon such proxy shall be deemed to have been revoked; or
- (d) in any other manner provided by law.

Beneficial Shareholders

The information set forth in this section is of significant importance to many shareholders, as many shareholders do not hold their shares in the Company in their own name. Shareholders holding their shares through banks, trust companies, securities dealers or brokers, trustees or administrators of self-administered RRSP's, RRIF's, RESP's and similar plans or other persons (any one of which is herein referred to as an "Intermediary") or otherwise not in their own name (such shareholders herein referred to as "Beneficial Shareholders") should note that only proxies deposited by shareholders appearing on the records maintained by the Company's transfer agent as registered shareholders will be recognized and allowed to vote at the Meeting. If a shareholder's shares are listed in an account statement provided to the shareholder by a broker, in all likelihood those shares are **not** registered in the shareholder's name and that shareholder is a Beneficial Shareholder. Such shares are most likely registered in the name of the shareholder's broker or an agent of that broker. In Canada the vast majority of such shares are registered under the name of CDS & Co., the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms. Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted at the Meeting at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate party well in advance of the Meeting.**

Regulatory policies require Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Beneficial Shareholders have the option of not objecting to their Intermediary disclosing certain ownership information about themselves to the Company (such Beneficial Shareholders are designated as non-objecting beneficial owners, or "NOBOs") or objecting to their Intermediary disclosing ownership information about themselves to the Company (such Beneficial Shareholders are designated as objecting beneficial owners, or "OBOs").

In accordance with the requirements of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Company has elected to send the notice of meeting, this Information Circular and a request for voting instructions (a "VIF"), instead of a proxy (the notice of Meeting, Information Circular and VIF or proxy are collectively referred to as the "Meeting Materials") directly to the NOBOs and indirectly through Intermediaries to the OBOs. The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to OBOs. The Company does not intend to pay for Intermediaries to forward the Meeting Materials to OBOs. OBOs will not receive the Meeting Materials unless their Intermediary assumes the cost of delivery.

Meeting Materials sent to Beneficial Shareholders are accompanied by a VIF, instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a Beneficial Shareholder is able to instruct the Intermediary (or other registered shareholder) how to vote the Beneficial Shareholder's shares on the Beneficial Shareholder's behalf. For this to occur, it is important that the VIF be completed and returned in accordance with the specific instructions noted on the VIF.

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

In either case, the purpose of this procedure is to permit Beneficial Shareholders to direct the voting of the shares which they beneficially own. **A Beneficial Shareholder receiving a VIF cannot use that form to vote common shares directly at the Meeting – Beneficial Shareholders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.** Should a Beneficial Shareholder who receives a VIF wish to attend the Meeting or have someone else attend on their behalf, the Beneficial Shareholder may request a legal proxy as set forth in the VIF, which will grant the Beneficial Shareholder or their nominee the right to attend and vote at the Meeting.

Only registered shareholders have the right to revoke a proxy. A Beneficial Shareholder who wishes to change its vote must, at least seven days before the Meeting, arrange for its Intermediary to revoke its VIF on its behalf.

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

The Meeting Materials are being sent to both registered and non-registered owners of the Company's shares. If you are a Beneficial Shareholder and the Company or its agent has sent the Meeting Materials directly to you, your name and address and information about your holdings of the Company's securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf. By choosing to send the Meeting Materials to you directly, the Company (and not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering the Meeting Materials to you and (ii)

executing your proper voting instructions. Please return your voting instructions as specified in the VIF.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

If a shareholder specifies a choice with respect to any matter to be acted upon, the shares represented by proxy will be voted or withheld from voting by the proxy holder in accordance with those instructions on any ballot that may be called for. In the enclosed form of proxy, in the absence of any instructions in the proxy, it is intended that such shares will be voted by the proxyholder, if a nominee of management, in favour of the motions proposed to be made at the meeting as stated under the headings in the notice of meeting accompanying this Information Circular. If any amendments or variations to such matters, or any other matters, are properly brought before the Meeting, the proxyholder, if a nominee of management, will exercise its discretion and vote on such matters in accordance with its best judgment.

The instrument of proxy enclosed, in the absence of any instructions in the proxy, also confers discretionary authority on any proxyholder other than the nominees of management named in the instrument of proxy with respect to the matters identified herein, amendments or variations to those matters, or any other matters which may properly be brought before the Meeting. To enable a proxyholder to exercise its discretionary authority a shareholder must strike out the names of the nominees of management in the enclosed instrument of proxy and insert the name of its nominee in the space provided, and not specify a choice with respect to the matters to be acted upon. This will enable the proxyholder to exercise its discretion and vote on such matters in accordance with its best judgment.

At the time of printing this Information Circular, management of the Company is not aware that any amendments or variations to existing matters or new matters are to be presented for action at the Meeting.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

The Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of each of the following persons in any matter to be acted upon at the Meeting other than the election of directors, the appointment of auditors or the approval of an amended and restated equity incentive plan:

- (a) each person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year;
- (b) each proposed nominee for election as a director of the Company; and
- (c) each associate or affiliate of any of the foregoing.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized capital of the Company consists of an unlimited number of common shares and an unlimited number of preferred shares. On May 2, 2016 (the "Record Date"), the Company had 21,267,974 common shares outstanding and nil preferred shares outstanding. All common shares in the capital of the Company are of the same class and each carries the right to one vote. Only those shareholders of record on the Record Date are entitled to attend and vote at the Meeting.

To the knowledge of the directors and executive officers of the Company, as of the date of this Information Circular, no person is the registered holder of 10% or more of the common shares

of the Company other than CDS & Co. which is the registered holder of 21,097,577 common shares representing 99.2% of the issued and outstanding common shares. To the knowledge of the directors and executive officers of the Company, as of the date of this Information Circular no person beneficially owns, directly or indirectly, or exercise control or direction over 10% or more of the common shares of the Company, other than Guido Cloetens who is the beneficial owner of 5,014,000 common shares representing 23.58% of the issued and outstanding common shares.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Interpretation

The NEOs who are the subject of this Compensation Discussion and Analysis are Guido Cloetens (Executive Chairman), Stuart Rogers (CEO), and Gordon Steblin (CFO).

Compensation Program Objectives

The objectives of the Company's executive compensation program are as follows:

- to attract, retain and motivate talented executives who create and sustain the Company's continued success;
- to align the interests of the Company's executives with the interests of the Company's shareholders; and
- to provide total compensation to executives that is competitive with that paid by other companies of comparable size engaged in similar business in appropriate regions.

Overall, the executive compensation program aims to design executive compensation packages that meet executive compensation packages for executives with similar talents, qualifications and responsibilities at companies with similar financial, operating and industrial characteristics. The Company is in the early stages of its business as an investment issuer and will not be generating significant revenues from operations for a significant period of time. As a result, the use of traditional performance standards, such as corporate profitability, is not considered by the Company to be appropriate in the evaluation of the performance of the NEOs.

Purpose of the Compensation Program

The Company's executive compensation program has been designed to reward executives for reinforcing the Company's business objectives and values, for achieving the Company's performance objectives and for their individual performances.

Elements of Compensation Program

The executive compensation program consists of a combination of consulting fees, performance bonus and equity-based incentives.

Purpose of Each Element of the Executive Compensation Program

The consulting fees of a NEO are intended to attract and retain executives by providing a reasonable amount of non-contingent remuneration.

In addition to a fixed consulting fee, each NEO is eligible to receive a performance-based bonus meant to motivate the NEO to achieve short-term goals. Bonuses are made by way of cash payments only, which payments are made at the end of the fiscal year.

Equity-based Awards (as defined herein) are generally awarded to NEOs on an annual basis based on performance measured against set objectives. The granting of Awards aligns NEOs' rewards with an increase in shareholder value over the long term. The use of Awards encourages and rewards performance by aligning an increase in each NEO's compensation with increases in the Company's performance and in the value of the shareholders' investments.

Determination of the Amount of Each Element of the Executive Compensation Program, Compensation Risk and Compensation Governance

Compensation of the NEOs of the Company is reviewed annually by the Board, which approves the compensation of the NEOs. The Company does not presently have a compensation committee and the Company has not retained any compensation advisor or compensation consultant in respect of its compensation policies.

From time to time and at least once annually, the Board reviews the risks, if any, associated with the Company's compensation policies and practices at such time. Such a review occurred at the time of preparation of this Compensation Discussion & Analysis. Implicit in the Board's mandate is that the Company's policies and practices respecting compensation, including those applicable to the Company's executives, be designed in a manner which is in the best interests of the Company and its shareholders and risk implications is one of many considerations which are taken into account in such design.

It is anticipated that the majority of the Company's executive compensation will consist of Awards granted under the Amended Plan (as defined herein). Such compensation is both "long term" and "at risk" and, accordingly, is directly linked to the achievement of long term value creation. As the benefits of such compensation, if any, are not realized by the executive until a significant period of time has passed, the ability of executives to take inappropriate or excessive risks that are beneficial to them from the standpoint of their compensation at the expense of the Company and its shareholders is limited.

The other two elements of compensation, consulting fees and performance bonuses, represent the remaining portion of an executive's total compensation. While neither salary nor bonus are "long term" or "at risk", as noted above, these components of compensation are not at a level of total compensation whereby an executive would take inappropriate or excessive risks at the expense of the Company and its shareholders that would be beneficial to them from the standpoint of their short term compensation when their long term compensation might be put at risk from their actions.

Due to the small size of the Company, and the current level of the Company's activity, the Board are able to closely monitor and consider any risks which may be associated with the Company's compensation policies and practices. Risks, if any, may be identified and mitigated through regular Board meetings during which, financial and other information of the Company are reviewed, and which includes executive compensation. No risks have been identified arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

NEOs and directors of the Company are not permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units

of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Compensation of the NEOs of the Company is reviewed annually by the Board, which approves the compensation of the NEOs.

Consulting Fees

Consulting fees for NEOs are expected to continue to be set annually, having regard to the individual's job responsibilities, contribution, experience and proven or expected performance, as well as to market conditions. In setting base compensation levels, consideration is to be given to such factors as level of responsibility, experience and expertise. Subjective factors such as leadership, commitment and attitude are also to be considered. The Company has not established performance goals for its NEOs.

Performance Bonuses

Each NEO is eligible to receive a performance-based bonus meant to motivate the NEO to achieve short-term goals. Bonuses are made by way of cash payments only, which payments are made at the end of the fiscal year.

Equity Incentive Awards

The Company has established the 2016 Amended and Restated Equity Incentive Plan (the "**Amended Plan**") under which stock options ("**Options**") and restricted share units ("**RSUs**"), which together may be referred to as "**Awards**") are granted to directors, officers, employees and consultants as an incentive to serve the Company in attaining its goal of improved shareholder value. The Board determines which NEOs (and other persons) are entitled to participate in the Amended Plan; determines the number of Awards granted to such individuals; and determines the date on which each Award is granted and the corresponding terms of such Award.

The Board makes these determinations subject to the provisions of the Amended Plan and, where applicable, the policies of the Exchange.

Previous grants of Awards are taken into account when considering new grants.

Link to Overall Compensation Objectives

Each element of the executive compensation program has been designed to meet one or more objectives of the overall program. The granting of Awards has been designed to provide total compensation which the Board believes is competitive with that paid by other companies of comparable size engaged in similar business in appropriate regions.

Summary Compensation Table

The following table presents information concerning all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, to NEOs by the Company and its subsidiaries for services in all capacities to the Company during the three most recently completed financial years:

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$) ⁽³⁾	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Stuart Rogers CEO	2015	Nil	Nil	Nil	Nil	Nil	Nil	85,000 ⁽¹⁾⁽⁵⁾	85,000
	2014	Nil	Nil	11,200	Nil	Nil	Nil	72,500 ⁽¹⁾	83,700
	2013	Nil	Nil	14,088	Nil	Nil	Nil	95,000 ⁽¹⁾	109,088
Gord Steblin, CFO	2015	Nil	Nil	Nil	Nil	Nil	Nil	53,000 ⁽²⁾⁽⁶⁾	53,000
	2014	Nil	Nil	6,400	Nil	Nil	Nil	60,000 ⁽²⁾	66,400
	2013	Nil	Nil	7,044	Nil	Nil	Nil	70,500 ⁽²⁾	77,544
Guido Cloetens Executive Chairman ⁽⁴⁾	2015	Nil	Nil	Nil	Nil	Nil	Nil	110,000 ⁽⁴⁾⁽⁷⁾	110,000

Note:

- (1) Management fees paid to a company controlled by Mr. Rogers.
- (2) Fees paid to a company controlled by Mr. Steblin.
- (3) "Securities under option / SARS granted" are grants made under the Amended Plan of the Company. "SAR" means stock appreciation rights. Stock options were granted on January 9, 2012 with a calculated fair value of \$0.12255 per share, July 10, 2012 with a calculated fair value of \$0.08819 per share and October 12, 2012 with a calculated fair value of \$0.09993 per share using the Black Scholes option pricing model. On July 18, 2013, the Company granted options to directors and officers whereby 50% of the Stock options vested on July 18, 2013 and 50% vested on January 18, 2014. The weighted average fair value of the options granted and vested during the year ended November 30, 2013 was estimated at \$0.065 per option at the grant date using the Black Scholes Option Pricing Model. On September 30, 2014, the Company granted options to directors and officers with a calculated fair value of \$0.0634 per share using the Black Scholes Option Pricing Method.
- (4) Mr. Cloetens was appointed as Executive Chairman during the most recent financial year. Fees are paid to a company controlled by Mr. Cloetens.
- (5) Comprised of consulting fees in the amount of \$60,000 and a performance bonus of \$25,000.
- (6) Comprised of consulting fees in the amount of \$48,000 and a performance bonus of \$5,000.
- (7) Comprised of consulting fees in the amount of \$60,000 and a performance bonus of \$50,000.

Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information in respect of all share-based awards and option-based awards outstanding at the end of the most recently completed financial year to the NEOs of the Company:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Stuart Rogers, CEO	250,000 ⁽²⁾ 175,000 ⁽²⁾	0.20 0.20	July 18, 2016 September 30, 2016	Nil Nil	Nil	Nil
Gord Steblin, CFO	125,000 100,000	0.20 0.20	July 18, 2016 September 30, 2016	Nil Nil	Nil	Nil
Guido Cloetens Executive Chairman	200,000 175,000	0.20 0.20	July 18, 2016 September 30, 2016	Nil Nil	Nil	Nil

Notes:

- (1) Based on a closing price for the common shares of \$0.18 on November 30, 2015.
(2) These Options were issued to West Oak Capital Group, Inc., a private company owned by Stuart Rogers.

Incentive Plan Awards – Value Vested or Earned During the Most Recently Completed Financial Year

The following table presents information concerning value vested with respect to option-based awards and share-based awards for each NEO during the most recently completed financial year:

Name	Option-based awards – Value vested during the year (\$) ⁽¹⁾	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Stuart Rogers, CEO	Nil	Nil	Nil
Gord Steblin, Chief Financial Officer	Nil	Nil	Nil
Guido Cloetens Executive Chairman	Nil	Nil	Nil

Note:

- (1) "Securities under option / SARS granted" are grants made under the stock option plan of the Company. "SAR" means stock appreciation rights. No Awards were granted during the most recently completed financial year.

Pension Plan Benefits – Defined Benefits Plan

The Company does not have a Defined Benefits Pension Plan.

Pension Plan Benefits – Defined Contribution

The Company does not have a Defined Contribution Pension Plan.

Termination and Change of Control Benefits

The Company has not entered into any agreements which provide for termination or change of control benefits.

Director Compensation

Director Compensation Table

The following table sets forth information with respect to all amounts of compensation provided to the directors of the Company for the most recently completed financial year.

<i>Name</i>	<i>Fees earned (\$)</i>	<i>Share-based awards (\$)</i>	<i>Option-based awards (\$)⁽¹⁾</i>	<i>Non-equity incentive plan compensation (\$)</i>	<i>Pension value (\$)</i>	<i>All other compensation (\$)</i>	<i>Total (\$)</i>
<i>Tom Ogryzlo</i>	<i>6,000</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>5,000⁽³⁾</i>	<i>11,000</i>
<i>Martin Burian</i>	<i>6,000</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>5,000⁽³⁾</i>	<i>11,000</i>
<i>Erwin Holsters⁽²⁾</i>	<i>4,500</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>4,500</i>

Notes:

- (1) "Securities under option / SARS granted" are grants made under the stock option plan of the Company. "SAR" means stock appreciation rights. On September 30, 2014, the Company granted options to directors and officers with a calculated fair value of \$0.064 per share using the Black Scholes Option Pricing Model.
- (2) Mr. Holsters resigned as a director effective October 1, 2015.
- (3) Comprised of a performance bonus of \$5,000.

Share-Based Awards, Options-Based Awards and Non-Equity Incentive Plan Compensation

Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information in respect of all share-based awards and option-based awards outstanding at the end of the most recently completed financial year to the directors of the Company:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Tom Ogryzlo	25,000 100,000	0.20 0.20	July 18, 2016 September 30, 2016	Nil Nil	Nil	Nil
Erwin Holsters ⁽²⁾	200,000 100,000	0.20 0.20	July 18, 2016 September 30, 2016	Nil Nil	Nil	Nil
Martin Burian	200,000 100,000	0.20 0.20	July 18, 2016 September 30, 2016	Nil Nil	Nil	Nil

Notes:

- (1) Based on a closing price for the common shares of \$0.18 on November 30, 2015.
(2) Mr. Holsters resigned as a director effective October 1, 2015. His Options expired on December 31, 2015.

Incentive Plan Awards – Value Vested or Earned During the Most Recently Completed Financial Year

The following table presents information concerning value vested with respect to option-based awards and share-based awards for the directors of the Company during the most recently completed financial year:

Name	Option-based awards – Value vested during the year (\$) ⁽¹⁾	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Tom Ogryzlo	Nil	Nil	Nil
Martin Burian	Nil	Nil	Nil
Erwin Holsters ⁽²⁾	Nil	Nil	Nil

Notes:

- (1) "Securities under option / SARS granted" are grants made under the stock option plan of the Company. "SAR" means stock appreciation rights. No Awards were granted during the most recently completed financial year.

(2) Mr. Holsters resigned as a director effective October 1, 2015.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLAN

The following table sets out, as of the end of the most recently completed financial year, all required information with respect to compensation plans under which equity securities of the Company are authorized for issuance:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders ⁽¹⁾	1,750,000	\$0.20	2,530,794
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	1,750,000	\$0.20	2,530,794

Notes:

(1) The Company's current incentive stock option plan currently reserves 4,280,794 Common Shares, being 20% of the Common Shares outstanding as at the date of shareholder approval. If approved by shareholders at the Meeting, the current incentive stock option plan will be replaced by the Amended Plan, an amended and restated equity incentive plan.

CORPORATE GOVERNANCE

Board of Directors

At the Meeting, Shareholders will be asked to approve an ordinary resolution setting the number of directors on the Board at four (4) directors, two (2) of whom are independent. The definition of independence used by the Company is that used by the Canadian Securities Administrators, which is set out in section 1.4 of National Instrument 52-110 *Audit Committees* ("NI 52-110"). A director is independent if he has no direct or indirect material relationship to the Company. A "material relationship" is a relationship which could, in the view of the Board of Directors, be reasonably expected to interfere with the exercise of the director's independent judgment. Certain types of relationships are by their very nature considered to be material relationships and are specified in section 1.4 of NI 52-110.

Tom Ogryzlo and Martin Burian are considered to be independent directors. Stuart Rogers is not considered to be independent as he is management of the Company. Guido Cloetens is not considered to be independent of his beneficial ownership of more than 10% of the Company's issued and outstanding common shares and as he is management of the Company.

The Board believes that the principal objective of the Company is to generate economic returns with the goal of maximizing shareholder value, and that this is to be accomplished by the Board through its stewardship of the Company. In fulfilling its stewardship function, the Board's responsibilities will include strategic planning, appointing and overseeing management, succession planning, risk identification and management, environmental oversight,

communications with other parties and overseeing financial and corporate issues. Directors are involved in the supervision of management.

Pursuant to the *Business Corporations Act* (Alberta), directors must declare any interest in a material contract or transaction or a proposed material contract or transaction. Further, the independent members of the Board of Directors meet independently of management members when warranted. During the most recently completed financial year, the Board of Directors met four times and all members of the Board were in attendance at each meeting. The independent directors met one time without the non-independent members of the Board in attendance.

Other Directorships

The proposed directors of the Company are also directors of the following other reporting issuers:

Current Director / Nominee	Other Directorships of other Reporting Issuers
Tom Ogryzlo	Baja Mining Corp. Vista Gold Corp. Aura Minerals Corp.
Stuart Rogers	TerraX Minerals Inc. MAX Resource Corp.
Guido Cloetens	n/a
Martin Burian	Cap-Ex Iron Ore Ltd. Canarc Resource Corp. Atlas Cloud Enterprises Inc.

Orientation and Continuing Education

The Company has not yet developed an official orientation or training program for directors. If and when new directors are added, however, they have the opportunity to become familiar with the Company by meeting with other directors and with officers and employees of the Company. As each director has a different skill set and professional background, orientation and training activities are and will continue to be tailored to the particular needs and experience of each director. The Company's financial and legal advisers are also available to the Company's directors.

Nomination of Directors

The Company does not have a formal process or committee for proposing new nominees for election to the Board of Directors. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members.

Compensation

The Board has not established a Compensation Committee. The Board as a whole is responsible for reviewing the adequacy and form of compensation paid to the Company's executives and key employees, and ensuring that such compensation realistically reflects the responsibilities and risks of such positions. In fulfilling its responsibilities, the Board evaluates the performance of the Executive Chairman, Chief Executive Officer and other senior management in light of corporate goals and objectives, and makes recommendations with respect to compensation levels based on such evaluations.

Other Board Committees

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

Assessments

There is no formal committee with the responsibility for assessing the effectiveness of the Board of Directors as a whole. The Board as a group regularly reviews its performance and assesses the effectiveness of the Board as a whole.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITORS

General

The Audit Committee is a standing committee of the Board, the primary function of which is to assist the Board in fulfilling its financial oversight responsibilities, which will include monitoring the quality and integrity of the Company's financial statements and the independence and performance of the Company's external auditor, acting as a liaison between the Board and the Company's external auditor, reviewing the financial information that will be publicly disclosed and reviewing all audit processes and the systems of internal controls management that the Board have established.

Audit Committee Charter

The Board has adopted an Audit Committee Charter, which sets out the Audit Committee's mandate, organization, powers and responsibilities. The Audit Committee Charter is attached as Schedule "A" to this Information Circular.

Composition

As the common shares of the Company are listed on the Exchange, it is categorized as a venture issuer. As a result, the Company is exempt from the requirements of Part 3 (*Composition of the Audit Committee*) of NI 52-110.

The Audit Committee consists of the following three (3) directors. Also indicated is whether they are "independent" and "financially literate".

Name of Member	Independent ⁽¹⁾	Financially Literate ⁽²⁾
Marin Burian	Yes	Yes
Guido Cloetens	No	Yes
Tom Ogryzlo	Yes	Yes

(1) A member of the Audit Committee is independent if the member has no direct or indirect "material relationship" with the Company. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment. An executive officer of the Company, such as the President, is deemed to have a material relationship with the Company.

(2) A member of the Audit Committee is financially literate if he has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

All of the members and proposed members of the Company's audit committee have gained their education and experience by participating in the management of private and publicly traded companies and all members are "financially literate", meaning that they have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can be reasonably expected to be raised by the Company's financial statements. The education, current and past experience of each Audit Committee member and proposed member that is relevant to the performance of his responsibilities as an Audit Committee member is summarized below:

Name	Education and Experience
Tom Ogryzlo	He has served as a director of many public companies, including Franco Nevada Mining Corp, Vista Gold, Aura Minerals, Baja Mining and Tiomin Resources. During 2011, Mr. Ogryzlo served as Interim CEO of Aura Minerals Inc. until a permanent replacement could be located and is currently Chairman and Interim CEO of Baja Mining Corp.
Martin Burian	Previously a Managing Director, investment banking at Haywood Securities Inc., Chief Financial Officer of Tinkerine Studios Ltd. and Cap-Ex Iron Ore Ltd. Mr. Burian has held a Chartered Professional Accountant designation since 1990 and a Chartered Business Valuator designation since 1992.
Guido Cloetens	He is a Certified investment advisor (EHSAL Brussels) with a degree in Corporate Finance, Investment and financial statement analysis. Mr. Cloetens has over 25 years of experience in wealth management and institutional investing.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 or an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services, however, as provided for in NI 52-110 the Audit Committee must pre-approve all non-audit services to be provided to the Company or its subsidiaries, unless otherwise permitted by NI 52-110.

External Auditor Service Fees (By Category)

Financial Year Ending	Audit Fees ⁽¹⁾	Audit Related Fees ⁽²⁾	Tax Fees⁽³⁾	All Other Fees ⁽⁴⁾	Total Fees
November 30, 2015	\$25,500	Nil	\$2,000	Nil	\$27,500

November 30, 2014	\$25,500	Nil	\$2,000	Nil	\$27,500
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- (1) The aggregate fees billed by the Company's auditor for audit fees.
- (2) The aggregate fees billed for assurance and related services by the Company's auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not disclosed in the "Audit Fees" column.
- (3) The aggregate fees billed for professional services rendered by the Company's auditor for tax compliance, tax advice and tax planning.
- (4) The aggregate fees billed for professional services other than those listed in the other three columns.

Exemption

Pursuant to section 6.1 of NI 52-110, the Company is exempt from the requirements of Part 3 *Composition of the Audit Committee* and Part 5 *Reporting Obligations* of NI 52-110 because it is a venture issuer.

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

None of the directors or executive officers of the Company or any subsidiary thereof, has more than "routine indebtedness" to the Company or any subsidiary thereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Unless otherwise disclosed herein, no informed person or proposed nominee for election as a director, or any associate or affiliate of any of the foregoing, has or has had any material interest, direct or indirect, in any transaction or proposed transaction since the commencement of the Company's most recently completed financial year, which has materially affected or will materially affect the Company or any of its subsidiaries, other than as disclosed by the Company during the course of the year or as disclosed herein.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

Election of Directors

The board of directors of the Company (the "Board") currently consists of four (4) directors, all of whom are elected annually. The term of office for each of the present directors of the Company expires at the Meeting. It is proposed that the number of directors to be elected at the Meeting, for the ensuing year, be fixed at four (4). At the Meeting, the shareholders will be asked to consider and, if thought fit, approve an ordinary resolution fixing the number of directors to be elected at the Meeting, at four (4).

The directors of the Company are elected annually and hold office until the next annual general meeting of the Shareholders or until their successors are elected. The management of the Company proposes to nominate the persons listed below for election as directors of the Company to serve until their successors are elected or appointed. **In the absence of instructions to the contrary, proxies given pursuant to the solicitation by the management of the Company will be voted FOR the nominees listed in this Information Circular.** Management does not contemplate that any of such nominees will be unable to serve as directors; however, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, **proxies in favour of management designees will be voted for another nominee in their discretion unless the shareholder has specified in his proxy that his shares are to be withheld from voting in the election of directors.** Each director elected will hold office until the next annual Meeting of Shareholders or until his successor is duly elected, unless his office is earlier vacated in accordance with the Articles or By-Laws of the Company.

The following table sets out the names of the nominees for election as directors, the offices they hold within the Company, their occupations, the length of time they have served as directors of the Company, and the number of common shares of the Company and its subsidiaries which each beneficially owns directly or indirectly or over which control or direction is exercised as of the date of the notice of meeting:

Name, jurisdiction of residence and office held	Principal occupation in the last five years	Director since	Number of common shares beneficially owned
Stuart Rogers Coquitlam, British Columbia <i>President, Chief Executive Officer and Director</i>	President of West Oak Capital Group, Inc.	March 1, 2007	389,000
Guido Cloetens Belgium <i>Executive Chairman and Director</i>	President of La Vérité BVBA and SW Oil & Gas Corp. since 1999; Senior Investment Advisor for ABN Amro Private Bank from 2007 to 2011	July 10, 2012	5,014,000
Martin Burian, CPA, CA, CBV ⁽¹⁾ Vancouver, British Columbia <i>Director</i>	Managing Director, Investment Banking at Haywood Securities Inc. from 2010 until May 2013; President of Bolder Securities Corp. 2009 -2010	June 12, 2013	95,500
Tom Ogryzlo ⁽¹⁾ San Jose, Costa Rica <i>Director</i>	Interim CEO of Baja Mining Corp.; former VP Latin America of Ram Power	July 10, 2012	Nil

Notes:

(1) Member of the Company's Audit Committee

The above information, including information as to common shares beneficially owned, has been provided by the respective directors individually.

Biographies of Directors

Stuart Rogers, President & Chief Executive Officer and Director – Mr. Rogers brings over 25 years of finance experience and is the President and founder of West Oak Capital Group, Inc., a privately held investment banking firm specializing in the early stage financing of projects through the junior capital markets in Canada and the United States and has served as a director of client companies listed on the TSX Venture Exchange, the Toronto Stock Exchange, NASDAQ SmallCap Market and NASD OTC Bulletin Board. Mr. Rogers is the President and a director of MAX Resource Corp. and the CFO and a director of TerraX Minerals Inc.

Guido Cloetens, Executive Chairman and Director - Guido Cloetens is a certified investment advisor with a degree in Corporate Finance, Investment and Financial Statement Analysis. Mr. Cloetens has over 25 years of experience in wealth management and institutional investing. Mr. Cloetens manages and has interests in several privately held companies in Europe and in the USA.

Martin Burian, Director – Mr. Burian has eighteen years of investment banking experience and was Managing Director, Investment Banking at Haywood Securities Inc. from 2010 until May

2013, prior to which he served as President of Bolder Investment Partners from 2009 until its merger with Haywood Securities in 2010. Mr. Burian obtained his Chartered Accountant and Chartered Business Valuator professional designations while at KPMG LLP where he advised on mergers, acquisitions and divestitures. Mr. Burian is now a director and officer of a number of companies listed on the TSX Venture Exchange.

Tom Ogryzlo P. Eng., Director – Mr. Ogryzlo has over forty-five years of experience in mining, energy and industrial projects worldwide. He has been responsible for the financing, engineering, construction and operation of projects in many different countries and has served as a director and officer of over twenty public companies.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Other than as set out below with respect to Stuart Rogers, no proposed director of the Company:

(a) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that,

(i) was the subject:

(A) of a cease trade order;

(B) an order similar to a cease trade order; or

(C) an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days,

while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

(ii) was subject to:

(A) a cease trade order;

(B) an order similar to a cease trade order; or

(C) an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days,

after the proposed director was acting in the capacity as director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer, other than:

Mr. Rogers was an officer of Randsburg International Gold Corp. ("Randsburg"), which was issued a cease trade order by the British Columbia Securities Commission (the "BCSC") on August 9, 2006 for failing to file a technical report on certain of its properties. The cease trade order was rescinded by the BCSC on April 25, 2007 upon the filing of a revised technical report by Randsburg. The Exchange reinstated trading of Randsburg's common shares on May 15, 2007;

- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

Appointment of Auditor

The management of the Company intends to nominate Davidson & Company LLP of Vancouver, British Columbia for appointment as auditors of the Company. **Forms of proxy given pursuant to the solicitation of the management of the Company, will, on any poll, be voted as directed and, if there is no direction, be voted FOR the appointment of Davidson & Company LLP of Vancouver, British Columbia at a remuneration to be fixed by the directors.**

Approval of Amended and Restated Equity Incentive Plan

The Company is required, under the policies of the Exchange, to adopt a stock option plan for the benefit of directors, officers, employees and consultants of the Company and to seek shareholder approval for the stock option plan on an annual basis. Currently the Company has adopted a 20% fixed stock option plan (the “**Existing Plan**”) whereby 20% of the Company’s issued and outstanding common shares as of the date of approval of the Existing Plan are authorized for reservation for the grant of Options from time to time. As of the date of this Information Circular, the total number of common shares reserved for issuance pursuant to Options under the existing plan is 4,280,794. There are currently outstanding under the Existing Plan 1,450,000 Options, representing 6.82% of the issued and outstanding common shares of the Company. All of these Options have been granted to directors and officers of the Company.

The Board believes it is in the Company’s best interest to amend the Existing Plan so that the Company may, in addition to Options, grant restricted share units (“**RSUs**”) to eligible directors, officers, employees and consultants of the Company. RSUs may consist of grants of rights to receive, at the Company’s option, common shares, the cash value of common shares or a combination of both, which may vest in installments in accordance with performance criteria specified by the Board, or on a deferred basis. The common shares underlying RSUs may be issued from treasury or purchased on the open market. The Board believes that by providing this additional form of equity-based compensation, the Company will be able to continue to

provide incentives that attract, retain and motivate employees, officers, directors and consultants. In addition the Existing Plan will be amended to:

- provide for the automatic extension of the exercise period of an Award in the event that the expiry date of such Award arises during a 'black-out period' in accordance with Exchange policies;
- permit the Board, in its discretion and subject to the terms of any Award agreement entered into with a participant, to provide that in the event of a 'change of control' (as defined in the Amended Plan), the Company may:
 - cancel each Award;
 - provide that a successor company will assume each Award or replace it with a substitute Award;
 - provide that the Awards will become exercisable or vested in whole or in part upon written notice; or
 - provide that the Awards will be surrendered for a cash payment; or
 - any combination of the foregoing.
- address certain administrative matters, certain of which are the result of changes to Exchange policies.

As a result, the directors propose to amend the Existing Plan to an Amended and Restated Equity Incentive Plan (the "**Amended Plan**") that provides for the grant of both Options and RSUs. Pursuant to the Amended Plan, the maximum number of common shares of the Company which may be authorized for reservation for the grant of Awards from time to time shall be 20% of the Company's issued and outstanding common shares as of the date of shareholder approval of the Amended Plan. A copy of the Amended Plan will be available at the Meeting. **To date the Company has not granted any RSUs under the Amended Plan. In the event that the Equity Plan Resolution (as defined below) does not pass, the Existing Plan will remain in effect as approved by shareholders of the Company in June 2013.**

Under the Amended Plan, the Board may from time to time grant to directors, senior officers, employees and consultants of the Company, as the Board shall designate, Awards to acquire from the Company such number of its common shares (or the cash value thereof) as the Board shall designate. Some of the significant terms of the Amended Plan are as follows:

1. The Company must obtain disinterested shareholder approval if the Amended Plan, together with any previous plans, could result at any time in the grant to Insiders (as defined in the Amended Plan), within a 12 month period, a number of Awards exceeding 10% of the issued shares of the Company.
2. The total number of common shares to be reserved for issuance under one or more Awards over the previous one year period for any participant shall not exceed 5% of the issued common shares of the Company at the time of grant and the total number of common shares that may be reserved for issuance over the previous 12 month period for individuals engaged in an investor relations capacity shall not exceed 2% of the issued common shares of the Company at the time of grant. In addition, the total number of common shares to be reserved for issuance over the previous 12 month period for any one consultant, shall not exceed 2% of the issued common shares of the Company at the time of grant.

3. While the Company's common shares are listed on the Exchange, the purchase price or exercise price per common share for any Award granted under the Amended Plan shall not be less than the market price of the Company's common shares less any applicable discount in accordance with the policies of the Exchange.
4. Awards granted must expire not later than a maximum of five years from the date of the grant.
5. Awards will vest at the discretion of the board of directors.
6. All options granted pursuant to the Amended Plan shall be non-assignable.

Management of the Company intends to place before the Meeting, for approval, confirmation and adoption, with or without variation, an ordinary resolution (the "**Equity Plan Resolution**") to approve the Amended Plan. The complete text of the Equity Plan Resolution which management intends to place before the Meeting for approval, confirmation and adoption, with or without variation, is set forth below.

"Be it resolved as an ordinary resolution of the Company that:

1. The Amended Plan as set forth in the Information Circular dated May 2, 2016 be approved and that the Board of the Company be authorized in their absolute discretion to establish and administer the Amended Plan in accordance with its terms and conditions;
2. The maximum number of common shares of the Company reserved for issuance under the Amended Plan shall be the number equal to 20% of issued and outstanding common shares as at June 2, 2016;
3. The Board be authorized on behalf of the Company to make any amendments to the Amended Plan from time to time as may, in its discretion, be considered appropriate, provided that such amendments be subject to the approval of all applicable regulatory authorities and
4. Any one (or more) director or officer of the Company is authorized and directed, on behalf of the Company, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Company or otherwise) that may be necessary or desirable to give effect to this ordinary resolution."

Recommendation of Board – Equity Plan Resolution

The Board of Directors recommends that the Company's shareholders vote in favour of the Equity Plan Resolution to ratify and approve the Amended Plan as set out above. In order for the Equity Plan Resolution to be effective it must be approved by the affirmative vote of a majority of the votes cast in respect thereof by Shareholders present in person or by proxy at the Meeting. **In the absence of contrary directions, the Management Designees intend to vote proxies in the accompanying form in favour of the Equity Plan Resolution.**

In the event that the Equity Plan Resolution does not pass, the Existing Plan will remain in effect as approved by shareholders of the Company in June 2013.

OTHER MATTERS

It is not known whether any other matters will come before the Meeting other than those set forth above and in the notice of meeting, but if any other matters do arise, the persons named in the proxy intend to vote on any poll, in accordance with their best judgment, exercising discretionary authority with respect to amendments or variations of matters ratified in the notice of meeting and other matters which may properly come before the Meeting or any adjournment.

NORMAL COURSE ISSUER BID

With the approval of the TSXV, the Company commenced a normal course issuer bid (the "**Bid**") on May 7, 2015 which will terminate on May 6, 2016 or such earlier time as the Bid is completed or at the option of the Company. Under the Bid, the Company may purchase for cancellation, from time to time, as it considers advisable, up to 1,050,000 of its issued and outstanding Shares. The Bid will be conducted in accordance with applicable securities laws and the policies of the TSXV. As of May 2, 2016, the Company has purchased 639,000 Shares pursuant to the Bid. Further purchases may be made on the open market through the facilities of the Exchange. Mackie Research Capital Corp. of Vancouver, British Columbia is conducting the Bid on behalf of the Company. The price which the Company will pay for any common shares purchased by it will be the prevailing market price of such common shares on the TSXV at the time of such purchase. During the previous 12 months, the Company purchased 280,000 of its Shares pursuant to a normal course issuer bid which expired on May 6, 2015 at a weighted average price per Share of \$0.18.

Shareholders may obtain, without charge, a copy of the "Notice of Intention to Make a Normal Course Issuer Bid" filed by the Company with the Exchange by contacting the Company as shown under "Additional Information" below.

ADDITIONAL INFORMATION

Additional information on the Company is available on the internet on SEDAR at www.sedar.com. Financial information is provided in the Company's financial statements and management discussion and analysis which are available on SEDAR. The audited financial statements for the year ending November 30, 2015 together with the auditor's report will be presented at the Meeting. You may request copies of the Company's financial statements and management discussion and analysis by completing the request card included with this Information Circular, in accordance to the instructions therein.

DATED as of May 2, 2016.

BY THE MANAGEMENT OF
ELYSEE DEVELOPMENT CORP.

"Stuart Rogers"

Stuart Rogers
Director

Schedule A

**ELYSEE DEVELOPMENT CORP.
(the "Company")**

AUDIT COMMITTEE CHARTER

(Implemented pursuant to National Instrument 52-110 (the "Instrument"))

A. Composition and Process

1. The Audit Committee shall be composed of a minimum of three members of the Board of Directors, a majority of whom are not officers or employees of the Company or any of its affiliates (as defined in the Business Corporations Act (Alberta)).
2. Members shall serve one-year terms and may serve consecutive terms, which are encouraged to ensure continuity of experience.
3. The Chairperson shall be appointed by the Board of Directors for a one-year term, and may serve any number of consecutive terms.
4. All members of the Audit Committee shall be financially literate. Financial literacy is the ability to read and understand a balance sheet, income statement and cash flow statement that present a breadth and level of complexity comparable to the Company's financial statements.
5. The Chairperson shall, in consultation with management and the external auditor and internal auditor (if any), establish the agenda for the meetings and ensure that properly prepared agenda materials are circulated to the members with sufficient time for study prior to the meeting. The external auditor will also receive notice of all meetings of the Audit Committee. The Audit Committee may employ a list of prepared questions and considerations as a portion of its review and assessment process.
6. The Audit Committee shall meet at least four times per year and may call special meetings as required. A quorum at meetings of the Audit Committee shall be its Chairperson and one of its other members or the Chairman of the Board of Directors. The Audit Committee may hold its meetings, and members of the Audit Committee may attend meetings, by telephone conference if this is deemed appropriate.
7. The minutes of the Audit Committee meetings shall accurately record the decisions reached and shall be distributed to Audit Committee members with copies to the Board of Directors, the Chief Executive Officer, the Chief Financial Officer and the external auditor.
8. The Audit Committee reviews, prior to their presentation to the Board of Directors and their release, all material financial information required by securities legislation and policies.
9. The Audit Committee enquires about potential claims, assessments and other contingent liabilities.

10. The Audit Committee periodically reviews with management, depreciation and amortization, policies, loss provisions and other accounting policies for appropriateness and consistency.
11. The Charter of the Audit Committee shall be reviewed by the Board of Directors on an annual basis.

B. Authority

1. Appointed by the Board of Directors pursuant to provisions of the *Business Corporations Act* (Alberta) and the bylaws of the Company.
2. Primary responsibility for the Company's financial reporting, accounting systems and internal controls is vested in senior management and is overseen by the Board of Directors. The Audit Committee is a standing committee of the Board of Directors established to assist it in fulfilling its responsibilities in this regard. The Audit Committee shall have responsibility for overseeing management reporting on internal controls. While it is management's responsibility to design and implement an effective system of internal control, it is the responsibility of the Audit Committee to ensure that management has done so.
3. In fulfilling its responsibilities, the Audit Committee shall have unrestricted access to the Company's personnel and documents and will be provided with the resources necessary to carry out its responsibilities.
4. The Audit Committee shall have direct communication channels with the internal auditor (if any) and the external auditor to discuss and review specific issues, as appropriate.
5. The Audit Committee shall have the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties.
6. The Audit Committee shall establish the compensation to be paid to any advisors employed by the Audit Committee and such compensation shall be paid by the Company as directed by the Audit Committee.

C. Relationship with External Auditors

1. An external auditor must report directly to the Audit Committee.
2. The Audit Committee is directly responsible for overseeing the work of the external auditor including the resolution of disagreements between management and the external auditor regarding financial reporting.
3. The Audit Committee shall implement Structures and procedures to ensure that it meets with the external auditor on at least annually in the absence of management.

D. Accounting Systems, Internal Controls and Procedures

1. Obtain reasonable assurance from discussions with and/or reports from management, and reports from external auditors that accounting systems are reliable and that the prescribed internal controls are operating effectively for the Company and its subsidiaries and affiliates.

2. The Audit Committee shall review to ensure to its satisfaction that adequate procedures are in place for the review of the Company's disclosure of financial information extracted or derived from the Company's financial statements and will periodically assess the adequacy of those procedures.
3. Direct the external auditor's examinations to particular areas.
4. Review control weaknesses identified by the external auditor, together with management's response.
5. Review with the external auditor its view of the qualifications and performance of the key financial and accounting executives.
6. In order to preserve the independence of the external auditor the Audit Committee will:
 - a) recommend to the Board of Directors the external auditor to be nominated; and
 - b) recommend to the Board of Directors the compensation of the external auditor's engagement.
7. The Audit Committee shall review and pre-approve any engagements for non-audit services to be provided by the external auditor or its affiliates, together with estimated fees, and consider the impact on the independence of the external auditor.
8. Review with management and with the external auditor any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgments of management that may be material to financial reporting.
9. The Audit Committee shall review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and most recent former external auditor of the Company.
10. The Audit Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
11. The Audit Committee shall on an annual basis, prior to public disclosure of its annual financial statements, ensure that the external auditor has entered into a participation agreement and has not had its participant status terminated, or, if its participant status was terminated, has been reinstated in accordance with the Canadian Public Accountability Board ("CPAB") bylaws and is in compliance with any restriction or sanction imposed by the CPAB.

E. Statutory and Regulatory Responsibilities

1. Annual Financial Information - review the annual audited financial statements, including any letter to shareholders and related press releases and recommend their approval to the Board of Directors, after discussing matters such as the selection of accounting policies (and changes thereto), major accounting judgments, accruals and estimates with management and the external auditor.

2. Annual Report - review the management discussion and analysis ("MD &A") section and all other relevant sections of the annual report to ensure consistency of all financial information included in the annual report.
3. Interim Financial Statements - review the quarterly interim financial statements, including any letter to shareholders and related press releases and recommend their approval to the Board of Directors.
4. Earnings Guidance/Forecasts - review forecasted financial information and forward looking statements.
5. Review the Company's financial statements, MD & A and earnings press releases before the Company publicly discloses this information.

F. Reporting

1. Report, through the Chairperson of the Audit Committee, to the Board of Directors following each meeting on the major discussions and decisions made by the Audit Committee.
2. Report annually to the Board of Directors on the Audit Committee's responsibilities and how it has discharged them.
3. Review the Audit Committee's Charter annually and recommend the approval of any proposed amendments to the Board of Directors.

G. Other Responsibilities

- (a) Investigating fraud, illegal acts or conflicts of interest.
- (b) Discussing selected issues with corporate counsel or the external auditor or management.