



CENTURY IRON MINES CORPORATION

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

August 22, 2014

SHAREHOLDERS OF CENTURY IRON MINES CORPORATION: These materials are important and require your immediate attention. They require you to make important decisions. If you are in doubt as to how to make such decisions, please contact your financial, legal, or other professional advisors. **If you have any questions or require more information with regard to voting your shares of Century Iron Mines Corporation, please contact Michael Skutezky, General Counsel and Secretary, or Ivan Wong, Co-Secretary, and Senior Vice President, Corporate Finance and Project Development, at 416-977-3188.**



CENTURY IRON MINES CORPORATION

Suite 1301, 200 University Avenue
Toronto, Ontario, Canada M5H 3C6
Telephone: 416-977-3188 / Facsimile: 416-977-8002

August 22, 2014

Dear Shareholders:

You are cordially invited to attend the annual general and special meeting (the “**Meeting**”) of Century Iron Mines Corporation (the “**Company**”) to be held at The Albany Club, 91 King Street East, Toronto, Ontario, Canada on Monday, September 29, 2014 at 4:30 p.m. (Toronto time).

The items of business to be considered and voted upon at the Meeting are described in the accompanying Notice of Annual and Special Meeting of Shareholders and Information Circular. One of the business items is the election of directors.

Your participation in the affairs of the Company is very important to the Company. Whether or not you plan to attend the Meeting, I encourage you to exercise your right to vote, which can easily be done by completing and submitting your enclosed proxy in accordance with the instructions set forth in the accompanying form of proxy and Information Circular.

You will also have the opportunity to ask questions and to meet several of the directors and members of the executive management of the Company.

All of our public documents are available under the Company’s profile on SEDAR at www.sedar.com. We also encourage you to access either SEDAR or our website at www.centuryiron.com during the year for continuous disclosure items, including news releases and investor presentations.

We look forward to seeing you at the Meeting.

Yours sincerely,

(signed) “Sandy Chim”

Sandy Chim
President and Chief Executive Officer



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NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of shareholders of Century Iron Mines Corporation (the “**Company**”) will be held at The Albany Club, 91 King Street East, Toronto, Ontario, Canada on Monday, September 29, 2014 at 4:30 p.m. (Toronto time) for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the latest completed financial year, together with the report of the auditors (the “**Financial Statements**”);
2. to elect the directors of the Company for the ensuing year;
3. to appoint PricewaterhouseCoopers LLP, Chartered Accountants, as auditors of the Company for the ensuing year at a remuneration to be fixed by the directors;
4. to approve the continuation of the Company (the “**Continuation**”) from the *Canada Business Corporations Act* to the British Columbia *Business Corporations Act* (the “**Continuation Proposal**”);
5. to consider any permitted amendment to or variation of any matter identified in this Notice; and
6. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The Financial Statements have been filed under the Company’s profile on SEDAR at www.sedar.com in accordance with the Company’s continuous disclosure obligations and will be presented to shareholders at the Meeting.

The accompanying Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice. The Company does not anticipate that any other matters will be addressed; however, any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting or any adjournment thereof. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

Registered shareholders are entitled to vote at the Meeting either in person or by proxy. Regardless of whether a shareholder plans to attend the Meeting in person, each shareholder is encouraged to please complete, date, and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and Information Circular.

All non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the Voting Instruction Form and in the Information Circular to ensure that such shareholders' shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.

DATED at Toronto, Ontario this 22nd day of August, 2014.

BY ORDER OF THE BOARD

(signed) "*Sandy Chim*"

Sandy Chim
President and Chief Executive Officer

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INFORMATION CIRCULAR

(unless otherwise specified, information is as of August 5, 2014)

This Information Circular is furnished in connection with the solicitation of proxies by the management of Century Iron Mines Corporation (the “Company”) for use at the annual and special meeting (the “Meeting”) of the Company (and any adjournment thereof) to be held on September 29, 2014 at the time and place and for the purposes set forth in the accompanying Notice of Meeting.

In this Information Circular, references to the “Company”, “we” and “our” refer to the Company. “Shares” means common shares without par value in the capital of the Company. “Beneficial Shareholders” means shareholders who do not hold shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

The Board of Directors of the Company (the “Board”) has approved the contents and the sending of this Information Circular. All dollar amounts referred to herein are expressed in Canadian dollars unless otherwise indicated.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to Beneficial Shareholders whose shares are held as of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

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

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 named therein with respect to:

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

In respect of a matter for which a choice is not specified 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 are encouraged 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 Company's transfer agent, TMX Equity Transfer Services ("**Equity**"). Registered shareholders who elect to submit a Proxy may do so online at www.voteproxyonline.com by entering the control number printed on the form of proxy, by fax at 416-595-9593, or by mail to 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1, in all cases in accordance with the instructions provided by Equity in the enclosed proxy materials and ensuring that the Proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting 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 registered in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Company as the registered holders of 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 Company. Those 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 depositary for many U.S. brokerage firms and custodian banks).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

There are two kinds of Beneficial Shareholders: those who object to their name being made known to the issuers of securities which they own (referred to as "**OBOs**" or "**Objecting Beneficial Owners**") and those who do not object to the issuers of the securities they own knowing who they are (referred to as "**NOBOs**" or "**Non-Objecting Beneficial Owners**").

NOBOs-Non-Objecting Beneficial Owners

The Company is taking advantage of provisions of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators permitting the Company to deliver proxy-related materials directly to its NOBOs. As a result, NOBOs can expect to receive a Voting Instruction Form (“VIF”) from Equity. NOBOs should complete and return these VIFs in accordance with the instructions provided by Equity on the VIF. Those instructions will include options for submitting VIFs by mail, by fax at 416-595-9593 or online at www.voteproxyonline.com by entering the control number printed on the VIF. Equity will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting as to the instructions provided by NOBOs on their VIFs.

This Information Circular, with related materials, is being sent to both registered and non-registered owners of the shares of the Company. For any shareholder who is a NOBO, if the Company or its agent has sent the Meeting materials directly to that shareholder, the shareholder’s name and address, as well as the information about Company shares held by NOBO, has been obtained in accordance with applicable securities rules from the intermediary who holds those shares on behalf of the NOBO.

By choosing to send these materials to NOBOs directly, the Company (and not the intermediary holding shares on behalf of a NOBO) has assumed responsibility for (i) delivering Meeting materials to each NOBO, and (ii) executing the NOBO’s proper voting instructions.

OBOs-Objecting Beneficial Owners

The VIF that will be supplied to OBOs by their brokers will be similar to the Proxy provided to registered shareholders by the Company, and to the VIF provided to NOBOs. However, its purpose is limited to instructing the intermediary how to vote the shares of an OBO.

The Company cannot directly or through an agent send Meeting materials to OBOs, as the identity of OBOs is not known to the Company. Most brokers delegate responsibility for sending shareholder meeting materials to OBOs, and for obtaining instructions from OBOs, to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in Canada and in the United States. Broadridge and any other intermediary sending Meeting materials to OBOs will mail their own form of VIF in lieu of the Proxy provided by the Company. The persons named in the VIF to represent the shares if OBOs at the Meeting will be the same as those named in the Company’s Proxy to represent the registered shareholders.

To ensure that their shares are voted at the Meeting, OBOs should carefully follow the instructions of their broker or intermediary as to how to communicate their voting and related instructions with respect to their shares for the Meeting. In most cases, those instructions will provide the ability to vote by mail, by fax or online.

Each OBO has the right to appoint a person (who need not be a Beneficial Shareholder of the Company), other than any of the persons designated in the VIF, to represent an OBO’s shares at the Meeting, and that person may even be the Beneficial Shareholder representing himself, herself or itself. To exercise this right, OBOs are asked to insert the name of a desired representative (which may be the Beneficial Shareholder) in the blank space provided in the VIF.

Completed VIFs must be submitted in accordance with the instructions for the VIF. Those completed VIFs will then be tabulated, and appropriate instructions regarding the votes submitted by OBOs (and any appointments of parties to represent OBOs) will then be submitted for the Meeting.

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 of Canada. The proxy solicitation rules under the *United States Securities Exchange Act of 1934*, as amended, are not applicable to the Company 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 Company is incorporated under the *Canada Business Corporations Act* (“**CBCA**”), 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 Company 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 Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by:

- a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder’s authorized attorney in writing, or, if the registered shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Equity or at the offices of the Company at Suite 300, 200 University Avenue, Toronto, Ontario, Canada M5H 4H1, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or
- b) personally attending the Meeting and voting the registered shareholder’s shares.

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

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

To the best of our knowledge, except as otherwise disclosed herein, no director or executive officer of the Company, nor any person who has held such a position since the beginning of the last completed financial year of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors or the appointment of auditors, all as set out herein.

RECORD DATE AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Record Date and Outstanding Shares

The Board has fixed August 5, 2014 as the record date (the “**Record Date**”) for determining the shareholders entitled to receive notice of and to vote at the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a Proxy in the manner and subject to the provisions described above will be entitled to vote or to have their shares voted at the Meeting.

As of the date of this Information Circular, the common shares of the Company are listed for trading on the Toronto Stock Exchange (the “**TSX**”). The Company is authorized to issue an unlimited number of common shares without par value. As of the Record Date, there were 98,799,071 common shares without par value issued and outstanding, each carrying the right to one vote. The Company is also authorized to issue an unlimited number of preferred shares without par value in one or more series on such terms as may be determined by the Board for each series. There were no preferred shares issued and outstanding as at the Record Date. No group of shareholders has the right

to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the shares.

Principal Holders of Common Shares of the Company

To the knowledge of the directors and executive officers of the Company, the only persons or companies that beneficially own, or control or direct, shares carrying 10% or more of the voting rights attached to all outstanding shares of the Company as at the Record Date are:

Shareholder name	Number of shares held ⁽¹⁾	Percentage of issued shares ⁽²⁾
WISCO International Resources Development & Investment Limited	23,197,768	23.5%
Century (Netherlands) Enterprises Coöperatie U.A. ⁽³⁾	49,781,316	50.4%

Notes:

1. Information obtained from the insider reports available under the Company's profile on SEDI at www.sedi.ca.
2. Based on 98,799,071 common shares of the Company outstanding as at the Record Date.
3. Century (Netherlands) Enterprises Coöperatie U.A. ("Century Netherlands") is a cooperative with exclusion of liability incorporated under the laws of the Netherlands and domiciled in the Netherlands. Purple Star Holdings Limited, a BVI holding company of which Ben Koon (David) Wong, a director of the Company, is a controlling shareholder, indirectly owns approximately 49.5% of the shares of Century Netherlands. Thriving Century Limited, a BVI holding company of which Sandy Chim, President and Chief Executive Officer and a director of the Company, is a controlling shareholder, indirectly owns approximately 30.6% of the shares of Century Netherlands. Earnlead Investments Ltd., a BVI holding company of which Hua Bai, a director of the Company, is a controlling shareholder, indirectly owns approximately 10% of the shares of Century Netherlands.

FINANCIAL STATEMENTS

The audited consolidated financial statements of the Company for the most recently completed financial year and the report of the auditor thereon will be placed before shareholders at the Meeting for their consideration. No formal action will be taken at the Meeting to approve the financial statements. If any shareholder has questions regarding such financial statements, such questions may be brought forward at the Meeting.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein, other than the special resolution required to approve the Continuation.

The special resolution required to approve the Continuation requires the vote of not less than two-thirds (66 2/3%) of the votes cast at the Meeting, whether in person, or by proxy or otherwise in favour of the Continuation.

Regarding the election of directors, if there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

MATTER #1 - ELECTION OF DIRECTORS

The articles of the Company currently provide that the number of directors of the Company will be a minimum of three and a maximum of fifteen. The Board has fixed the number of directors at ten in accordance with the By-laws of the Company. The number of directors will be reduced to nine directors upon completion of the Continuation should the Continuation be approved by shareholders. See the discussion below under Matter #3 – Continuation of the Company under the British Columbia *Business Corporations Act* – Impact on Number of Directors of the Company.

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless a director's office is vacated earlier in accordance with the provisions of the CBCA, each director elected at the Meeting will hold office until the conclusion of the next annual meeting of the Company, or if no director is then elected, until a successor is elected.

Majority Voting Policy

The Proxy or VIF that shareholders of the Company will receive for the Meeting permits shareholders to vote “for” or “withhold” their vote for each director nominee.

The Board has a majority voting policy stipulating that, in an uncontested election of directors, in the event that a director nominee is elected but receives a greater number of “withhold” votes than “for” votes, that director will tender his or her resignation to the Board, and the Board will then confer to consider whether or not it wishes to accept that resignation. (The Board will generally accept the resignation, absent exceptional circumstances.) The Board will then advise shareholders of the Board's decision whether or not to accept the tendered resignation.

Shareholders should note that, as a result of the majority voting policy, a “withhold” vote is effectively a vote against a director nominee in an uncontested election.

Under applicable corporate law, shareholders can only vote “for” or “withhold” their vote for directors, but may not vote “against” them. As a result, a single “for” vote can result in the election of a director, irrespective of the number of “withhold” votes. In connection with the Meeting, the proxy forms used for the election of directors will enable shareholders to vote in favour of, or withhold their vote for, each director nominee separately. As a result of the majority voting policy adopted by the Board, a director would be required to submit his or her resignation in circumstances (excluding contested elections) where the number of shareholder votes withheld in respect of his or her election is greater than the number of votes cast for his or her election. This policy became effective in respect of the elections taking place at the Meeting.

In the event of a contested election, where the number of nominees for director exceeds the number of directors to be elected, subject to applicable law, the voting method to be applied for purposes of electing directors at the meeting will be determined by the chair of the meeting in his or her sole discretion, including slate voting.

Nominees for Election

The directors of the Company have determined that the number of directors for the ensuing year will be ten. With the exception of Kit Ying (Karen) Lee, all of the nominees for election at the Meeting are currently directors of the Company. All nominees have agreed to stand for election. If, however, one or more of them should become unable to stand for election, it is likely that one or more other persons would be nominated for election at the Meeting.

In connection with the closing of the Qualifying Transaction of the Company on May 18, 2011 (the “**Qualifying Transaction**”), and further to the concurrent equity investment in the Company by WISCO International Resources Development & Investment Limited (“**WISCO**”), the Company entered into an investment agreement with WISCO (the “**Investment Agreement**”) which provides that, if WISCO owns 10% or more of the outstanding shares of the Company on a non-diluted basis, WISCO will have the right to nominate, after consultation with the Company, a number of directors of the Company at each meeting of shareholders of the Company at which directors are to be

elected. The number of directors that may be nominated by WISCO pursuant to the terms of the Investment Agreement will be determined from time to time based on (a) the percentage of the common shares of the Company held by WISCO, and (b) the number of directors comprising the Board of the Company from time to time, with the product rounded down to the nearest whole number of directors. On the basis of WISCO's current equity interest in the Company and the number of directors proposed for election at the Meeting, WISCO currently has the right to designate two individuals as nominees. Wei Ke Peng and Jun Feng are proposed by WISCO for election at the Meeting. Mr. Peng and Mr. Feng are currently directors of the Company.

The following disclosure sets out (a) the names of management's ten nominees for election as directors, (b) their major offices and positions with the Company including service on committees of the Board since the last annual and special meeting of shareholders, (c) their principal occupation, business or employment, (d) the period of time during which each has been a director of the Company, and (e) the number of shares beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the Record Date. For each nominee's principal occupation, business or employment for the five preceding years, see "Election of Directors – Principal Occupation, Business or Employment of Nominees".

Unless authority to do so with respect to one or more directors is withheld, the persons designated as proxyholders in the accompanying Proxy intend to vote the Shares represented by such Proxy, properly executed for the election of each of the nominees set forth in the following disclosure. The Company's 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 will be exercised by the persons named in the accompanying Proxy to vote any proxy for the election of any other person or persons in place of any nominee or nominees unable to serve.

Nominee name, position with the Company and residency	Occupation, business or employment	Director Since	Common shares beneficially owned, controlled or directed ⁽¹⁾⁽²⁾
Sandy Chim, CPA, CA ⁽⁹⁾⁽¹¹⁾ Chairman, Director, President and Chief Executive Officer Hong Kong, PRC	Chairman, Director, President and Chief Executive Officer of the Company	May 18, 2011	604,162 ⁽³⁾
Paul Murphy ⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾⁽¹³⁾ Director Toronto, Ontario, Canada	Chief Financial Officer of Guyana Goldfields Inc. and of GPM Metals Inc., Chairman of Alamos Gold Inc. and Director of Continental Gold Inc.; Retired Partner of PricewaterhouseCoopers LLP	May 18, 2011	Nil
Ben Koon (David) Wong Director Hong Kong, PRC	Chairman of Prosperity International Holdings (H.K.) Limited	May 18, 2011	500,000 ⁽⁴⁾
Hua Bai Director British Columbia, Canada	Chairman of Northern Star Minerals Ltd.	May 18, 2011	Nil ⁽⁵⁾
Maurice Strong ⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾⁽¹³⁾ Director Ottawa, Ontario, Canada	Chairman of Strovest Holdings Inc.	May 18, 2011	Nil
Howard Bernier ⁽⁹⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾⁽¹³⁾ Director Repentigny, Québec, Canada	Consultant	May 18, 2011	Nil

Jun Feng ⁽⁶⁾ Director Toronto, Ontario, Canada	Chief Financial Officer of Labec Century Iron Ore Inc. and WISCO Century Sunny Lake Iron Mines Limited	June 25, 2014	Nil ⁽⁶⁾
Wei Ke Peng ⁽⁹⁾⁽¹¹⁾ Director Wuhan, PRC	Chief Executive Officer of WISCO Brazil Metallurgy Investment Ltd.; Deputy Director of Overseas Mineral Resources Department, WISCO Group	May 18, 2011	Nil ⁽⁷⁾
Jionghui Wang ⁽⁹⁾ Director Beijing, PRC	Assistant President, China Minmetals Corporation, General Manager, Minmetals Exploration & Development Co., Ltd.	Sept. 28, 2011	Nil ⁽⁸⁾
Kit Ying (Karen) Lee Proposed Director Hong Kong, PRC	Director, Tianjin Capital Environmental Protection Company Ltd.; Director, China Blue Chemical Ltd.	Nominated	Nil

Notes:

1. The number of shares beneficially owned, controlled or directed, directly or indirectly, by the above nominees for directors, is based on information furnished by the nominees and from insider reports available under the Company's profile on SEDI at www.sedi.ca.
2. Figures do not include any issued and outstanding share options or share units. For issued and outstanding share options or share units please see the table under "Director Incentive Plan Awards – Outstanding Share-based Awards and Option-based Awards as at March 31, 2014".
3. Includes shares owned by Century Resources Capital Corporation, a private BVI company owned by Mr. Chim, which owns 100,762 common shares of the Company. Thriving Century Limited, a privately-held BVI company of which Mr. Chim is a controlling shareholder, indirectly owns approximately 30.6% of the shares of Century Netherlands which owns 49,781,316 common shares of the Company representing approximately 50.4% of the issued and outstanding common shares of the Company. The shares of the Company owned by Century Netherlands are excluded from the shareholdings reported in this table.
4. Purple Star Holdings Limited, a privately-held BVI company of which Mr. Wong is a controlling shareholder, indirectly owns approximately 49.5% of the shares of Century Netherlands which owns 49,781,316 common shares of the Company representing approximately 50.4% of the issued and outstanding common shares of the Company. The shares of the Company owned by Century Netherlands are excluded from the shareholdings reported in this table.
5. Earnlead Investments Ltd., a privately-held BVI company of which Mr. Bai is a controlling shareholder, indirectly owns approximately 10% of the shares of Century Netherlands which owns 49,781,316 common shares of the Company representing approximately 50.4% of the issued and outstanding common shares of the Company. The shares of the Company owned by Century Netherlands are excluded from the shareholdings reported in this table.
6. Mr. Feng is Chief Financial Officer of Labec Century Iron Ore Inc. and WISCO Century Sunny Lake Iron Mines Limited. WISCO holds 23,197,768 common shares of the Company representing approximately 23.5% of the issued and outstanding shares of the Company.
7. Mr. Peng is Deputy General Manager of the Overseas Mineral Resources Division of Wuhan Iron & Steel (Group) Corporation, the parent of WISCO and a nominee of WISCO. WISCO holds 23,197,768 common shares of the Company representing approximately 23.5% of the issued and outstanding shares of the Company.
8. Mr. Wang is the Assistant President of China Minmetals Corporation and the General Manager of Minmetals Exploration & Development Co., Ltd. Minmetals Exploration & Development (Luxembourg) Limited S.à r.l., an affiliate of China Minmetals Corporation, holds 4,641,410 common shares of the Company representing approximately 4.7% of the issued and outstanding shares of the Company.
9. Member of the Technical Committee in 2013-2014.
10. Member of the Audit Committee in 2013-2014.
11. Member of Governance and Nominating Committee in 2013-2014.
12. Member of the Compensation Committee in 2013-2014.
13. Member of the Corporate Social Responsibility Committee in 2013-2014.

Principal Occupation, Business or Employment of Nominees

Sandy Chim – Chairman, Director, President and Chief Executive Officer

Sandy Chim, CPA, CA, is the founder, Chairman, a director, the President and Chief Executive Officer of the Company. His principal focus, since 2007, has been the development of the Company (and its predecessor companies). He is also currently a director of Augyva Mining Resources Inc. and Sage Gold Inc., both of which are publicly traded mineral resource exploration companies listed on the TSXV. His investments and involvement in developing iron ore assets in Canada started in 2005 as a substantial shareholder in Consolidated Thompson Iron Mines Limited and a joint venture partner, through an affiliated company, of the Bloom Lake mine. Over the course of his career, Mr. Chim has raised substantial capital from, and taken companies of various industries public on, various international capital markets, including in Australia, London and Hong Kong as well as Canada. This capital was raised for businesses involved in industries ranging from resource exploration, mining, building materials, manufacturing, and the financial markets. Mr. Chim received a Bachelor of Commerce degree from the University of New South Wales, Australia and an M.B.A. from York University, Canada. Mr. Chim is a member of Certified Professional Accountants Ontario Canada and the Institute of Chartered Secretaries and Administrators in Canada, and a Fellow Member of the Hong Kong Institute of Certified Public Accountants.

Paul Murphy – Lead Director

Paul Murphy has significant industry experience gained as a former Audit and Assurance Group Partner and former national leader for the Canadian mining industry group of PricewaterhouseCoopers LLP. After working for over thirty years with the firm, Mr. Murphy retired from PricewaterhouseCoopers LLP in May 2010. Mr. Murphy is the former Leader for the Western Hemisphere Mining Centre of Excellence and has worked almost exclusively in the resource industries for the past thirty years. His professional experience includes financial reporting controls, operational effectiveness, International Financial Reporting Standards and SEC reporting issues, financing, valuation and taxation as they pertain to the mining sector. For several years, Mr. Murphy oversaw a technical mining practice which certified financial completion tests and reviewed ore reserves for mines financed by Canadian and foreign banking syndicates. Mr. Murphy currently holds the position of Chief Financial Officer of Guyana Goldfields Inc. and of GPM Metals Inc. He is also Chairman of Alamos Gold Inc. and a director of Continental Gold Inc. Mr. Murphy has been qualified as a Chartered Accountant since 1975 and has a Bachelor of Commerce degree from Queen's University.

Mr. Murphy has indicated to the Board his intention to resign from the Board upon completion of the Continuation, should the Continuation be approved by shareholders, due to time commitments from other business interests.

Jionghui Wang – Director

Jionghui Wang is Assistant President of China Minmetals Corporation, a Chinese state-owned diversified metals and mining company based in Beijing, and General Manager of Minmetals Exploration & Development Co. Limited. Mr. Wang is also a Fellow of AusIMM, a member of National Sustainable Development of Land Resources Strategy Team, an executive director of Chinese Society on Economics of Geology & Mineral Resources, an executive director of Chinese Association of Mineral Resources Appraisers, a chairman of China Mining Association and a guest Professor of China University of Geosciences. Previously, he was the Deputy General Manager of the China National Geological Mining Corporation and worked for the Changchun Institute of Geology and a number of companies. Mr. Wang graduated from the Changchun Institute of Geology and holds a Master's degree and title of Research Fellow.

Ben Koon (David) Wong – Director

Ben Koon (David) Wong is the Chairman of Prosperity International Holdings (H.K.) Limited ("PIHL"), an iron ore operator, real estate developer, and cement investment holding company in China. PIHL is listed on the Hong Kong Stock Exchange. Ben Koon is also the chairman and legal representative of Anhui Chaodong Cement Co. Limited, a

public company listed on the Shanghai Stock Exchange. Mr. Wong's professional career spans more than thirty years, including more than twenty years of experience in cement and iron ore operation.

Hon. Maurice Strong, P.C. – Director

The Honourable Maurice Strong, P.C. has over thirty years of experience at higher levels in business and with government and international organizations. Mr. Strong has held numerous positions with international organizations. His past appointments include Under Secretary General and Special Advisor to the Secretary General of the United Nations; Senior Advisor to the President, World Bank; President, Power Corporation of Canada; Chairman and Chief Executive Officer, Ontario Hydro and Member, International Advisory Board, Toyota Motor Corporation. Mr. Strong is a Member of the Queen's Privy Council of Canada, has received Honorary Doctorates from 53 universities in Canada, the United States, Europe and Asia, and has held numerous academic appointments, including visiting professorship at the University of Ottawa (2004) and honorary professorship at the University of Peking (Beijing) 2006.

Howard Bernier – Director

Howard Bernier is a former professional Metallurgical Engineer and a consultant to entities involved in the iron ore industry focused on developing iron ore properties in the Province of Québec and Brazil. He has served as a consultant and officer to various public companies, as the resident manager of Wabush Mines in Sept-Îles, Québec, and most recently as Chief Operating Officer of Consolidated Thompson Iron Mines Limited. Mr. Bernier's professional career, spanning some thirty-five years, has included all aspects of copper smelting and refining and iron pellet production, shipping and international metal sales. Mr. Bernier is a past member of the American Institute of Mining and Metallurgical and Petroleum Engineers and the Canadian Institute of Mining and Metallurgy. Mr. Bernier holds a B.Sc. (Engineering) from the École Polytechnique de Montréal, Québec. Mr. Bernier is a former member of the Order of Engineers of Québec.

Hua Bai – Director

Hua Bai is a businessman in China with more than twenty-five years of investment and commercial experience. In the early 1990s Mr. Bai founded an architecture and interior design firm in China winning a number of architectural awards. Mr. Bai commenced his career in mining exploration in North America many years ago and is currently the chairman of Northern Star Minerals Ltd. Mr. Bai has a degree in Architecture from Chongqing University in China.

Jun Feng - Director

Jun Feng currently serves as Chief Financial Officer of Labec Century Iron Ore Inc. and WISCO Century Sunny Lake Iron Mines Limited. He is a senior accountant and has worked for WISCO for the past eighteen years. Mr. Feng holds a Bachelor degree in Metal Processing from Wuhan University of Science and Technology and a Master degree in Accounting from Zhongnan University of Economics and Law. Mr. Feng has also been qualified for National Accounting Leaders (Candidates) Training Programme for Enterprise sponsored by Ministry of Finance of the People's Republic of China since 2013.

Wei Ke Peng – Director

Wei Ke Peng currently serves as Deputy Director of the Overseas Mineral Resources Department of Wuhan Iron & Steel (Group) Corporation, and the Chief Executive Officer of WISCO Brazil Metallurgy Investment Ltd. He is a senior engineer and has over 20 years of experience in the iron and steel industry. From 1987 to 1990, Mr. Peng attended at the Chongqing University of Science and Technology majoring in steelmaking and from 2002 to 2006, he attended at the Huazhong University of Science and Technology majoring in computer and application. Mr. Peng also holds a Master of Business Administration degree from Wright State University.

Kit Ying (Karen) Lee – Proposed Director

Kit Ying (Karen) Lee is a seasoned senior executive with over 20 years of experience working in the financial markets and serving various senior executive positions with the regulatory and exchanges in Hong Kong. She is well versed with finance and listing requirements. Ms. Lee's management experience has spanned market development, operations and project management of the regulators. One of Ms. Lee's greatest accomplishments was her role as the taskforce leader for the successful and timely execution of the merger in 1999-2000 of The Stock Exchange of Hong Kong Limited, Hong Kong Futures Exchange Limited and Hong Kong Securities Clearing Company Limited to form Hong Kong Exchanges and Clearing Limited (HKEx), and the completion of its subsequent listing in 2000. After that, she became the Head of Listing, Risk Management and Regulation of HKEx and then served as CFO looking after Finance and Treasury functions of HKEx. Ms. Lee is currently an independent non-executive director of Tianjian Capital Environmental Protection Company Ltd., a company listed on Hong Kong Stock Exchange and Shanghai Stock Exchange, and China Blue Chemical Ltd., a public company listed in Hong Kong. Ms. Lee is a fellow member of the Institute of Chartered Accountants in England and Wales and an associate member of Hong Kong Institute of Certified Public Accountants. Ms. Lee received a Bachelor of Arts in Accountancy from City of London Polytechnic (currently London Metropolitan University) and a Master of Science in Financial Engineering from City University of Hong Kong.

Cease Trade Orders, Bankruptcies, Penalties and Sanctions

To the Company's knowledge, except as set out below, no proposed director 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:

- a) while that person was acting in that capacity, was subject to a cease trade order or an order similar to a cease trade order, or an order that denied the Company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or
- b) was subject to a cease trade order or an order similar to a cease trade order, or an order that denied the Company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

To the Company's knowledge, except as set out below, no proposed director 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 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.

To the Company's knowledge, no proposed director has individually, within 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.

To the Company's knowledge, except as disclosed below, as of the date of this Information Circular, no proposed director has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

On August 8, 2005, Prosperity International Holdings (H.K.) Limited, a company of which Ben Koon (David) Wong is a director and Chairman, was found by The Stock Exchange of Hong Kong Limited to have breached its rules by failing to dispatch and publish its annual accounts for the year ended March 31, 2003 in time, for failing to announce

and publish a circular on time and failing to obtain prior independent shareholder approval for certain transactions conducted during the period from September 12, 2002 to November 26, 2002.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors of the Company also holding positions as directors or officers of other companies. Some of the directors and proposed directors of the Company have been and will continue to be engaged in the identification and evaluation of assets, businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers of the Company are involved with companies in direct competition with the Company. Conflicts, if any, will be subject to the procedures and remedies provided under the CBCA. Directors who are in a position of conflict will abstain from voting on any matters relating to the conflicting matter.

CORPORATE GOVERNANCE

Corporate Governance

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and accountable to the shareholders of the Company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board believes that good corporate governance improves corporate performance and benefits all shareholders and is committed to sound corporate governance practices.

As of the date of this Information Circular, the Company has adopted the following corporate governance guidelines and policies:

- Corporate Governance Guidelines;
- Code of Business Conducts and Ethics;
- Insider Trading Policy;
- Disclosure Policy;
- Disclosure Controls and Procedures Policy.

The Canadian Securities Administrators (the “CSA”) have adopted National Policy 58-201 – *Corporate Governance Guidelines*, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, the CSA have implemented National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, which prescribes certain disclosure by the Company of its corporate governance practices. This section sets out the Company’s approach to corporate governance and addresses the Company’s compliance with Form 58-101F1 – *Corporate Governance Disclosure*.

Board of Directors

The Board of the Company facilitates its exercise of independent supervision over management by ensuring representation on the Board by directors who are independent of management and by promoting frequent interaction and feedback.

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The Board has reviewed the relationship between each director and the Company with a view to determining independence. The following table sets out the Company’s independent and non-independent directors and the basis upon which the determination of independence was made:

Name	Independence	Basis for determination of non-independence
Sandy Chim ⁽⁴⁾⁽¹⁰⁾ Chair of the Board	Non-Independent	Mr. Chim is considered to have a material relationship with the Company because he currently serves as the President and Chief Executive Officer of the Company. Mr. Chim is also considered to have a material relationship with the Company because he is a controlling shareholder of Thriving Century Limited, a privately-held BVI company which indirectly owns approximately 30.6% of the common shares of Century Netherlands, which owns approximately 50.4% of the outstanding common shares of the Company.
Paul Murphy ⁽¹⁾⁽³⁾⁽⁶⁾⁽⁸⁾ Lead Director	Independent	Not applicable – no material relationship.
Ben Koon (David) Wong	Non-Independent	Mr. Wong is considered to have a material relationship with the Company because he is a controlling shareholder of Purple Star Holdings Limited, a privately-held BVI company which indirectly owns approximately 49.5% of the common shares of Century Netherlands which owns approximately 50.4% of the issued and outstanding shares of the Company.
Hua Bai	Non-Independent	Mr. Bai is considered to have a material relationship with the Company because he is a controlling shareholder of Earnlead Investments Ltd., a privately-held BVI company which indirectly owns approximately 10% of the common shares of Century Netherlands which owns approximately 50.4% of the issued and outstanding common shares of the Company.
Hon. Maurice Strong, P.C. ⁽²⁾⁽⁴⁾⁽⁶⁾⁽⁷⁾	Independent	Not applicable – no material relationship.
Howard Bernier ⁽²⁾⁽⁴⁾⁽⁵⁾⁽⁸⁾⁽¹⁰⁾	Independent	Not applicable – no material relationship.
Jun Feng	Non-Independent	Mr. Feng is not considered independent of the Company as he is the Chief Financial Officer of Labec Century Iron Ore Inc. and WISCO Century Sunny Lake Iron Mines Limited, both of which are joint venture companies formed between Century and WISCO, and Mr. Feng is one of the nominees of WISCO on the Board. WISCO owns approximately 23.5% of the issued and outstanding shares of the Company.
Wei Ke Peng ⁽⁴⁾⁽¹⁰⁾	Non-Independent	Mr. Peng is not considered independent of the Company as he is the Chief Executive Officer of an affiliate of WISCO and is one of the nominees of WISCO on the Board. WISCO owns approximately 23.5% of the issued and outstanding shares of the Company.
Jionghui Wang ⁽⁹⁾	Independent	Not applicable – no material relationship.
Kit Ying (Karen) Lee ⁽¹¹⁾	Independent	Not applicable – no material relationship.

Notes:

- | | |
|---|---|
| 1. Chair of Audit Committee. | 6. Member of Compensation Committee |
| 2. Member of the Audit Committee. | 7. Chair of Corporate Social Responsibility Committee. |
| 3. Chair of Governance and Nominating Committee. | 8. Member of Corporate Social Responsibility Committee. |
| 4. Member of Governance and Nominating Committee. | 9. Chair of the Technical Committee. |
| 5. Chair of Compensation Committee. | 10. Member of Technical Committee. |
| | 11. First-time nominee for director at the Meeting. |

As noted above, the Board is not comprised of a majority of independent directors. However, the exercise of

independent judgment by the Board is fostered in a number of ways. For example, the independent directors meet periodically without the non-independent directors and members of management. Also, the Board considers the independence of directors in determining which directors are to serve on committees, taking into account the roles of the committees and the likelihood that the independence of directors will be important to the committee in discharging its responsibilities. Furthermore, the Board encourages independent Board members to discuss all matters with other independent directors and non-independent directors and management in order that they are fully informed and apprised of all matters necessary to make objective decisions as directors. Finally, as discussed below, the independence of the Lead Director is also important in fostering the independent exercise of judgment by the Board.

Exercise of Independence by the Board – the Board Chair and the Lead Director

As disclosed above, management is of the opinion that the Chair of the Board, Sandy Chim, is a non-independent director.

To provide leadership to the independent Directors, the Board appointed Paul Murphy from among the independent directors to act as the Lead Director. Mr. Murphy's most recent appointment as Lead Director in September 2013 obtained unanimous approval from the independent directors.

The Lead Director's primary role is to provide leadership for the independent directors, assist in managing any conflicts between the Company and any controlling shareholder, to focus on enhancing the effectiveness of the Board and to help ensure that the Board functions in an independent and cohesive fashion. In addition, the Lead Director, through consultation with the Chair of the Board, prepares agendas for meetings of the independent directors, ensures meetings of the independent directors are scheduled regularly, chairs such meetings and reports the results of such meetings to the Chair of the Board, and where necessary, to the Chief Executive Officer. The Lead Director is responsible for ensuring that directors and management understand the independent role of the Board and the boundaries between the responsibilities of the Board and of management and for identifying and addressing impediments to the Board's ability to function independently of management. In circumstances of conflict by reason of the lack of independence of the Chair of the Board, the Lead Director acts as the liaison between management and the Board to ensure the relationship between management and the Board are conducted in a professional and constructive manner. This includes ensuring that the boundaries between the Board and management are clearly understood and respected by both management and directors.

When warranted, the independent directors plan to meet, in the absence of management and non-independent directors, at the conclusion of scheduled Board meetings. In addition, where a matter under consideration at a Board meeting warrants it and to ensure that free and candid discussions can take place, the Chair of the Board or Lead Director may request one or more members of management or non-independent directors to withdraw during the discussions of that matter. The Lead Director may also call meetings of independent directors at the request of any independent director or on his own initiative.

Directorships

Certain of the directors of the Company are also directors of other reporting issuers. To the Company's knowledge, except as set out below, none of the directors of the Company serves on the board of directors of any other reporting issuer with any other director of the Company. The following table indicates which directors are also directors of other reporting issuers (or equivalent) in a Canadian or foreign jurisdiction:

Name	Name of reporting issuer	Name of Exchange or Market	Position
Sandy Chim, CPA, CA	Sage Gold Inc.	TSXV	Director
	Augyva Mining Resources Inc.	TSXV	Director
Paul Murphy	Continental Gold Limited	TSX	Director
	Alamos Gold Inc.	TSX	Chairman
Ben Koon (David) Wong	Prosperity International Holdings (H.K.)	HKSE	Chairman

	Limited		
Kit Ying (Karen) Lee ⁽¹⁾	Tianjin Capital Environmental Protection Company Ltd..	HKSE & SSE	Director
	China Blue Chemical Ltd	HKSE	Director

Note:

- Ms. Lee is a first-time nominee for director at the Meeting.

Record of Meeting Attendance

Directors are expected to attend all meetings of the Board and the Board Committees of which they are members, to attend such meetings fully prepared, and to remain in attendance for the duration of the meeting. Where a director's absence from a meeting is unavoidable, the director is responsible for contacting the Chairman, the Chief Executive Officer or the Secretary of the Company as soon as possible for a briefing on the substantive elements of the meeting.

The Company completed its Qualifying Transaction on May 18, 2011, and each of the current members of the Board, except for Jionghui Wang and Jun Feng, have been directors of the Company since that time. Mr. Wang was first elected as a director of the Company on September 28, 2011. Mr. Feng was appointed as a WISCO representative director on June 25, 2014. The Company held 6 Board meetings in the financial year ended March 31, 2014, not including meetings of the committees of the Board, meetings of the independent directors and written consent resolutions adopted by the Board. The record of attendance of directors at the meetings is as follows:

Name	Board meetings attended	Percentage of 2013-14 Board meetings attended during tenure as directors (%)
Sandy Chim	6	100%
Paul Murphy ⁽¹⁾	4	67%
Ben Koon (David) Wong	6	100%
Hua Bai	5	83%
Hon. Maurice Strong, P.C. ⁽¹⁾	6	100%
Howard Bernier ⁽¹⁾	6	100%
Jun Feng ⁽²⁾	n/a	n/a
Wei Ke Peng	6	100%
Jionghui Wang ⁽¹⁾	4	67%
Marcel Aubut ⁽¹⁾⁽³⁾	4	100%
Jacques Gauthier ⁽¹⁾⁽³⁾	3	75%
Zhong Xiang Kuang ⁽³⁾	4	100%
Yi Jun Kuang ⁽⁴⁾	2	100%

Notes:

- In addition to the 6 meetings of the full Board, 6 meetings of the independent directors were held, with the majority of independent directors in attendance.
- Mr. Feng was appointed to the Board on June 25, 2014 and therefore did not attend Board Meetings during the 2013-14 fiscal year.
- Mr. Aubut, Mr. Gauthier and Zhong Xiang Kuang did not stand for re-election to the Board of Directors on September 26, 2013 and therefore did not attend any Board Meetings after that date.
- Yi Jun Kuang was elected to the Board on September 26, 2013 and therefore did not attend any Board Meetings prior to that date. Yi Jun Kuang resigned from the Board on June 25, 2014.

Mandate and Charters

The Company's corporate governance documents, guidelines and policies are principally comprised of the following:

- Mandates describing the responsibilities of the Board, the Board Chair, the Lead Director of the Board and the Chief Executive Officer;

- Corporate Governance Guidelines;
- a Code of Business Conduct and Ethics;
- an Insider Trading Policy;
- a Disclosure Policy;
- a Disclosure Controls and Procedures Policy; and
- Charters for the following committees of the Board: the Governance and Nominating Committee, the Audit Committee, the Compensation Committee, the Disclosure Committee, the Corporate Social Responsibility Committee and the Technical Committee.

Set out below is a summary of the Mandate of the Board of Directors and the responsibilities of each Board committee.

Mandate of the Board of Directors

As noted, the Board of the Company has adopted a written Mandate of the Board of Directors (the “**Board Mandate**”), a copy of which is reproduced in Schedule “A” to this Information Circular. Under the Board Mandate, the Board of the Company is responsible for the stewardship and overall management and direction of the Company. Under the Board Mandate, the Board is also responsible for management, which is responsible for the day-to-day operation of the Company, and to act with a view towards the best interests of the Company.

Under the Board Mandate, the duties and responsibilities of the Board include the following:

- with respect to integrity and ethics, the Board is responsible for promoting a culture of integrity at the Company;
 - approving and monitoring compliance with, receiving reports under, and administering certain aspects of, the Company’s Code of Business Conduct and Ethics;
 - approving matters such as conflicts of interest, related party transactions and the treatment of confidential information;
 - directing management to ensure Company operations in compliance with applicable laws;
 - satisfying itself as to the integrity of the CEO and the other officers of the Company;
- with respect to corporate governance, the Board is responsible for:
 - overseeing the development of the Company’s approach to corporate governance and the review, approval and any updates to the Company’s Corporate Governance Guidelines and the Board Mandate;
 - overseeing the effectiveness, skills and experience of the Board, its committees and individual directors;
 - assessing the form and adequacy of director compensation;
 - receiving management reports and input so as to Company business;
 - establishing committees of the Board;
 - establishing position descriptions for the Board Chair, Lead Director and CEO, as well as others, and assess their performance;
 - considering the need for, and if appropriate establishing, new Director orientation and ongoing director education processes;
 - fostering within the Board an understanding of expectations as to the involvement of directors;

- with respect to the Company's human resources, the Board is responsible for:
 - approving the Company's compensation strategy and philosophy;
 - all matters regarding the appointment of the CEO, monitoring his or her performance, setting CEO compensation;
 - receiving the CEO's report as to performance and compensation of senior management and acting thereon;
 - monitoring corporate social responsibility commitments and obligations relating to matters that include to community relations, First Nations, and environmental and health and safety issues;
 - overseeing the selection, appointment, training, and monitoring of the directors and officers;
 - review the succession plans for key senior management positions;
- with respect to strategic planning, the Board is responsible for:
 - strategic planning processes;
 - directing management with respect to reporting systems to measure the Company's performance;
 - approving annual budgets;
- with respect to financial oversight, the Board is responsible for:
 - reviewing and approving major acquisitions, dispositions, investments, significant financings and other significant matters;
 - approving financings and similar transactions;
- general responsibility for risk management;
- general responsibility for the oversight of Company communications and public disclosure; and
- general responsibility for internal controls and related financial matters, including oversight over the reliability and integrity of accounting matters, the implementation and integrity of internal control and the integrity of such systems; and
- review and approval of financial statements and related disclosure of financial performance.

Audit Committee

The Audit Committee is responsible for overseeing the Company's financial reporting process, on behalf of the Board. In this regard, the Audit Committee is responsible for, among other things, supervising the Company's financial reporting and continuous disclosure, external audit activities, financial risk and financial management control, and general compliance with applicable laws and complaint procedures. The Audit Committee has full access to the external auditor and is responsible for approving the nomination, and establishing the independence, of the external auditor.

The Audit Committee is presently comprised of three directors, Paul Murphy (Chair), Maurice Strong, and Howard Bernier. The Board has determined that all members of the Audit Committee are considered to be independent under the applicable TSX policies and National Instrument 52-110 – *Audit Committees*. The Company anticipates that Kit Ying (Karen) Lee will be appointed as Chair of the Audit Committee following completion of the Meeting, subject to her election to the Board, in replacement of Mr. Murphy. As disclosed above, Mr. Murphy has indicated his intention to resign from the Board upon effectiveness of the Continuation, subject to the Continuation being approved by Shareholders.

For further information regarding the Audit Committee, including information regarding the qualifications and experience of the members of the Audit Committee, please refer to the Company's Annual Information Form dated

June 25, 2014 (the “AIF”) under “Additional Information – Audit Committee”. A copy of the Audit Committee Charter is attached as Schedule “A” to the AIF. The AIF is available under the Company’s profile on SEDAR at www.sedar.com and a copy of the AIF is available upon request from Michael Skutezky, General Counsel and Secretary or Ivan Wong, Co-Secretary, and Senior Vice President, Corporate Finance and Project Development, free of charge to shareholders of the Company.

Governance and Nominating Committee

The Governance and Nominating Committee assists the Board with its oversight of corporate governance policies and practices, its assessment of the Board’s effectiveness and its review of the Board’s relationship with management in the area of independence. Among its other duties, this Committee is responsible for most aspects relating to the composition of the Board and its committees, including nominations to the Board, recommendations for who should serve as committee chairs. As part of its mandate, the Governance and Nominating Committee reviews and assesses the Company’s corporate governance policies and procedures, mandates adopted by the Board for certain positions, and the charters of committees of the Board.

The Governance and Nominating Committee is comprised of five directors, the majority of which are considered independent by the Board, namely Paul Murphy (Chair), Maurice Strong and Howard Bernier. Sandy Chim and Wei Ke Peng are also members of this committee but are not considered independent.

Compensation Committee

Under the Company’s corporate governance policies, the Compensation Committee’s role is to establish a plan of continuity for management of the Company and to fulfill the Board’s responsibilities relating to human resource and compensation matters for the directors, the CEO and the other officers and members of senior management of the Company. In this regard, among its other duties the Compensation Committee reviews and makes recommendations to the Board regarding the compensation philosophy and guidelines for the directors, officers and senior management of the Company, as well as the goals and objectives of officers and senior management. The Compensation Committee leads periodic reviews of the CEO’s compensation, and is responsible for reporting the results of such review to the Board, and for reviewing the CEO’s reports and recommendations as to the performance and compensation of officers other than the CEO (and ultimately reporting to the Board on such review). In addition, the Compensation Committee makes recommendations to the Board regarding equity incentive plans, other incentive compensation, and other benefit plans, as well as for specific equity incentive awards.

The Compensation Committee is comprised of three directors, Howard Bernier (Chair), Paul Murphy and Maurice Strong. All three members are considered to be independent members of the Board. All Compensation Committee members have direct experience that is relevant to their responsibilities in executive compensation as a result of their positions with other public companies and their experience in the resource industry. Mr. Bernier has served as a consultant and officer to various public companies, as the resident manager of Wabush Mines in Sept-Îles, Québec, and most recently as Chief Operating Officer of Consolidated Thompson Iron Mines Limited. Mr. Bernier’s professional career, spanning some thirty- five years, has included all aspects of copper smelting and refining and iron pellet production, shipping and international metal sales. Mr. Murphy has worked almost exclusively in the resource industries for more than thirty years and has served on the board of other public companies. Maurice Strong has over thirty years of experience at higher levels in business and with government and international organizations. Mr. Strong was President of Power Corporation of Canada and Chairman and Chief Executive Officer of Ontario Hydro His past appointments include Under Secretary General and Special Advisor to the Secretary General of the United Nations and Senior Advisor to the President of the World Bank.

Disclosure Committee

The Disclosure Committee is responsible for, among other things, monitoring the effectiveness of, and compliance with, the Disclosure Policy adopted by the Board, to oversee the education of directors, officers and others about disclosure issues and the Disclosure Policy, and to review the Company’s disclosure in public reports and filings, as well as on its website.

The Disclosure Committee is comprised of Michael Skutezky, General Counsel and Secretary (Chair), Sandy Chim, Chief Executive Officer, Ivan Wong, Co-Secretary, and Senior Vice President, Corporate Finance and Project Development, and Rebecca Ng, Chief Financial Officer.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee is responsible for overseeing and managing consultations with First Nations and the implementation of business activities that involve or impact First Nations communities. In addition, under its Charter, this Committee is responsible for the review and approval of policies and monitoring of activities of the Company as they relate to environmental issues, reporting to the Board on environmental matters relating to the Company, reviewing and approving health and safety policies, monitoring Company activities as they relate to health, safety and social issues affecting communities affected by the Company, and reporting to the Board on health and safety issues.

The Corporate Social Responsibility Committee is comprised of three directors, Maurice Strong (Chair), Howard Bernier and Paul Murphy.

Technical Committee

The role of the Technical Committee is to assist the Board in its oversight of technical and operational matters. The Committee will receive regular updates from management on key technical and operational issues and initiatives, including significant exploration and development projects and proposed authorizations for expenditure for matters having a significant technical component. In addition, the Committee is responsible for assessing the Company's systems and processes for reviewing technical risks and technical controls in place at the Company's operations, including quality assurance/quality control measures, calculation of mineral resources and mineral reserves and similar matters.

The Technical Committee is governed by the Charter of the Technical Committee which was approved at the meeting of the Technical Committee held at the office of the Company on June 20, 2014. The members of the Committee are Jionghui Wang (Chair), Sandy Chim, Howard Bernier, and Wei Ke Peng.

Position Descriptions

Set out below are brief descriptions of the responsibilities assigned to the Board Chair, the Lead Director, the CEO and the chairs of each committee of the Board under the Mandates and committee charters. These descriptions reflect those elaborated in the Mandates, policies and committee charters of the Company's governance manual.

The Chair of the Board

The Chair's general mandate is to oversee management of the Board's affairs, to monitor the Board's effectiveness, to foster effective relations among Board members, shareholders, other stakeholders and the public, to provide leadership on the Board by setting agendas and managing meetings of the Board, and to assist the CEO in executing his mandate with respect to Company affairs.

The Lead Director

The Lead Director's general mandate is to plan and chair meetings of the independent directors, to identify and address impediments to the independent functioning of the Board and to liaise between the Board and management of the Company.

The Chief Executive Officer

The Chief Executive Officer's general mandate is to implement the Company's strategic and operating plans with a view to enhancing shareholder value, as well as to manage the Company on a day-to-day basis reporting to the Board. In the context of directing and overseeing the management of the Company's operations, under the current Mandate of the Chief Executive Officer as adopted by the Board, the CEO is asked to promote a culture of integrity, manage business strategies and plans, manage key members of senior management, oversee financial performance and work with the Board in the Board's exercise of its oversight role.

Committee Chairs

Under the Charters of the Committees of the Board, the Chair of each Committee is responsible for leading the Committee in discharging the Committee's duties, facilitating communications to and within the Committee, facilitating access to management as necessary, organizing and chairing Committee meetings, leading the Committee in its review and assessment of its mandate and effectiveness, working to address continuous education needs and reporting to the Board on Committee matters.

Orientation and Continuing Education

The Governance and Nominating Committee, in conjunction with the Chair of the Board and the Chief Executive Officer, is responsible for reviewing, monitoring and making recommendations to the Board regarding the orientation and education of directors. In addition, the Chairs of each Committee are also asked to canvass Committee members for continuous education needs.

The Board recognizes the importance of ongoing director education. In order to ensure that the Company's directors maintain the skill and knowledge necessary to meet their obligations as directors, the Governance and Nominating Committee will periodically canvas the directors to determine their training and education and needs and interests, and facilitate the presentation by outside experts to the Board or committees on matters of particular importance or emerging significance. In addition, since the shareholder meeting on September 26, 2013, the Board has met for two information sessions (in addition to regular Board and Committee meetings), and memoranda and other materials have been provided to the Board to assist the Board in carrying out ongoing director education relating to various legal and regulatory issues concerning the Company's operations and governance.

Ethical Business Conduct

The Company's Code of Business Conduct and Ethics governs the behaviour of its directors, officers and employees. The Code sets out expectations for the conduct of the Company's business in accordance with all applicable laws, rules and regulations and the highest ethical standards. When new directors or employees are engaged, they are provided a copy of the Code and required to sign an acknowledgement of having read the Code. This procedure is to be repeated if any significant amendments are made to the Code. The Code will also be circulated annually within the Company. Shareholders may obtain a copy of the Code of Business Conduct and Ethics by contacting Michael Skutezky, General Counsel and Secretary or Ivan Wong, Co-Secretary, and Senior Vice President, Corporate Finance and Project Development, at 416-977-3188.

The Code of Business Conduct and Ethics includes procedures and mechanisms for directors, officers, and employees of the Company to report violations of, or concerns regarding, various matters (including financial statement disclosure issues, accounting matters, internal controls, fraud and misrepresentations) in relation to the Code. Where the reporting person does not wish to, or is not able to, discuss a concern with his or her immediate supervisor, reports may be submitted to the Company's Chief Risk Officer in Canada or to the Company's Chief Risk Officer in China, and directly to the Chair of the Audit Committee with respect to financial matters. Reports may be made anonymously. After an investigation of a report of non-compliance with the Code is completed, the matter is reported to the Audit Committee for consideration and appropriate action.

In addition to the procedure for reporting complaints described above, the Company has taken other steps to monitor

compliance, including commissioning independent Code-compliance reviews in 2012 and 2013.

The Board has in place a number of procedures designed to ensure that directors exercise independent judgment in a matter where a director or officer has a material interest, including the assessment made by the Board as to the independence of its directors, which assessment provides the Board with a current understanding of the areas in which a director may have a material interest in business of the Company, or matters under consideration by the Board. A director who has a conflict of interest regarding any particular matter under consideration by the Board is required to advise the Board, refrain from debate on the matter and abstain from any vote regarding that matter.

Nomination of Directors

The Governance and Nominating Committee oversees the general and specific criteria for candidates to be considered for nomination as directors with a view to ensuring the composition of the Board provides the necessary mix of skills and experience required to guide the long-term strategy and business operations of the Company. As part of this process, the Governance and Nominating Committee considers the competencies and skills required by the Board as a whole, and the particular competencies and skills that each director possesses.

The review will take into account the diversity of background, skills and experience of the directors, being the key characteristics that the Committee believes are required for effective Board participation. All directors are encouraged to identify potential candidates for nomination.

The Committee will screen all prospective nominees and review their particular characteristics and skills against the identified criteria bearing in mind competencies and skills that may be lacking in the composition of the Board from time to time. Consideration will also be given to the perceived ability of a nominee to devote the time and effort needed to fulfilling his or her duties as a member of the Board.

Compensation

The compensation offered by the Company to its directors, officers and senior management is designed to be motivational and to enable the Company to attract, retain and inspire performance of management of a quality and nature that will enhance the growth and sustainability of the Company. The Compensation Committee is responsible for reviewing and recommending the compensation philosophy and guidelines for the directors and officers of the Company. The Compensation Committee periodically reviews compensation matters and makes recommendations to the Board for consideration and approval when it believes changes in compensation are warranted.

Currently, the principal components of the executive compensation awarded by the Company are a base salary, a short term annual incentive award, and long term incentives in the form of stock options and awards outlined in the Company's Equity Incentive Plan, which was filed on SEDAR at www.sedar.com. The Company may include other forms of equity-based compensation as a component of long term incentive compensation. For a discussion of the compensation structure, see "*Executive Compensation – Compensation Discussion and Analysis*".

Corporate Disclosure Policy

The Board has a Disclosure Policy which is intended to ensure that all material information relating to the Company is communicated appropriately and in a timely manner to the public and shareholders. The policy also applies to the dissemination of annual and quarterly reports, press releases and other reports. In addition to annual general meetings, meetings between management of the Company and various investors and investment analysts occur occasionally, all of which are governed by the Disclosure Policy.

Assessments

In accordance with its Charter, the Governance and Nominating Committee, with input from the Board Chair and

the Lead Director, assesses the performance of the Board and its directors. This Committee also reviews the performance of the Board Chair, the Lead Director, Committee Chairs and each Committee. These assessments are taken into account when the Governance and Nominating Committee makes its recommendations to the Board regarding director nominations, as well as regarding specific positions on the Board and its Committees.

EXECUTIVE COMPENSATION

In this section, “named executive officer” means each of the following individuals: (i) an individual who acted as chief executive officer of the Company for any part of the most recently completed financial year; (ii) an individual who acted as chief financial officer of the Company for any part of the most recently completed financial year; (iii) each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, other than an individual under (i) or (ii), at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, and (iv) each individual who would be a named executive officer under (iii) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year.

Summary Compensation Table

The table below sets out information concerning the compensation earned or awarded to the Company Named Executive Officers during the financial years ended March 31, 2014, 2013 and 2012.

SUMMARY COMPENSATION TABLE

Name and principal position	Year	Salary (\$)	Share-based awards ⁽⁸⁾ (\$)	Option-based awards ⁽⁸⁾ (\$)	Non-equity incentive plan compensation		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans (\$)	Long-term incentive plans (\$)			
Sandy Chim ⁽¹⁾ Chief Executive Officer	2014	500,000	196,000	Nil	296,250	Nil	Nil	Nil	992,250
	2013	395,000	Nil	210,840	210,000	Nil	Nil	Nil	815,840
	2012	280,000	Nil	1,752,300	Nil	Nil	Nil	Nil	2,032,300
Hubert Vallée ⁽²⁾ Senior VP, Logistics, Mine Development and Operations	2014	350,000	Nil	Nil	Nil	Nil	Nil	Nil	350,000
	2013	350,000	Nil	641,520	Nil	Nil	Nil	Nil	991,520
	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Ivan Wong ⁽³⁾ Co-Secretary and Senior VP, Corporate Finance & Project Development	2014	250,000	102,900	Nil	83,700	Nil	Nil	Nil	436,600
	2013	200,000	Nil	94,878	40,000	Nil	Nil	Nil	334,878
	2012	120,000	Nil	778,800	Nil	Nil	Nil	Nil	898,800
Rebecca Ng ⁽⁴⁾ Chief Financial Officer	2014	136,836	73,500	Nil	Nil	Nil	Nil	Nil	210,336
	2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Hua Bai ⁽⁵⁾ VP, China Operations	2014	150,000	58,800	Nil	18,750	Nil	Nil	Nil	227,550
	2013	150,000	Nil	105,420	50,000	Nil	Nil	Nil	305,420
	2012	100,000	Nil	350,460	Nil	Nil	Nil	Nil	450,460
Ricky Chan ⁽⁶⁾ VP, Planning & Operations	2014	220,000	63,700	Nil	28,179	Nil	Nil	Nil	311,879
	2013	180,000	Nil	79,065	30,000	Nil	Nil	Nil	289,065
	2012	125,000	Nil	623,040	Nil	Nil	Nil	Nil	748,040
Michael Skutezky ⁽⁷⁾ General Counsel & Secretary	2014	200,000	49,000	Nil	23,179	Nil	Nil	Nil	272,179
	2013	144,000	Nil	65,888	24,000	Nil	Nil	Nil	233,888
	2012	100,000	Nil	584,100	Nil	Nil	Nil	Nil	684,100

Notes:

1. Mr. Chim was appointed Chief Executive Officer of the Company upon completion of the Company's Qualifying Transaction on May 18, 2011.
2. Mr. Vallée was appointed Senior VP, Logistics, Mine Development and Operations of the Company on February 6, 2012. Mr. Vallée resigned from his position during the fiscal year ended March 31, 2014 and remains as a consultant to the Company.
3. Mr. Wong was appointed Chief Financial Officer of the Company upon completion of the Company's Qualifying Transaction on May 18, 2011. On August 26, 2013, Mr. Wong was appointed Co-Secretary, and Senior Vice President, Corporate Finance and Project Development of the Company and ceased to be the Chief Financial Officer.
4. Ms. Ng was appointed Chief Executive Officer of the Company on August 26, 2013.
5. Mr. Bai was appointed Vice President, China Operations of the Company upon completion of the Company's Qualifying Transaction on May 18, 2011.
6. Mr. Chan was appointed Vice President, Planning and Operations of the Company upon completion of the Company's Qualifying Transaction on May 18, 2011. Mr. Chan resigned from his position on April 1, 2014.
7. Mr. Skutezky was appointed General Counsel and Secretary of the Company upon completion of the Company's Qualifying Transaction on May 18, 2011.
8. Amounts included in Share-based awards and Option-based awards are based on the fair value of the award on grant date for each covered financial year. The fair value of share-based awards has been estimated as at the date of grant, on November 14, 2013, using the market price per unit of \$0.49. See the discussion below regarding fair value of options.

Fair Value of Options

The fair value of the options granted in the year ended March 31, 2012 and 2013 has been estimated as at the date of grant using the Black-Scholes option pricing model, using the following assumptions:

Options granted on May 18, 2011:

- an average risk free interest rate of 1.04%, dividend yield of 0%, volatility of 94%, an expected life of 4 years, and a dividend yield of nil;
- per option fair value on grant = \$1.947

Options granted on April 26, 2012:

- an average risk free interest rate of 1.04%, dividend yield of 0%, volatility of 94%, an expected life of 4 years, and a dividend yield of nil;
- per option fair value on grant = \$1.069

Options granted on July 18, 2012:

- an average risk free interest rate of 1.04%, dividend yield of 0%, volatility of 94%, an expected life of 4 years, and a dividend yield of nil;
- per option fair value on grant = \$0.527

Executive Incentive Plan Awards – Outstanding Share-based Awards and Option-based Awards

For a discussion of the Company's Equity Incentive Plan, see "*Securities Authorized for Issuance Under Equity Compensation Plans*", below.

The following table sets out all share-based and option-based awards outstanding as at March 31, 2014 for each Named Executive Officer. This table includes awards granted prior to the most recently completed financial year ended March 31, 2014.

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 that have not vested ⁽²⁾ (#)	Market or payout value of share-based awards that have not vested ⁽³⁾ (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Sandy Chim	900,000	2.92	May 17, 2016	Nil			
President and Chief Executive Officer	400,000	2.92	July 17, 2017	Nil	400,000	112,000	Nil
Hubert Vallée							
Senior VP, Logistics, Mine Development and Operations	500,000	2.92	April 25, 2017	Nil	Nil	Nil	Nil
Ivan Wong							
Co-Secretary, and Senior VP, Corporate Finance & Project Development	400,000	2.92	May 17, 2016	Nil			
	180,000	2.92	July 17, 2017	Nil	210,000	58,800	Nil
Rebecca Ng							
Chief Financial Officer	Nil	N/A	N/A	Nil	150,000	42,000	Nil
Hua Bai							
VP, China Operations	180,000	2.92	May 17, 2016	Nil			
	200,000	2.92	July 17, 2017	Nil	120,000	33,600	Nil
Ricky Chan							
VP, Planning and Operations	320,000	2.92	May 17, 2016	Nil			
	150,000	2.92	July 17, 2017	Nil	Nil	Nil	Nil
Michael Skutezky							
General Counsel and Secretary	300,000	2.92	May 17, 2016	Nil			
	125,000	2.92	July 17, 2017	Nil	100,000	28,000	Nil

Notes:

1. The value of unexercised “in-the-money options” is the difference between the option exercise price and the market value of the underlying stock on the TSX as at March 31, 2014 of \$0.56 per share.
2. The number of share-based awards that have not vested includes restricted share units and performance share units, each representing 50% of these figures.
3. The market or payout value of share-based awards that have not vested is based on the minimum payout amount. These figures include the payout amount of restricted share units estimated using the number of restricted share units applied at a per share unit price of \$0.56 as at March 31, 2014. Performance share units are excluded from these figures since they have a payout value in the range of 0% to 200%, implying a minimum payout value of nil.

Executive Incentive Plan Awards – Value Vested During the Year

The following table summarizes for each Named Executive Officer the value of share-based and option-based awards vested, and the value earned of non-equity incentive plan compensation, during the financial year ended March 31, 2014:

Name	Option-based awards – value vested during the period ⁽¹⁾ (\$)	Share-based awards – value vested during the period ⁽²⁾ (\$)	Non-equity incentive plan compensation – value earned during the period (\$)
Sandy Chim	Nil	Nil	296,250
Hubert Vallée	Nil	Nil	Nil
Ivan Wong	Nil	Nil	83,700
Rebecca Ng	Nil	Nil	Nil
Hua Bai	Nil	Nil	18,750
Ricky Chan	Nil	Nil	28,179
Michael Skutezky	Nil	Nil	23,179

Notes:

1. The option-based awards – value vested during the period is the excess of the market value of the underlying stock on the TSX on the vesting date over the option exercise price.
2. The share-based awards – value vested during the period is the market value of the underlying stock on the TSX on the vesting date of these share-based awards.

Compensation Discussion and Analysis

This section provides information about the Company's compensation-related objectives and procedures. It also includes a discussion of the compensation decisions relating to the Company NEOs listed in the summary compensation table above.

The Company currently has no revenues from operations. Consequently, in determining executive compensation, the Board considers the Company's financial circumstances at the time decisions are made regarding executive compensation, and also the mid and long-term forecasted financial position of the Company. Since the Company's operations do not currently earn revenue, equity incentives such as stock options and share units are considered by the Company and its Board as an important component of executive compensation, insofar as these forms of compensation do not necessarily require cash disbursements by the Company.

The Company has entered into employment agreements with each of its NEOs. For a description of the employment agreements entered into between the Company and certain of its NEOs, see "*Executive Compensation – Employment Agreements and Termination and Change of Control Benefits*" below.

Additional information about the Company and its operations is available in the Company's audited consolidated financial statements, which are available under the Company's profile on SEDAR at www.sedar.com.

Principles, Components and Policies

The Compensation Committee is responsible for recommending the compensation of the Company's executive officers to the Board. In establishing compensation levels for executive officers, the committee seeks to accomplish the following goals:

- to recruit and subsequently retain highly qualified executive officers by offering overall compensation which is competitive with that offered for comparable positions in other mineral exploration companies of a similar size and overall stage of business development;
- to motivate executives to achieve important corporate and personal performance objectives and reward them when such objectives are met; and
- to align the interests of executive officers with the long-term interests of shareholders through participation in the Company's stock option plan.

Currently, the Company's executive compensation package consists of a base salary, discretionary annual cash bonus and long-term incentives in the form of share options, performance share units (where the units vest based on the achievement of identified performance objectives) and restricted share units (where units will vest after the unit-holder has worked a specified period of time for the Company). In this manner, different types of compensation are available to reward executives for near-term performance and thereby motivate executives in the near terms, as well as to motivate and reward executives for their loyalty and commitment to the Company and to motivate executives to help achieve the principal objectives identified by the Company's Board of Directors. In the future, the compensation offered to directors, officers and senior management, as well as other employees, could include other forms of equity-based compensation as a component of long term incentive compensation.

The components of long term incentive compensation offered by the Company have been established for the Company's executive compensation package on the basis that a competitive base salary and opportunity for annual cash bonuses are required in order both to retain key executives and acknowledge their performance in the near-term, and that participation in the Company's equity-based incentive compensation awards should align the interests

of management with those of the Company's shareholders, as well as contribute to the ongoing success of the Company.

When determining the type and extent of compensation to be offered and paid to executives, the Compensation Committee considers the Company's financial situation, particularly the availability of cash and anticipated needs for cash, as well as the performance of the Company's share price. In the case of share units granted to executives, the Compensation Committee has sought to preserve the ability to determine to make payments due when share units are vested either in cash or in shares of the Company at the time those payments are due. In that regard, the decision to make compensation payments in cash or equity can be reached at a time when it will be possible for the Compensation Committee and the Board of Directors to assess financial conditions, cash constraints, cash requirements, stock market conditions and general market conditions.

In considering compensation offered to management, the Compensation Committee considered the risks associated with the Company's compensation policies and practices and concluded that, given the nature of the Company's business and the role of the Compensation Committee in overseeing the Company's executive compensation practices, the compensation policies and practices do not serve to encourage any NEO or individual at a principal business unit or division to take inappropriate or excessive risks, and no risks were identified as arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

Although the Company has not adopted a policy disallowing insiders from purchasing financial instruments designed to hedge or offset any decrease in market value of shares or any other securities of the Company, the Company is not aware of any insiders having purchases such instruments.

Base Salary

The Named Executive Officers are paid a salary that is designed to ensure that the compensation package offered by the Company is competitive with that offered by others in the mineral exploration industry, and that fairly compensates the Named Executive Officers for efforts on behalf of the Company. Base salaries for executive officers are evaluated against the responsibilities inherent in their positions with the Company, as well as each individual's experience and past performance. Compensation levels are also compared to the competitive marketplace for management talent at other mineral exploration companies that are at similar stages of development, market capitalization and size.

Annual Incentive Cash Bonuses

The Named Executive Officers are entitled to be considered for a discretionary annual incentive cash bonus at the end of each year.

For the Company's President and CEO, for the financial year ended March 31, 2014 the amount of the available cash bonus was in a range of between 50% and 150% of his base salary. Pre-determined criteria were then identified against which performance would be measured in determining the amount of bonus to award. Specifically, 30% of the bonus was tied to the performance of the Company's share price during the year as compared to that of its peers (namely Adrianna Resources Inc., Alderon Iron Ore Corp., Labrador Iron Mines Holdings Limited, New Millennium Iron Corp. and Champion Iron Limited), 30% of the bonus was tied to the Company's observance of budgets approved by the Board of Directors for and during that year and to management's success in finding savings, 20% of the bonus depended upon the results of exploration and a qualitative assessment of the Company's execution of its exploration activities during the year, and 20% of the bonus was tied to a qualitative assessment of the Company's negotiations, relations and agreements with First Nations. In prior years, pre-determined performance measures were not established and applied in determining the cash bonus awarded to the President and CEO, but that executive's performance during those years, as well as the Company's achievements during those years, were similarly considered by the Board of Directors when determining the cash bonus to award.

For the financial year ending March 31, 2015, the Compensation Committee intends to re-adjust the performance

objectives and criteria against which the President and CEO's performance will be measured and his bonus determined so as to reflect the principal goals for the Company during that year. Similarly, the Compensation Committee expects to periodically re-adjust the performance criteria applied so as to promote an alignment between the goals for the Company as identified by the Board of Directors and the corresponding cash compensation available to the President and CEO if those goals are achieved.

For other Named Executive Officers, the Company has not established defined performance measures to be applied when determining how much incentive cash bonus to award. However, when determining those cash bonuses, an executive's performance during the year is evaluated, as are the Company's achievements during the year.

For the financial years ended March 31, 2014, March 31, 2013 and March 31, 2012, the Company awarded discretionary bonuses to the Named Executive Officers as reflected in the *Summary Compensation Table* provided above under the heading "Annual Incentive Plans". The Company's objectives in granting annual incentive cash bonuses generally include:

- attracting and retaining talented, qualified and effective executives,
- motivating the short and long-term performance of these executives, and
- better aligning their interests with those of the Company's shareholders.

Long-Term Incentives – Equity-based incentive compensation

The Equity Incentive Plan of the Company allows for other types of equity incentive awards to Named Executive Officers, directors, employees and others providing services to the Company. The objective of the Equity Incentive Plan is to provide the Company with the ability to compensate its directors, management and employees with forms of equity-based compensation including stock options and share units, while nonetheless linking the compensation of the recipients of those awards to directors, executives, key employees and others providing services to the Company to the Company's long term success, as well as to promote retention and motivation among these individuals.

Share options have been granted to reward individuals for current performance and to align the long-term interests of the Named Executive Officers (as well as other optionees) with shareholders. Share options are granted in accordance with the Company's stock option plan. The exercise price for options granted under the plan cannot be less than the market price of the securities at the time the option is granted, and must otherwise comply with the policies of the TSX. See "*Securities Authorized for Issuance Under Equity Compensation Plans*" below.

On November 13, 2013, the Board approved the award of share units tied both to continued service and to established performance objectives granted under the Equity Incentive Plan. Share units are an additional component of compensation to officers (including the Named Executive Officers), directors, key employees and others providing services to the Company. A portion of the share units granted vest over time provided the unit holders continue to be employed by or provide services to the Company for the required vesting period, and the balance would vest if identified performance criteria are met and achieved. For vested share units, the holders are entitled to payment in cash or in shares of the Company, at the election of the Company. Each share unit is equivalent to one common share of the Company. If a unit holder is to receive payment of his or her share units in cash, the amount of the payment would be the fair market value of common shares of the Company. Generally, the Board will have discretion to determine the date as of which the fair market value of common shares is determined for these purposes, provided that the date cannot be earlier than the date when all pre-conditions to payment under a share unit have been satisfied. However, when a share unit is granted, the Board may specify in the applicable agreement another date or principle for determining the fair market value of common shares for purposes of share unit payments.

Compensation-Related Report

In March of 2012, the Company received a report from a compensation consultant, Roger Gurr & Associates, regarding the appropriateness of the Company's executive (and director) compensation structure. In preparing the

report, the Company's compensation structure was compared to the compensation offered by a group of 14 comparable companies. The report concluded that the Company's executive compensation structure is reasonable with respect to salary, annual bonus opportunities and annual stock option issuances. The report also noted that in order to provide more attractive compensation packages, if capacity was available, larger annual issuances of stock options could be provided.

The Company did not commission a similar report from a compensation consultant in 2013 or 2014.

On July 2, 2013, the Company retained Towers Watson to provide assistance in designing and implementing a long-term incentive plan for the Company's executives, key employees, directors and others. The amendments to the Company's stock option plan was approved at the Annual General and Special Meeting of the Shareholders of the Company on September 26, 2013.

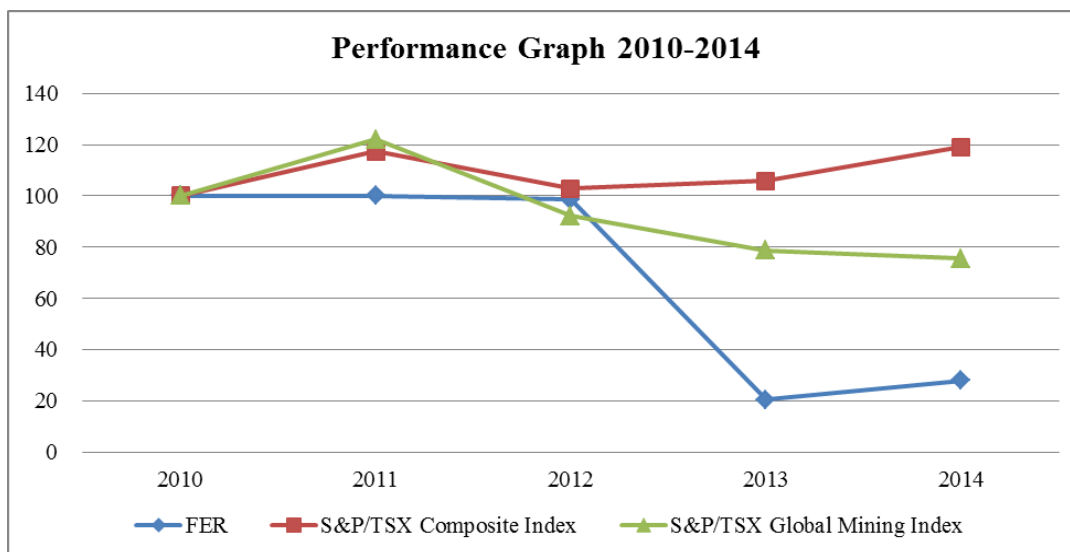
Executive Compensation-Related Fees and All Other Fees

For the financial years ended March 31, 2013 and March 31, 2014, and during the period since March 31, 2014, the aggregate fees billed to the Company by each consultant or advisor for services related to determining compensation for any of the Company's directors and executive officers were \$Nil, \$20,050 and \$Nil respectively. For the same periods, the aggregate fees billed to the Company by each consultant or advisor for all other services were \$Nil, \$Nil and \$Nil, respectively. These fees do not include fees of legal counsel incurred with respect to any assessment and implementation of the recommendations of these consultants.

Performance Graph

The following graph depicts the Company's cumulative total shareholders' return on March 31 of each year since March 31, 2010, assuming a \$100 investment in the Company's common shares on March 31, 2010, compared to an equal investment in the S&P/TSX Composite Index and the S&P/TSX Global Mining Index.

On May 18, 2011, the Company completed the Qualifying Transaction, whereby its common shares were consolidated on the basis of one post-consolidation share for each previous outstanding ten common shares of the Company effective May 16, 2011. On September 19, 2011, the Company graduated from the TSXV to the Toronto Stock Exchange. The shareholders' return in the graph has been adjusted for the effects of the share consolidation.



During the period shown on this graph, the Company increased its salary compensation to executive officers consistent with the increased activities of the Company. Since May 2011 when the Company began operating its

current business, the operations and activities of the Company, and the corresponding responsibilities of, and demands imposed upon, executive officers have steadily increased. As a result, the compensation paid to executive officers has also increased over that period of time. Furthermore, under the direction of the executive officers the Company has achieved important milestones, including the completion of preliminary economic assessments on two of its properties in the Spring of 2013, and the additional of significant iron ore resources as confirmed in reports prepared under *National Instrument 43-101*. During the period from 2011 to 2013, the Company's share price declined, particularly since December 2012, and the decline was greater than the decline of the S&P/TSX Composite Index and the S&P/TSX Global Mining Index. However, the Board feels that the decline in share price does not relate to the performance of management of the Company, but is instead related to overall macroeconomic conditions and conditions specific to iron ore exploration. In 2014, the Company's share price partially recovered, exceeding the recovery of the S&P/TSX Composite Index, while the S&P/TSX Global Mining Index continues to decline. The recovery in the Company's share price was supported by the addition of resources including the 143% increase in measured and indicated resources reported in the NI 43-101 "Mineral Resource Update, Joyce Lake DSO Iron Project, Newfoundland & Labrador" released April 17, 2014, and the achievement of major project milestones for the Joyce Lake Project, including the commencement of the Bankable Feasibility Study outlined in a release published on SEDAR on July 22, 2014.

The Company does not currently issue dividends. The common share performance as set out in the graph does not necessarily indicate future price performance. There is no correlation between the trend of the Company's stock price and the Company's executive compensation.

Employment Agreements and Termination and Change of Control Benefits

The Company has entered into Executive Employment Agreements with four of its Named Executive Officers of the Company, namely Sandy Chim, Ivan Wong, Rebecca Ng, and Michael Skutezky. Pursuant to the terms of the Executive Employment Agreements, each of those Named Executive Officers receive an annual base salary, are entitled to (i) participate in the Company's Equity Incentive Plan, (ii) receive discretionary annual cash bonuses and other standard benefits made available by the Company to its employees, and (iii) are reimbursed for all reasonable expenses incurred in connection with their duties on behalf of the Company. The base salary of each executive will be reviewed annually and any adjustment will be based on the performance of the executive. All of these Named Executive Officers, under their respective Executive Employment Agreements, are subject to non-competition provisions during the term of their respective agreement and for a period of 12 months thereafter, and confidentiality provisions.

If the Company terminates or declines to renew the Executive Employment Agreement with the applicable Named Executive Officer less than 12 months after a Change of Control (as defined below), or if the Named Executive Officer determines to resign from his engagement with the Company during the first 12 months following a Change of Control of the Company, the Company is required to pay to the applicable Named Executive Officer listed below a lump sum of money equal to the amount set opposite his name:

Sandy Chim – 36 months of base salary at the time of termination, plus all cash bonuses paid in the 12 months prior to the termination or resignation

Ivan Wong – 24 months of base salary, plus an amount equal to all cash bonuses paid in the 24 months prior to the termination or resignation

Rebecca Ng – 24 months of base salary, plus an amount equal to all cash bonuses paid in the 24 months prior to the termination or resignation

Michael Skutezky – 24 months of base salary, plus an amount equal to all cash bonuses paid in the 12 months prior to the termination or resignation

Under the Executive Employment Agreements, a "**Change of Control**" shall have occurred if:

- a) there is any sale of all or substantially all of the Company's assets or business to another person or persons

pursuant to one or a series of transactions;

- b) at any time any person or persons, other than the current control persons of the Company, acting jointly or in concert directly or indirectly acquire beneficial ownership of an aggregate of more than 30% of the outstanding voting securities of the Company;
- c) a majority of the Board consists of individuals which management of the Company has not nominated for election or appointment as directors; or
- d) the Company completes an acquisition, share exchange, amalgamation, consolidation, merger, arrangement or other business combination and the shareholders of the Company immediately prior to the completion of such transaction hold in the aggregate less than 60% of the votes attaching to the equity securities of the resulting or remaining parent company immediately after completion of such transaction.

The estimated incremental payments from the Company to each applicable Named Executive Officer upon a Change of Control, assuming the triggering event occurred on March 31, 2014, are as follows:

Named Executive Officer	Element	Change in Control Payments
Sandy Chim, President and CEO	Salary	\$1,500,000
	Cash Bonus	\$296,250
Ivan Wong Co-Secretary, and Senior VP, Corporate Finance and Project Development	Salary	\$500,000
	Cash Bonus	\$167,400
Rebecca Ng CFO	Salary	\$428,000
	Cash Bonus	Nil
Michael Skutezky General Counsel and Secretary	Salary	\$400,000
	Cash Bonus	\$23,179

DIRECTOR COMPENSATION

Director Compensation

Pursuant to the report of the Consultant and as recommended by the Compensation Committee, the Board adopted the following compensation structure in July 2012 for the services of members of the Board and its various committees. The Board is satisfied that the following compensation is reasonable and will assist the Company in attracting and retaining superior candidates for Board service:

Services provided	Compensation payable
Board Members (non-management directors other than Chair)	\$30,000 per year
Chair	\$50,000 per year (in addition to annual Board retainer)
Lead Director	\$5,000 per year (in addition to annual Board retainer)
Board Meeting Fees (non-management directors other than Chair)	\$1,000 per meeting
Chair, Audit Committee	\$10,000 per year (in addition to annual Board retainer)
Chair, Technical Committee	\$10,000 per year (in addition to annual Board retainer)
Chair, Compensation Committee	\$10,000 per year (in addition to annual Board retainer)
Chair, Other Committee	\$3,000 per year (in addition to annual Board retainer)
Board Committee Member (non-management directors)	\$2,000 per year (in addition to annual Board retainer)
Board Committee Meeting Fees (non-management directors)	\$1,000 per meeting

The following table discloses the compensation provided to the directors of the Company (other than directors who are also Named Executive Officers) for the Company’s financial year ended March 31, 2014. Compensation of directors who are also Named Executive Officers is disclosed under “Executive Compensation” above.

Name	Fees earned (\$)	Share-based awards⁽³⁾ (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Ben Koon (David) Wong	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Maurice Strong, P.C.	46,000	9,800	Nil	Nil	Nil	Nil	55,800
Paul Murphy	67,000	14,700	Nil	Nil	Nil	Nil	81,700
Howard Bernier	61,000	9,800	Nil	Nil	Nil	Nil	70,800
Marcel Aubut ⁽¹⁾	43,130	Nil	Nil	Nil	Nil	Nil	43,130
Jacques Gauthier ⁽¹⁾	32,990	Nil	Nil	Nil	Nil	Nil	32,990
Zhong Xiang Kuang ⁽¹⁾	35,000	9,800	Nil	Nil	Nil	Nil	44,800
Yi Jun Kuang ⁽²⁾	17,326	Nil	Nil	Nil	Nil	Nil	17,326
Wei Ke Peng	35,000	9,800	Nil	Nil	Nil	Nil	44,800
Jionghui Wang	32,000	9,800	Nil	Nil	Nil	Nil	41,800

Notes:

1. Mr. Aubut, Mr. Gauthier, and Zhong Xiang Kuang, who were directors of the company during the fiscal year ended March 31, 2014, did not stand for re-election to the Board at the 2013 Annual General and Special Meeting on September 26, 2013.
2. Yi Jun Kuang was elected to the Board at the 2013 Annual General and Special Meeting on September 26, 2013 and resigned as a director as of June 25, 2014.
3. Amounts included in Share-based awards are based on the fair value of the award on grant date. The fair value of share-based awards has been estimated as at the date of grant, on November 14, 2013, using the market price per unit of \$0.49.

Director Incentive Plan Awards – Outstanding Share-based Awards and Option-based Awards as at March 31, 2014

For a discussion of the Company’s Stock Option Plan, see “Securities Authorized for Issuance Under Equity Compensation Plans – Equity Incentive Plan”, below

The following table sets out all share-based and option-based awards granted to the Company’s directors (other than directors who are also Named Executive Officers) that are outstanding as at March 31, 2014. (Compensation of directors who are also Named Executive Officers is disclosed under “Executive Compensation – Executive Incentive Plan Awards – Outstanding Share-based Awards and Option-based Awards” above.) This table includes awards granted prior to the most recently completed year ended March 31, 2014.

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 that have not Vested⁽²⁾ (#)	Market or payout value of share-based awards that have not vested⁽³⁾ (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Ben Koon (David) Wong	260,000 60,000	2.92 2.92	May 17, 2016 July 17, 2017	Nil Nil	20,000	5,600	Nil
Marcel Aubut	Nil	N/A	N/A	Nil	Nil	Nil	Nil

Maurice Strong, P.C.	220,000 60,000	2.92 2.92	May 17, 2016 July 17, 2017	Nil Nil	20,000	5,600	Nil
Paul Murphy	220,000 85,000	2.92 2.92	May 17, 2016 July 17, 2017	Nil Nil	30,000	8,400	Nil
Jacques Gauthier	Nil	N/A	N/A	Nil	Nil	Nil	Nil
Howard Bernier	180,000 60,000	2.92 2.92	May 17, 2016 July 17, 2017	Nil Nil	20,000	5,600	Nil
Zhong Xiang Kuang	Nil	N/A	N/A	Nil Nil	20,000	5,600	Nil
Wei Ke Peng	180,000 60,000	2.92 2.92	May 17, 2016 July 17, 2017	Nil Nil	20,000	5,600	Nil
Jionghui Wang	180,000 60,000	2.92 2.92	Dec. 13, 2016 July 17, 2017	Nil Nil	20,000	5,600	Nil
Yi Jun Kuang	Nil	N/A	N/A	Nil	Nil	Nil	Nil

Notes:

1. The value of unexercised “in-the-money options” is the excess of the market value of the underlying stock on the TSX as at March 31, 2014 of \$0.56 per share and the option exercise price.
2. The number of share-based awards that have not vested includes restricted share units and performance share units, each representing 50% of these figures. Restricted share units and performance share units are also part of the Equity Incentive Plan.
3. The market or payout value of share-based awards that have not vested is based on the minimum payout amount. These figures include the payout amount of restricted share units estimated using the number of restricted share units applied at a per share unit price of \$0.56 as at March 31, 2014. Performance share units in the Equity Incentive Plan are excluded from these figures since they have a payout value in the range of 0% to 200%, implying a minimum payout value of nil.

Director Incentive Plan Awards – Value Vested During the Year

The following table summarizes for each director of the Company (other than directors who are also Named Executive Officers) the value of share-based and option-based awards vested during the year ended March 31, 2014. (Compensation of directors who are also Named Executive Officers is disclosed under “Executive Compensation – Executive Incentive Plan Awards – Value Vested During the Year” above.)

Name	Option-based awards - value vested during the period⁽¹⁾ (\$)	Share-based awards - value vested during the period⁽²⁾ (\$)	Non-equity incentive plan compensation - value earned during the period (\$)
Ben Koon (David) Wong	Nil	Nil	Nil
Marcel Aubut	Nil	Nil	Nil
Maurice Strong, P.C.	Nil	Nil	Nil
Paul Murphy	Nil	Nil	Nil
Howard Bernier	Nil	Nil	Nil
Zhong Xiang Kuang	Nil	Nil	Nil
Wei Ke Peng	Nil	Nil	Nil
Yi Jun Kuang	Nil	Nil	Nil
Jionghui Wang	Nil	Nil	Nil
Jacques Gauthier	Nil	Nil	Nil

Notes:

1. The option-based awards – value vested during the period is the excess of the market value of the underlying stock on the TSX on the vesting date over the option exercise price.
2. The share-based awards – value vested during the period is the market value of the underlying stock on the TSX on the vesting date of these share-based awards.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Equity Incentive Plan

The Company's equity incentive plan (the "**Equity Incentive Plan**") was approved by shareholders of the Company at the annual and special meeting of shareholders held on September 26, 2013. The purpose of the Equity Incentive Plan is to provide directors, officers and technical consultants of the Company with an opportunity to purchase or own common shares of the Company in order to provide an increased incentive for such persons to contribute to the future success of the Company in an effort to enhance the value of the common shares and also to increase the ability of the Company to attract, motivate and retain qualified individuals. The Equity Incentive Plan is administered by the Compensation Committee in conjunction with management. In addition to share options, the Plan allows the company to award other types of equity based incentive compensation, or compensation payable in common shares of the Company. These other types of compensation include the share-based awards. The Compensation Committee is responsible for recommending for approval to the Board the number of common shares subject to each grant within the guidelines established by the TSX.

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

Number of Securities Issuable. A maximum of 15% of the Company's issued and outstanding common shares at the time the shares are reserved for issuance, less any common shares reserved for issuance under other share compensation arrangements, may be reserved for issuance under the Equity Incentive Plan.

Eligible Persons. "Service Providers" are eligible to receive grants of share-based awards and share options under the Equity Incentive Plan. "Service Providers" are bona fide directors, officers, employees, management company employees and consultants and also include a company of which 100% of the share capital is beneficially owned by one or more individual Service Providers.

Exercise Price. During such time as the common shares of the Company are listed on the TSX, the exercise price of options granted under the plan will be the greater of the closing price for the Company's common shares on the TSX on the last trading day before the date of grant of the option and the weighted average of the trading prices for the common shares on the five trading days before the date of grant of the option. For the share awards, upon vesting, the party to whom a share unit was granted is entitled to receive either the corresponding common share, or a cash payment corresponding to the fair value of the common share determined by the Board at the time of vesting.

Vesting. Vesting of stock options and shares awards granted under the plan will be based on duration of services and/or satisfaction of performance conditions and subject to the discretion of the Board. On a change of control or takeover bid, if provided for in the optionee's or grantee's employment agreement, the options or share awards will fully vest and in all other cases may fully vest at the discretion of the Board. For the purposes of the Equity Incentive Plan, a change of control occurs in the circumstances set out in the optionee's or grantee's employment agreement or, if not defined in the applicable employment agreement, on the acquisition of a number of the voting securities of the Company, which, including all the other voting securities of the Company held by the acquirer, results in such entity holding for the first time at least 30% of the outstanding voting securities of the Company.

Termination of Exercise Right for Share Options. No option may be exercised after an optionee has left the employment or service of the Company except as follows:

- in the event of an optionee's death, any vested option held by the optionee at the date of death will be exercisable by the optionee's lawful personal representatives, heirs or executors until the earlier of 12

months after the date of death and the date of expiration of the term otherwise applicable to such option;
and

- if and to the extent provided in the optionee's employment agreement.

Generally speaking, vested options will expire 90 days after the date the optionee ceases to be employed by, provide services to, or be a director or officer of, the Company, and any unvested options shall immediately terminate. In addition, if an optionee is dismissed for cause, such optionee's options, whether or not they are vested at the date of dismissal, will immediately be terminated.

Termination of Exercise Right for Share Awards. No award may be exercised after a grantee has left the employment or service of the Company except as follows:

- in the event of an grantee's death, any vested awards held by the grantee at the date of death will be exercisable by the grantee's lawful personal representatives, heirs or executors until the earlier of 6 months after the date of death and the date of expiration of the term otherwise applicable to such award; and
- in the event of retirement from employment with or service to the Company or in the case of the Company terminating the grantee's employment or other service to the Company without cause, the Company will require to make payment in cash or the common shares in respect to any vested awards held by the grantee at the date of retirement or termination; and
- if and to the extent provided in the grantee's and employment agreement.

If a grantee is dismissed for cause, such grantee's options, whether or not they are vested at the date of dismissal, will immediately be terminated.

Terms. Share-based awards and share option awards granted under the Equity Incentive Plan will have a maximum term of 10 years from their date of grant.

Extension of Expiry Period. If a share option or share award which has been previously granted is set to expire during a period in which trading in securities of the Company by the option holder is restricted by a black-out, or within 9 business days of the expiry of a black-out, the expiry date of the option will be extended to 10 business days after the trading restrictions are lifted.

No Assignment. Subject to the provisions of the Equity Incentive Plan, all Share-based awards and share option awards will be exercisable only by the optionee or grantee to whom they are granted and will not be assignable or transferable.

Administration. Subject to the requirements of applicable law and TSX policies requiring shareholder or other approval, the Equity Incentive Plan provides that the Board may amend, suspend, terminate, or discontinue the plan or any option and awards, or revoke or alter any action taken under the plan or option and awards, except that the Board may not undertake any such action if it were to adversely alter or impair an option or award unless it first obtains the written consent of the affected optionee or grantee.

Amendments Requiring Shareholder Approval. Shareholder approval is required for the following amendments to the Equity Incentive Plan:

- an increase to the aggregate percentage of securities issuable under the plan; and a reduction in the exercise price of an outstanding option;
- an extension of the term of any option beyond the expiry date;
- any amendment to permit assignments or exercises other than by the optionee or grantee other than as set out in the plan;
- amendment to the individuals eligible to receive options or awards under the plan;
- an amendment to the plan to provide for other types of compensation through equity issuance, other than an amendment in the nature of a substitution and/or adjustment made by the Board in response to a change to, event affecting, exchange of, or corporate change or transaction affecting the common shares of the

Company; and

- an amendment which is required to be approved by shareholders under applicable law (including, without limitation, the policies of the TSX).

Amendments Without Shareholder Approval. Subject to the policies of the TSX, the Equity Incentive Plan may be amended without shareholder approval for the following:

- amendments of a “housekeeping” nature;
- amendments necessary to comply with the provisions of applicable law;
- amendments respecting the administration of the Equity Incentive Plan;
- any amendment to the vesting provisions of the plan or any option and awards;
- any amendment to the early termination provisions of the plan or any option and awards, whether or not such option or award is held by an insider, provided such amendment does not entail an extension beyond the original expiry date;
- the addition of any form of financial assistance by the Company for the acquisition by all or certain categories of participants of common shares under the plan, and the subsequent amendment of any such provision which is more favourable to participants;
- the addition or modification of a cashless exercise feature, payable in cash or common shares, which provides for a full deduction of the number of underlying common shares from the plan reserve;
- amendments necessary to suspend or terminate the plan; and
- any other amendment not requiring shareholder approval under applicable law (including the policies of the TSX).

Equity Incentive Plan Information

The following table sets forth information regarding the issuance of equity securities as at March 31, 2014:

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 security holders:			
- share options	8,580,000	\$2.92	N/A
- share awards	1,624,000	N/A	N/A
- Total	10,204,000	N/A	4,616,611
Equity compensation plans not approved by security holders	Nil	N/A	Nil
Total	10,204,000	N/A	4,616,611

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, nominee for election as a director, executive officer, employee or former director, executive officer or employee of the Company or any of its subsidiaries, or any of their associates or other member of management of the Company, was indebted to the Company at any time since the beginning of the most recently completed financial year or as at the date hereof.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as set out below and elsewhere in this Information Circular, no director, executive officer or any holder of 10% or more of the Company's common shares, or any associate or affiliate of any such person or company, has or had any material interest, direct or indirect, in any transaction since April 1, 2013 or in any proposed transaction that has materially affected or will materially affect the Company or any of its subsidiaries.

WISCO Investment Agreement

The Company and WISCO (No. 999 Youyi Ave, Qingshan District, Wuhan City, Hubei Province, China) are parties to an investment agreement, dated as of May 18, 2011 (the "**WISCO Investment Agreement**") that includes the following provisions.

- Provided that WISCO owns 10% or more of the common shares of the Company on a non-diluted basis, WISCO has the right to designate, after consultation with the Company, individuals to be nominated to the Board at each meeting of shareholders of the Company at which directors are to be elected (the "**WISCO Nominees**"). The number of WISCO Nominees will be determined from time to time based on (a) the percentage of the common shares of the Company held by WISCO, and (b) the number of directors comprising the Board of the Company from time to time, with the product rounded down to the nearest whole number of directors. If the number of common shares of the Company owned by WISCO falls below 10% for a period of ten continuous calendar days, then the right of WISCO to designate WISCO Nominees under the WISCO Investment Agreement will terminate and be of no further force and effect. WISCO currently has the right to appoint two WISCO Nominees to the Board of the Company pursuant to the terms of the WISCO Investment Agreement.
- Provided that WISCO owns 10% or more of the common shares of the Company on a non-diluted basis, WISCO has the right to maintain its percentage of common shares of the Company in the event that the Company completes a cash offering of equity securities. The pre-emptive right does not apply in respect of certain issuances including any equity securities issued on the exercise of a conversion, exchange or purchase right attached to a security issued prior to the date of the WISCO Investment Agreement and convertible into common shares, or in respect of shares issued by the Company under any of its share incentive plans or equity securities issued as commission or finders' fees.
- The common shares of the Company issued to WISCO were subject to an 18 month lock-up that has now expired.

WISCO Shareholders Agreement

In connection with WISCO's investment in the Company in 2011, WISCO and the Company entered into a shareholders' agreement effective as of May 11, 2011 (the "**WISCO Shareholders' Agreement**") with Century Iron Ore Corporation ("**Century NL**") and the principals of the Company (the "**Century Principals**"). The WISCO Shareholders Agreement includes the following material provisions:

- Century NL and the Century Principals (subject to their fiduciary duties) agreed to vote their common shares of the Company to give effect to the rights granted to WISCO under the WISCO Shareholders Agreement and under the WISCO Investment Agreement, including the election of nominees to the Board of the Company selected by WISCO as previously described;
- Century NL and WISCO agreed to consult each other on various fundamental issues pertaining to the Company, including but not limited to those matters requiring or involving approval of the shareholders of the Company;
- Century NL and the Century Principals agreed to restrictions on transfer with respect to their common shares of the Company and, with respect to the Century Principals, their ownership of Century NL, those restrictions applying for an initial three-year lock-up period (the "**Initial Lock-Up Period**"). After expiry of the Initial Lock-Up Period, there will be a staggered release from the lock-up agreements based on achievement of certain milestones, including completion of a bankable feasibility study on any of the

projects and commencement of construction on any of the projects, with all shares to be released from the lock-up agreements upon the completion of construction of a mine on any of the Properties. The lock-up agreements are subject to certain limited exceptions, including transfers among Century NL and the Century Principals and certain of their respective affiliates;

- WISCO, Century NL and the Century Principals agreed to mutual rights of first refusal that will apply until the ownership interest in the Company of the Century Principals is less than 20% and will apply with respect to WISCO until its ownership interest in the Company is less than 15%; and
- the covenant between Century NL, the Century Principals and WISCO not to perform any act or enter into any transaction or negotiation which might materially adversely interfere or be materially inconsistent with the consummation of the transactions contemplated in the WISCO Shareholders Agreement, the WISCO Subscription Agreement, the WISCO Investment Agreement, or the WISCO Framework Agreement, or which might materially adversely interfere with or impact upon the negotiation and/or execution of the Company's joint venture agreements with WISCO for each of the Duncan Lake Property, Attikamagen Property and Sunny Lake Property.

The WISCO Attikamagen Shareholders Agreement

On September 26, 2012, the Company and WISCO completed the formation of a joint venture for the Company's Attikamagen property pursuant to a shareholders' agreement effective December 19, 2011 among the Company, WISCO and certain other parties. The formation of the joint venture was completed as a reorganization of Labec Century Iron Ore Inc., a subsidiary of the Company. For further details regarding this transaction, please refer to the Company's Annual Information Form dated June 25, 2014 under "*Corporate Organization – Agreements Regarding Labec Century's Ownership of the Attikamagen JV Properties*" filed on SEDAR at www.sedar.com. Upon request, the Company will provide you with a copy of this document free of charge.

The Sunny Lake Joint Venture

On November 28, 2012, the Company, 0849873 B.C. Ltd., WISCO and WISCO Canada Sunny Lake Resources Development Investment Limited, a wholly-owned subsidiary of WISCO, completed the formation of their joint venture for the Company's Sunny Lake property. For further details regarding this transaction, please refer to the Company's Annual Information Form dated June 25, 2014 under "*Corporate Organization – Agreements Regarding the Ownership of the Sunny Lake JV Properties*" filed on SEDAR at www.sedar.com. Upon request, the Company will provide you with a copy of this document free of charge.

Augyva Mining Resources Inc.

Canadian Century Iron Ore Corporation, a subsidiary of the Company, is a party to a joint venture agreement dated May 20, 2008 with Augyva Mining Resources Inc. ("**Augyva**") (Suite 2500, 1 Place Ville Marie, Montreal QC, Canada) with respect to the Company's Duncan Lake property. Sandy Chim, an officer of Century Holdings and a director and the President and Chief Executive Officer of the Company, is also a director and shareholder of Augyva. Michael Skutezky, General Counsel and Secretary of the Company was also a director of Augyva until his resignation on April 6, 2014. For an overview of the Duncan Lake Joint Venture Agreement, please refer to the Company's Annual Information Form dated June 25, 2014 under "*Corporate Organization – Agreements Regarding the Ownership of the Duncan Lake JV Property*" filed on SEDAR at www.sedar.com. Upon request, the Company will provide you with a copy of this document free of charge.

During the year ended March 31, 2014, the Company received no management fee from Augyva. As at March 31, 2014, the Company had accounts receivable of \$16,950 from Augyva. Considering the position with and interest in Augyva held by Mr. Chim he is deemed to have an interest in any action taken or agreement entered into by Augyva with respect to the Company. While Mr. Skutezky served as a director of Augyva, he was deemed to have an interest in any action taken or agreement entered into by Augyva with respect to the Company.

MANAGEMENT CONTRACTS

There are no management functions of the Company or any of its subsidiaries which are to any substantial degree performed other than by the directors or executive officers of the Company or a subsidiary.

MATTER #2 - APPOINTMENT OF AUDITOR

PricewaterhouseCoopers LLP, Chartered Accountants (“**PwC**”), of 18 York Street, Suite 2600, Toronto, Ontario M5J 0B2, will be nominated at the Meeting for re-appointment as auditor of the Company at a remuneration to be fixed by the directors. PwC was the auditor of Century Holdings prior to the completion of the Qualifying Transaction and continued as the auditor of the Company on May 18, 2011 upon completion of the Qualifying Transaction.

Unless such authority is withheld, the persons designated as proxyholders in the accompanying Proxy intend to vote the Shares represented by such Proxy, properly executed, for the appointment of PwC as auditor of the Company to hold office until the close of the next annual meeting of shareholders, at a remuneration to be fixed by the Board.

MATTER #3 - CONTINUATION OF THE COMPANY UNDER THE BRITISH COLUMBIA *BUSINESS CORPORATIONS ACT*

Background

The Company is currently incorporated under the CBCA. The Board proposes to continue the Company into British Columbia under the BCBCA (the “**Continuation**”) for the reasons discussed below. At the Meeting, shareholders will be asked to consider and, if deemed advisable, approve the Continuation Proposal as a special resolution.

Rationale for the Continuation

The Board has proposed the Continuation for the following reasons:

- The BCBCA will provide the Company with greater flexibility than the CBCA. The BCBCA is a more recent statute than the CBCA, having replaced the old British Columbia Company Act in 2004. A key area where the BCBCA provides greater flexibility is in the area of Canadian director residency requirements, as discussed in the following paragraphs. In addition, Continuation under the BCBCA will also provide the Company with greater potential flexibility with respect to the level of corporate approval required for the completion of non-fundamental corporate alterations should shareholders determine in the future to approve changes to the Articles to reduce the level of corporate approval required to complete such alterations, each as discussed further below under “Comparison of New Articles to Current By-laws”.
- The BCBCA will not impose the requirement that is currently imposed on the Company under the CBCA that at least 25% of the directors of the Company be ordinarily resident in Canada. While the Company’s projects are in Canada, its ownership and its markets are international. Accordingly, a continuation under the BCBCA would provide the Company with greater ability to establish the composition of the Board with a broader international focus. Specifically, Century would be able to select additional directors who have expertise in Asian capital markets and the iron ore business without having to consider Canadian residency as a pre-requisite. Given the international scope of the Company’s business, the Board believes the Company needs flexibility to recruit directors who can contribute to its growth and development, wherever such persons may reside.
- The Company may in the future, given its ownership structure and the market for its iron ore products, seek to list on an Asian stock exchange in order to broaden its shareholder base, although no such determination to seek such a listing has been made to date. The BCBCA would provide the Company with greater flexibility in establishing an appropriate board composition that would be reflective of a dual-listing on an

Asian stock exchange. Specifically, Century would be able to select director candidates who may have, for example, experience as directors or officers of Asian stock exchange listed companies if that would be advantageous for completion of such a listing.

- The Company's existing key subsidiaries have been incorporated under and continue to be governed by the BCBCA. The Company's jurisdiction of incorporation under CBCA is a result of a reverse-take-over of Red Rock Capital Corp. during its listing process in 2011. The Continuation of Century under the BCBCA will result in the Company and all of its key subsidiaries being governed by the BCBCA, which will provide greater consistency to Century's existing corporate structure.

Continuation Process

In order to effect the Continuation:

- a) The Company must obtain the approval of its shareholders to the Continuation by way of the Continuation Proposal, being a special resolution to be passed by not less than two-thirds of the votes cast at the Meeting in person or by proxy ("**Special Resolution**");
- b) The Company must make a written application to the Director under the CBCA for consent to continue under the BCBCA, such written application to establish to the satisfaction of the Director that the proposed Continuation will not adversely affect the Company's creditors or shareholders;
- c) Once the Continuation Proposal is passed and the Company has obtained the consent of the Director under the CBCA, the Company must file a Continuation Application and the consent of the Director under the CBCA, along with prescribed documents under the BCBCA, with the Registrar of Companies under the BCBCA to obtain a Certificate of Continuation;
- d) On the date shown on the Certificate of Continuation issued by the British Columbia Registrar of Companies, the Company will become a company registered under the laws of the Province of British Columbia as if it had been incorporated under the laws of the Province of British Columbia; and
- e) The Company must then file a copy of the Certificate of Continuation with the Director under the CBCA and receive a Certificate of Discontinuance under the CBCA.

Effect of Continuation

Upon the Continuation, the CBCA will cease to apply to the Company and the Company will thereupon become subject to the BCBCA, as if it had been originally incorporated as a British Columbia company. The Continuation will not create a new legal entity, affect the continuity of the Company, impact on the Company's ownership of its properties or result in a change in its business. The persons elected as directors by the shareholders at the Meeting will continue to constitute the Board upon the Continuation becoming effective, other than as discussed below under "Impact on Number of Directors of the Company" with respect to the anticipated resignation of Paul Murphy as a director.

The BCBCA provides that when a foreign corporation continues under such legislation:

- a) the property, rights and interests of the foreign corporation continue to be the property, rights and interests of the company;
- b) the company continues to be liable for the obligations of the foreign corporation;
- c) an existing cause of action, claim or liability to prosecution is unaffected;
- d) a legal proceeding being prosecuted or pending by or against the foreign corporation may be prosecuted or its prosecution may be continued, as the case may be, by or against the company; and

- e) a conviction against, or a ruling, order or judgment in favour of or against, the foreign corporation may be enforced by or against the company.

The Continuation will not affect the Company's status as a listed company on the TSX, as a reporting issuer under the securities legislation of any jurisdiction in Canada, and the Company will remain subject to the requirements of such legislation.

As of the effective date of the Continuation, the Company's current constating documents, being its Articles and By-laws under the CBCA, will be replaced with a Notice of Articles and Articles under the BCBCA, the legal domicile of the Company will be the Province of British Columbia and the Company will no longer be subject to the provisions of the CBCA.

A copy of the proposed Articles under the BCBCA are attached to this Information Circular as Schedule "B".

Impact on Number of Directors of the Company

The Board has proposed that the number of directors of the Company be reduced from ten directors to nine directors upon effectiveness of the Continuation. The reduction of the number of directors would coincide with the resignation of Mr. Paul Murphy from the Board. Mr. Murphy has indicated his intention to resign from the Board concurrent with the completion of the Continuation due to demands on his time from other business interests. Accordingly, by approving the Continuation, shareholders will be ratifying the reduction in the number of directors of the Company from ten directors to nine directors upon effectiveness of the Continuation.

Comparison of CBCA and BCBCA

Upon the Continuation, the Company would be governed by the BCBCA. Although the rights and privileges of shareholders under the CBCA are in many instances comparable to those under the BCBCA, there are several notable differences and shareholders are advised to review the information contained in this Information Circular and to consult with their professional advisors.

In general terms, the BCBCA provides to shareholders substantively the same rights as are available to shareholders under the CBCA, including rights of dissent and appraisal and rights to bring derivative actions and oppression actions. There are, however, important differences concerning the qualifications of directors, location of shareholder meetings and certain shareholder remedies. **The following is a summary comparison of certain provisions of the BCBCA and the CBCA. This summary is not intended to be exhaustive and is qualified in its entirety by the full provisions of the CBCA and BCBCA, as applicable.**

Board of Directors

The BCBCA provides that a reporting company must have a minimum of three directors but does not impose any residency requirements on the directors. Under the CBCA, at least one-quarter (25%) of the directors must be resident Canadians. However, if a corporation has less than four directors, at least one director must be a resident Canadian. Subject to certain exceptions, generally an individual has to be ordinarily resident in Canada to be considered a resident Canadian under the CBCA. There are no comparable director Canadian residency requirements under the BCBCA.

Under the BCBCA, a director may be removed by shareholders by Special Resolution unless the articles provide for a lower approval level, while under the CBCA directors may be removed by an ordinary resolution of shareholders. In accordance with the CBCA, under the Company's current By-laws, directors of the Company may be removed by an ordinary resolution of the shareholders at a special meeting of the shareholders. Under the proposed Articles, the removal of directors by the shareholders will require a Special Resolution, not an ordinary resolution.

Charter Documents

The form of the charter documents for a BCBCA company is quite different from the form for a CBCA corporation.

Under the CBCA, the charter documents consist of: (i) articles, which set forth, among other things, the name of the corporation, the province in which the corporation's registered office is to be located, the authorized share capital including any rights, privileges, restrictions and conditions thereon, whether there are any restrictions on the transfer of shares of the corporation, the number of directors (or the minimum and maximum number of directors), any restrictions on the business that the corporation may carry on and other provisions such as the ability of the directors to appoint additional directors between annual meetings, and (ii) the by-laws, which govern the management of the corporation. The articles are filed with Corporations Canada and the by-laws are filed only at the registered office.

Under the BCBCA, the charter documents consist of (i) a "notice of articles", which sets forth the name of the company, the company's registered and records office, the names and addresses of the directors of the company and the amount and type of authorized capital, and (ii) "articles" which govern the management of a company and set out any special rights or restrictions attached to shares. The notice of articles is filed with the Registrar of Companies and the articles are filed only with a company's registered and records office.

A copy of the proposed Articles under the BCBCA are attached to this Information Circular as Schedule "B". A brief description of the material differences between the Company's current By-laws and the proposed Articles is set out under "Comparison of New Articles to Current By-Laws" below.

Changes to Charter Documents

The CBCA requires shareholder approval by Special Resolution to amend the articles of incorporation to effect certain fundamental changes, including changes to the capital structure of the corporation and a change to the name of the corporation. This requirement of approval by Special Resolution for these fundamental changes is continued under the new Articles. However, the BCBCA will permit shareholders to approve future amendments to the Articles that would lower the level of corporate approval required for fundamental changes to either the approval of shareholders by ordinary resolution (a majority of votes cast) or, for certain matters, approval by the board of directors. Any such amendments to the Articles would require future approval of the shareholders by way of a Special Resolution. Shareholders are not being asked to consider such amendments at this time.

The BCBCA permits changes to be made to the constating documents with shareholder approval by ordinary resolution, unless a higher threshold is specified in the articles. The proposed Articles of the Company generally will specify a higher threshold of a Special Resolution of shareholders in order to maintain consistency with the corporate approval currently required under the CBCA. Again, the BCBCA will permit shareholders to approve a future amendment to the Articles that would enable these changes to be made with shareholder approval by ordinary resolution or, for certain matters, by board resolution. Under the CBCA, changes to the articles of incorporation generally require approval of shareholders by Special Resolution while changes to the by-laws require shareholder approval by ordinary resolution, unless a higher threshold is specified in the by-laws. However, the BCBCA is slightly less flexible with respect to the timing for adopting changes to the constating documents. Changes to the articles of a BCBCA company require approval by shareholders in order to become effective, except as expressly provided by the articles. The board of directors of a CBCA corporation, however, may amend the by-laws of the corporation with immediate effect, subject to the amendment ceasing to have effect if it is not approved by shareholders at the next shareholder meeting.

Shareholder Proposals and Shareholder Requisitions

Both statutes provide for shareholder proposals. Under the CBCA, a record or non-record shareholder may submit a proposal, although the record or non-record shareholder must either: (i) have owned for six months not less than 1% of the total number of voting shares or voting shares with a fair market value of at least C\$2,000, or (ii) have the support of persons who, in the aggregate, have owned for six months not less than 1% of the total number of voting

shares or voting shares with a fair market value of at least C\$2,000. Under the BCBCA, in order for one or more record or non-record shareholders to be entitled to submit a proposal, they must have held voting shares for an uninterrupted period of at least two years before the date the proposal is signed by the shareholders and must own not less than 1% of the total number of voting shares or voting shares with a fair market value in excess of C\$2,000.

Both statutes provide that one or more record shareholders holding more than 5% of the outstanding voting equity may requisition a meeting of shareholders, and permit the requisitioning record shareholder to call the meeting where the board of directors of the company does not do so within the 21 days following the company's receipt of the shareholder meeting requisition. However, the BCBCA, unlike the CBCA, specifies that the requisitioned shareholder meeting must be held within not more than four months after the date the company received the requisition. The CBCA does not specify such an outside limit.

Comparison of Rights of Dissent and Appraisal

The BCBCA provides that shareholders who dissent to certain actions being taken by a company may exercise a right of dissent and require the company to purchase the shares held by such shareholder at the fair value of such shares. The dissent right is available to shareholders, whether or not their shares carry the right to vote, where the company proposes:

- a) to alter the articles to alter restrictions on the powers of the company or on the business it is permitted to carry on;
- b) to adopt an amalgamation agreement;
- c) to approve an amalgamation into a foreign jurisdiction;
- d) to approve an arrangement, the terms of which arrangement permit dissent or where the right of dissent is given pursuant to a court order;
- e) to authorize or ratify the sale, lease or other disposition of all or substantially all of the company's undertaking;
- f) to authorize the continuation of the company into a jurisdiction other than British Columbia;
- g) to approve any other resolution, if dissent is authorized by the resolution; or
- h) a matter to which dissent rights are permitted by court order.

The CBCA contains a similar dissent remedy. However, the procedure for exercising this remedy under the CBCA is different than that contained in the BCBCA. The dissent provisions of the CBCA are described in section "*Rights of Dissenting Shareholders*", below, and set forth in Schedule "C" to this Information Circular. Under the BCBCA the dissenting shareholder must generally send notice of dissent prior to the resolution being passed.

Oppression Remedies

Under the BCBCA, a shareholder of a company has the right to apply to court on the grounds that:

- i) the affairs of the company are being or have been conducted, or that the powers of the directors are being or have been exercised, in a manner oppressive to one or more of the shareholders, including the applicant, or
- ii) some act of the company has been done or is threatened, or that some resolution of the shareholders or of the shareholders holding shares of a class or series of shares has been passed or is proposed, that is unfairly prejudicial to one or more of the shareholders, including the applicant.

On such an application, the court can grant a variety of remedies, ranging from an order restraining the conduct complained of to an order requiring the company to repurchase the shareholder's shares or an order liquidating the company.

The CBCA also includes an oppression remedy which is very similar. However, the CBCA will only allow a court to grant relief if the effect actually exists, while the BCBCA will allow a court to grant relief where a prejudicial effect to the shareholder is merely threatened. In addition, under the BCBCA non-shareholders require the leave of a court in order to bring an oppression claim.

Shareholder Derivative Actions

Under the BCBCA, a record shareholder, non-record shareholder or director of a company may, with judicial leave, bring an action in the name and on behalf of the company to enforce a right, duty or obligation owed to the company that could be enforced by the company itself or to obtain damages for any breach of such right, duty or obligation. There is a similar right of a shareholder or director, with leave of the court, and in the name and on behalf of the company, to defend an action brought against the company. The court will grant leave under the BCBCA for an application to commence a derivative action if

- i) the complainant has made reasonable efforts to cause the directors of the company to prosecute or defend the legal proceeding;
- ii) notice of the application for leave has been given to the company and to any other person the court may order;
- iii) the complainant is acting in good faith; and
- iv) it appears to the court that it is in the best interests of the company for the legal proceeding to be prosecuted or defended.

The CBCA extends the right to a broader group of complainants as it affords the right to a record shareholder, former record shareholder, non-record shareholder, former non-record shareholder, director, former director, officer and a former officer of a corporation or any of its affiliates, and any person who, in the discretion of the court, is a proper person to make an application to court to bring a derivative action. In addition, the CBCA permits derivative actions to be commenced in the name and on behalf of not only the corporation, but also any of its subsidiaries. No leave may be granted under the CBCA unless the court is satisfied that:

- i) the complainant has given at least fourteen days' notice to the directors of the corporation or its subsidiary of the complainant's intention to apply to the court if the directors of the corporation or its subsidiary do not bring, diligently prosecute, defend or discontinue the action;
- ii) the complainant is acting in good faith; and
- iii) it appears to be in the interests of the corporation or its subsidiary that the action be brought, prosecuted, defended or discontinued.

Place of Meetings

Subject to certain exceptions, the CBCA provides that meetings of shareholders shall be held at the place within Canada provided in the by-laws or, in the absence of such provision, at the place within Canada that the directors determine. A meeting may be held outside Canada if the place is specified in the articles or all the shareholders entitled to vote at the meeting agree that the meeting is to be held at that place. Under the BCBCA, general meetings of shareholders are to be held in British Columbia, or may be held at a location outside of British Columbia if: (i) the location is provided for in the articles, (ii) the articles do not restrict the company from approving a location outside of British Columbia and the location is approved by the resolution required by the articles for that purpose,

or if no resolution is required for that purpose by the articles, is approved by ordinary resolution, or (iii) the location is approved in writing by the Registrar of Companies before the meeting is held. The proposed Articles of the Company will permit the board of directors by resolution to authorize meetings of shareholders to be held outside of British Columbia.

Flexibility in Structuring Transactions

The BCBCA provides greater flexibility to implement certain transactions than the CBCA does. Unlike the CBCA, the BCBCA permits a subsidiary to hold shares of its parent. The BCBCA also permits a corporate group to implement horizontal short-form amalgamations even though all the shares of the amalgamating companies are not held by the same company within the group and permits a company to amalgamate with a foreign corporation to form a British Columbia company, if permitted by the foreign jurisdiction.

Constitutional Jurisdiction

Other significant differences in the statutes arise from the differences in the constitutional jurisdiction of the federal and provincial governments. For example, a CBCA corporation has the capacity to carry on business throughout Canada as of right. Similarly, under the BCBCA the registered office must be situated in British Columbia, whereas under the CBCA, the registered office of the corporation must be situated in the province specified in its articles. A BCBCA company is only allowed to carry on business in another province where that other province allows it to register to do so. A CBCA corporation is subject to provincial laws of general application, but a province cannot pass laws directed specifically at restricting a CBCA corporation's ability to carry on business in that province. If another province so chooses, however, it can restrict a BCBCA company's ability to carry on business within that province. Also, a CBCA corporation will not have to change its name if it wants to do business in a province where there is already a corporation with a similar name, whereas a BCBCA company may not be allowed to use its name in that other province. The Company does not expect that the Continuation will affect the continuity of the Company or result in a change in its business.

Comparison of New Articles to Current By-Laws

Upon the Continuation, the Company's By-laws will be repealed and new Articles in the form set forth in Schedule "B" to this Information Circular will be adopted. There are many differences between the form of the current By-laws and the proposed Articles. In certain cases, provisions contained in the Company's current By-laws which deal with matters which will, following the Continuation, be dealt with in the BCBCA or applicable securities legislation, rules and policies, will not be contained in the new Articles. As well, certain provisions in the Company's current By-laws that reflect the provisions of the CBCA will be retained in the new Articles but will be altered as required to reflect the provisions of the BCBCA. The following is a summary comparison of certain provisions of the Company's current By-laws and the proposed new Articles. **This summary is not intended to be exhaustive and is qualified in its entirety by the full provisions of the current By-laws and proposed new Articles, as applicable.**

1. *Directors authority to set auditor's remuneration*

Under the CBCA, remuneration payable to the auditors is fixed by the board, unless fixed by shareholders by ordinary resolution. The Company's practice has been for the Board to fix the remuneration payable to the auditors. In order to continue that practice under the BCBCA, the Articles need to specify that the directors are authorized to set the remuneration paid to the auditors of the Company.

2. *Requirements for Special Resolutions*

The CBCA requires that certain matters be approved by shareholders by Special Resolution, including amendments to the articles of incorporation to effect certain fundamental changes. Under the BCBCA, there is flexibility to provide for different approval requirements for equivalent fundamental changes in the articles. The Company proposes to adopt Articles under the BCBCA that are consistent with and reflect the Special Resolution

requirements that are currently applicable to the Company under the BCBCA. Specifically, the following matters will require a Special Resolution of the shareholders under the BCBCA and the proposed Articles:

- the creation of one or more classes or series of shares;
- the increase, reduction or elimination of the maximum number of shares that the Company is authorized to issue;
- a subdivision of all or any of the unissued, or fully paid issued, shares;
- a consolidation of all or any of the unissued, or fully paid issued, shares;
- a change of name of the Company;
- the creation of special rights or restrictions attached to any class or series of shares, whether or not any or all of those shares have been issued; and
- the creation, variation or elimination of special rights or restrictions attached to issued shares.

Any other amendments to the Articles of the Company will require approval of the shareholders of the Company by ordinary resolution (being a majority of votes cast), other than where either the BCBCA or the Articles specify another type of resolution.

The BCBCA will provide flexibility for future amendments to the Articles to lower the threshold of corporate approvals required for certain non-fundamental changes. The lower threshold of corporate approval may be either (i) approval of shareholders by ordinary resolution (being a majority of votes cast) or, (ii) for certain matters, approval by the directors of the Company. Specifically, shareholders could empower the board of directors to make the following changes without shareholder approval:

- a subdivision of all or any of the unissued, or fully paid issued, shares;
- a consolidation of all or any of the unissued, or fully paid issued, shares; and
- a change of name of the Company.

Any such amendments to the Articles would require future approval of the shareholders by way of a Special Resolution. Shareholders are not being asked to consider such amendments at this time.

Continuation Resolution

In order to be effective, the Continuation Proposal requires the approval of not less than two-thirds of the votes cast by shareholders represented at the Meeting in person or by proxy. Even if the Continuation Proposal is approved, the Board retains the power to revoke it at all times without any further approval by shareholders. The Board will only exercise such power in the event that it is, in its opinion, in the best interest of the Company. For example, if a significant number of shareholders dissent in respect of the Continuation Proposal, the Board may determine not to proceed with the Continuation.

As a shareholder of the Company, you are invited to vote with respect to the Continuation Proposal through the following resolution:

Resolved as a special resolution, that:

- a) the Company:
 - i) apply to the Director (the “Director”) under the Canada Business Corporations Act (the “CBCA”) for a Letter of Satisfaction pursuant to Section 188(1) of the CBCA;
 - ii) apply to the Registrar of Companies of British Columbia to continue as a British Columbia company pursuant to Section 302 of the British Columbia Business Corporations Act (the “BCBCA”) in accordance with the Continuation Application attached to the Information Circular prepared in connection with the Meeting at which this resolution was passed, and such Continuation Application is

- hereby approved; and
- iii) deliver a copy of the Certificate of Continuation to the Director and request that the Director issue a Certificate of Discontinuance under Section 188(7) of the CBCA;
 - b) subject to the issuance of such Certificate of Continuation and without affecting the validity of the Company and the existence of the Company by or under its existing Articles and By-laws and any act done thereunder, effective upon issuance of the Certificate of Continuation, the Company adopt the Notice of Articles set forth in the Continuation Application and the Articles attached to the Information Circular, in substitution for the Company's existing Articles and By-laws, and such Notice of Articles and Articles are hereby approved and adopted;
 - c) notwithstanding that this special resolution has been duly passed by the shareholders of the Company, the directors of the Company are hereby authorized, at their discretion, to determine, at any time, to proceed or not to proceed with the Continuation and to abandon this resolution at any time prior to the implementation of the Continuation without further approval of the shareholders and in such case, this resolution approving the Continuation shall be deemed to have been rescinded; and
 - d) any one director or any one officer of the Company hereby authorized and empowered, acting for, in the name of and on behalf of the Company, to execute or to cause to be executed, under the seal of the Company or otherwise, and to deliver and file or to cause to be delivered and filed, the Continuation Application and such other documents and instruments, and to do or to cause to be done, such other acts and things as in the opinion of such director or officer of the Company may be necessary or desirable in order to carry out the intent of this resolution.

This vote requires the approval of not less than two-thirds of the votes cast at the Meeting, whether in person, or by proxy or otherwise. You may vote "For," "Against" or "Abstain" on the special resolution. Abstentions will have no effect and will not be counted as votes cast on the Continuation Proposal. The Board recommends that the shareholders vote **FOR Proposal No. 3**.

Rights of Dissent in Respect of the Continuation Proposal

Record shareholders who wish to dissent should take note that strict compliance with the dissent procedures is required.

The following description of rights of shareholders to dissent is not a comprehensive statement of the procedures to be followed by a dissenting shareholder who seeks payment of the fair value of its Common Shares and is qualified in its entirety by the reference to the full text of Section 190 of the CBCA which is attached to this Information Circular as Schedule "C". A dissenting shareholder who intends to exercise the right of dissent should carefully consider and comply with the provisions of Section 190 of the CBCA and should seek independent legal advice. Failure to comply strictly with the provisions of the CBCA and to adhere to the procedures established therein may result in the loss of all rights thereunder.

Pursuant to Section 190 of the CBCA, a record shareholder is entitled, in addition to any other right that the shareholder may have, to dissent and to be paid by the Company the fair value of the shares in respect of which that shareholder dissents. "Fair value" is determined as of the close of business on the last business day before the day on which the Continuation Proposal is adopted. A shareholder may dissent only with respect to all of the shareholder's Common Shares or shares held by the shareholder on behalf of any one non-record holder. Further, a shareholder may only dissent in respect of shares registered in the dissenting shareholder's name.

Persons who are non-record shareholders who wish to dissent with respect to their Common Shares should be aware that only record shareholders are entitled to dissent with respect to them. A record shareholder such as an intermediary who holds Common Shares as nominee for non-record shareholders, must exercise the right of dissent on behalf of non-record shareholders with respect to the Common Shares held for such non-record shareholders. In such case, the Notice of Objection (as defined below) should set forth the number of Common Shares it covers.

A record shareholder who wishes to dissent must send a written objection notice (the “Notice of Objection”) objecting to the Continuation Proposal to the Company, Suite 1301, 200 University Avenue, Toronto, Ontario, M5H 3C6, Canada, fax number 416 977-8002, Attention: Investor Relations, at or prior to the time of the Meeting or any adjournment thereof in order to be effective.

The delivery of a Notice of Objection does not deprive a record shareholder of its right to vote at the Meeting, however, a vote in favour of the Continuation Proposal will result in a loss of its rights under Section 190 of the CBCA. A vote against the Continuation Proposal, whether in person or by proxy, does not constitute a Notice of Objection, but a shareholder need not vote its Common Shares against the Continuation Proposal in order to object. Similarly, the revocation of a proxy conferring authority on the proxy holder to vote in favour of the Continuation Proposal does not constitute a Notice of Objection in respect of the Continuation Proposal, but any such proxy granted by a shareholder who intends to dissent should be validly revoked in order to prevent the proxy holder from voting such Common Shares in favour of the Continuation Proposal.

If the Continuation Proposal is approved at the Meeting or at an adjournment or postponement thereof, the Company is required to deliver to each shareholder who has filed a Notice of Objection and has not voted for the Continuation Proposal or not withdrawn that shareholder’s Notice of Objection (each, a “Dissenting Shareholder”), within 10 days after the approval of the Continuation Proposal, a notice stating that the Continuation Proposal has been adopted (the “Notice of Resolution”). A Dissenting Shareholder then has 20 days after receipt of the Notice of Resolution or, if the Dissenting Shareholder does not receive a Notice of Resolution, within 20 days after learning that the Continuation Proposal has been adopted, to send to the Company a written notice (a “Demand for Payment”) containing the Dissenting Shareholder’s name and address, the number of Common Shares in respect of which it dissents and a demand for payment of the fair value of such Common Shares. A Dissenting Shareholder must within 30 days after sending the Demand for Payment, send the certificates representing the Common Shares in respect of which it is dissenting to the Company or its transfer agent, the Canadian Stock Transfer Company. The Company or the Canadian Stock Transfer Company must endorse the certificates with a notice that the holder is a Dissenting Shareholder under Section 190 of the CBCA and forthwith return the certificates to the Dissenting Shareholder. A Dissenting Shareholder who does not send the certificates within the 30 day period has no right to make a claim under Section 190 of the CBCA.

Dissenting Shareholder ceases to have any rights as a holder of Common Shares, other than the right to be paid their fair value, unless: (i) the Demand for Payment is withdrawn before the Company makes an Offer to Pay (as defined below); (ii) the Company fails to make a timely Offer to Pay to the Dissenting Shareholder and the Dissenting Shareholder withdraws the Demand for Payment; or (iii) the Continuation is not proceeded with.

Not later than seven days after the later of the date shown on the Certificate of Continuation is issued by the British Columbia Registrar of Companies and the day the Company receives the Demand for Payment, the Company must send a written offer to pay (“Offer to Pay”) in the amount considered by the Board to be the fair value of the Common Shares in respect of which the Dissenting Shareholder has dissented. The Offer to Pay must be accompanied by a statement showing how the fair value was determined. Every Offer to Pay made to Dissenting Shareholders must be on the same terms, and lapses if not accepted within 30 days after being made. If the Offer to Pay is accepted, payment must be made within 10 days of acceptance.

If the Company does not make an Offer to Pay or if a Dissenting Shareholder fails to accept an Offer to Pay, the Company may, within 50 days after the date shown on the Certificate of Continuation is issued by the British Columbia Registrar of Companies or within such further period as a court of competent jurisdiction may allow, apply to the court to fix a fair value for the securities of any Dissenting Shareholder. If the Company fails to so apply to the court, a Dissenting Shareholder may do so for the same purpose within a further period of 20 days or such other period as the court may allow. A Dissenting Shareholder is not required to give security for costs in any application to the court. Applications referred to in this paragraph may be made to a court of competent jurisdiction in the place where the Company has its registered office or in the province where the Dissenting Shareholder resides if the Company carries on business in that province.

If the Company makes an application to the court, it must give notice of the date, place and consequences of the application and of the Dissenting Shareholder’s right to appear and be heard to each Dissenting Shareholder who has sent the Company a Demand for Payment and has not accepted an Offer to Pay. All Dissenting Shareholders whose

shares have not been purchased by the Company must be made parties to the application and are bound by the decision of the court. The court is authorized to determine whether any other person is a Dissenting Shareholder who should be joined as a party to such application.

The court must fix a fair value for the shares of all Dissenting Shareholders and may in its discretion allow a reasonable rate of interest on the amount payable to each Dissenting Shareholder from the effective date of the Continuation until the date of payment of the amount so fixed. The final order of the court in the proceedings commenced by an application by the Company or a Dissenting Shareholder must be rendered against the Company and in favour of each Dissenting Shareholder.

The above is only a summary of the dissenting shareholder provisions of the CBCA. A shareholder of the Company wishing to exercise a right to dissent should seek independent legal advice. Failure to comply strictly with the provisions of the statute may prejudice the right of dissent.

ADDITIONAL INFORMATION

Financial information and other information about the Company can be found in the Company's audited consolidated financial statements for the latest completed financial year. These financial statements, as well as other information and reports regarding the Company, can be found under the Company's profile at www.sedar.com. Financial information is provided in the annual consolidated financial statements of the Company for the financial year ended March 31, 2014 and the report of the auditors thereon which will be placed before shareholders at the Meeting. Copies of the Company's audited consolidated financial statements for the financial year ended March 31, 2014 are available upon request from the Company's General Counsel and Secretary or Co-Secretary, and Senior Vice President, Corporate Finance and Project Development, at Suite 1301, 200 University Avenue, Toronto, Ontario, or by telephone at (416) 977-3188. Copies of these documents will be provided free of charge to security holders of the Company.

OTHER MATTERS

As of the date of this Information Circular, management of the Company is not aware of any other matters which may come before the Meeting other than as set forth in the Notice of Meeting that accompanies this Information Circular. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed Proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

APPROVAL OF INFORMATION CIRCULAR

The contents of this Information Circular and the distribution to shareholders have been approved by the Board.

DATED at Toronto, Ontario, this 22nd day of August, 2014.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Sandy Chim*"

Sandy Chim,
President and Chief Executive Officer

**SCHEDULE “A”
MANDATE OF THE BOARD OF DIRECTORS**

1. PURPOSE

1.1 The Board of Directors (the “**Board**”) of Century Iron Mines Corporation (the “**Company**”) has primary responsibility to act in and promote the best interests of the Company. The Board is accountable to the shareholders as a whole. The directors of the Company (the “**Directors**”) are stewards of the Company, responsible for the overall management and direction of the Company. The Board has the responsibility to oversee the conduct of the Company’s business and to supervise management, which is responsible for the day-to-day operations of the Company. In supervising the conduct of the business, the Board, through the Chief Executive Officer (the “**CEO**”), sets the standards of conduct for the Company.

1.2 The Board discharges its duties and responsibilities directly and by way of delegation through its Board Committee.

1.3 The Company is subject to a variety of statutes, instruments, policies, notices, rules and other legal requirements enacted by Canadian securities regulatory authorities and the Toronto Stock Exchange (“**applicable securities laws**”) which are reflected in this Mandate.

2. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Board include the duties and responsibilities to:

Culture of Integrity and Ethics

- a) promote a culture of integrity at the Company;
- b) approve and monitor compliance with a Code of Business Conduct and Ethics for the Company (the “**Code of Ethics**”) applicable to all directors, officers and employees of the Company which complies with applicable securities laws;
- c) receive reports respecting adherence to the Code of Ethics;
- d) approve any waivers, in conjunction with the Audit Committee, granted from a provision of the Code of Ethics for the benefits of any director or any member of senior management;
- e) approve policies and practices for matters related to integrity and ethics, including conflicts of interest, related party transactions and the treatment of confidential information;
- f) direct management to ensure that the Company operates in compliance with applicable laws;
- g) satisfy itself as to the integrity of the CEO and the other officers of the Company, and also that the officers of the Company foster a culture of integrity throughout the Company;

Corporate Governance

- h) oversee the development of the Company’s approach to corporate governance, including by reviewing, approving and, as appropriate, updating the Company’s Corporate Governance Guidelines and this Mandate;
- i) oversee, through periodic reviews, the effectiveness of the Board, its committees and individual directors, including reviews of the skills and experience represented on the Board in light of the Company’s strategic direction and current needs;

- j) assess the form and adequacy of Director compensation;
- k) receive from management information and input as required for the Board to remain informed about the business, operations and prospects of the Company, and to effectively discharge its duties;
- l) establish committees of the Board and delegate certain responsibilities to these committees as set out in committee charters, consistent with the Corporate Governance Guidelines;
- m) develop and approve position descriptions for the Board Chair, Lead Director and CEO, as well as others performing key functions on the Board or within management, and assess the performance of those acting in those capacities against the position descriptions;
- n) consider the need for, and if appropriate establish, new director orientation and ongoing director education processes;
- o) foster within the Board an understanding of the Board's expectations of Directors and the responsibilities of Directors, including with respect to preparation for, attendance at, and participation in, Board and committee meetings and Board educational seminars;

Human Resources

- p) approve the Company's compensation strategy and philosophy;
- q) select, appoint and replace the CEO, monitor the CEO's performance, determine the CEO's compensation, elaborating and, as appropriate revising position descriptions describing the CEO's duties and responsibilities, as well as providing advice and assistance to the CEO in the execution of his or her duties;
- r) receiving the CEO's report as to the performance of and compensation to senior management of the Company and acting on such report, including any appropriate review of employment contracts and termination and other special arrangements with non-CEO officers;
- s) annually review the performance of the CEO against applicable performance targets;
- t) review management's implementation of corporate social responsibility commitments and obligations, including as they relate to community, First Nations, environmental and health and safety matters;
- u) oversee the selection, appointment, training, and monitoring of the Board Chair, Board members, the CEO and non-CEO officers;
- v) review the succession plans for key senior management positions;

Strategic Planning

- w) adopt and review a strategic planning process for the Company as presented to them by management on at least an annual basis that takes into consideration, among other things, the risks and opportunities of the business;
- x) direct management to develop, implement, and maintain a reporting system that accurately measures the Company's performance against its business plans;
- y) approve annual capital and operating budgets that support the Company's ability to meet its strategic objectives, approve the entering into, or withdrawing from, line of business that are, or likely to be, material to the Company;

Financial Oversight

- z) review and approve all major acquisitions, dispositions, investments, all significant financings and other significant matters outside the ordinary course of the Company's business;
- aa) approve financings, the issuance and repurchase of shares, the issuance of debt securities and the listing of shares and other securities;
- bb) approving the incurring of any material debt by the Company outside the ordinary course of business;
- cc) review and approve an annual operating budget for the Company and monitor the Company's performance against such budget.

Risk Management

- dd) identify the principle risks of the Company and oversee implementation by management of appropriate systems to manage the risks;
- ee) approving any plans to hedge sales;
- ff) receive and assess regular updates on the status of risk management systems, activities and initiatives through ongoing reports by the CEO and the Audit Committee;

Communications and Public Disclosure

- gg) oversee public communication and disclosure;
- hh) approve and review the Company's public disclosure policy. The Board has adopted a disclosure policy, which govern the release of information by the Company and requires timely, accurate and fair disclosure of such information in compliance with all applicable securities laws;

Internal Controls / Financial Matters

- ii) oversee the reliability and integrity of accounting principles and practices followed by management of the financial statements and other publicly reported financial information and of the disclosure principles and practices followed by management;
- jj) oversee the implementation and integrity of the Company's internal control and management information systems, monitor the integrity of such systems and obtain assurances on a regular basis that these systems are designed and operating effectively; and
- kk) review and approve the financial statements and related disclosures related to the Company's financial performance prior to their release.

3. DUTY OF CARE

In meeting their responsibilities as members of the Board, each director shall act honestly and in good faith with a view to the best interests of the Company and exercise the care diligence and skill that a reasonable, prudent person would exercise in comparable circumstances.

4. COMMUNICATION WITH DIRECTORS

Shareholders or other stakeholders of the Company may communicate with Directors by writing to the Chair of the Board in care of the General Counsel & Secretary as follows:

Chair of the Board
c/o General Counsel & Secretary
Century Iron Mines Corporation
Suite 1301, 200 University Avenue
Toronto, Ontario Canada M5H 36C

**SCHEDULE “B”
BCBCA ARTICLES**

BUSINESS CORPORATIONS ACT

ARTICLES

of

CENTURY IRON MINES CORPORATION

(the “**Company**”)

PART 1 – INTERPRETATION

Definitions

1.1 In these Articles, unless the context otherwise requires:

- a) “**Act**” means the *Business Corporations Act* (British Columbia) from time to time in force and all amendments thereto and includes all regulations and amendments thereto made pursuant to that Act;
- b) “**board of directors**”, “**directors**” and “**board**” mean the directors or sole director of the Company for the time being;
- c) “**Interpretation Act**” means the *Interpretation Act* (British Columbia) from time to time in force and all amendments thereto and includes all regulations and amendments thereto made pursuant to that Act;
- d) “**legal personal representative**” means the personal or other legal representative of the shareholder;
- e) “**registered address**” of a shareholder means the shareholder’s address as recorded in the central securities register;
- f) “**seal**” means the seal of the Company, if any;
- g) “**share**” means a share in the share structure of the Company; and
- h) “**special majority**” means the majority of votes described in §11.2 which is required to pass a special resolution.

Act and Interpretation Act Definitions Applicable

1.2 The definitions in the Act and the definitions and rules of construction in the Interpretation Act, with the necessary changes, so far as applicable, and except as the context requires otherwise, apply to these Articles as if they were an enactment. If there is a conflict between a definition in the Act and a definition or rule in the Interpretation Act relating to a term used in these Articles, the definition in the Act will prevail. If there is a conflict or inconsistency between these Articles and the Act, the Act will prevail.

PART 2 – SHARES AND SHARE CERTIFICATES

Authorized Share Structure

2.1 The authorized share structure of the Company consists of shares of the class or classes and series, if any, described in the Notice of Articles of the Company.

Form of Share Certificate

2.2 Each share certificate issued by the Company must comply with, and be signed as required by, the Act.

Shareholder Entitled to Certificate, Acknowledgment or Written Notice

2.3 Unless the shares of which the shareholder is the registered owner are uncertificated shares, each shareholder is entitled, without charge, to (a) one share certificate representing the shares of each class or series of shares registered in the shareholder's name or (b) a non-transferable written acknowledgment of the shareholder's right to obtain such a share certificate, provided that in respect of a share held jointly by several persons, the Company is not bound to issue more than one share certificate and delivery of a share certificate for a share to one of several joint shareholders or to one of the shareholders' duly authorized agents will be sufficient delivery to all. If a shareholder is the registered owner of uncertificated shares, the Company must send to a holder of an uncertificated share a written notice containing the information required by the Act within a reasonable time after the issue or transfer of such share.

Delivery by Mail

2.4 Any share certificate or non-transferable written acknowledgment of a shareholder's right to obtain a share certificate, or written notice of the issue or transfer of an uncertificated share may be sent to the shareholder by mail at the shareholder's registered address and neither the Company nor any director, officer or agent of the Company is liable for any loss to the shareholder because the share certificate, acknowledgement or written notice is lost in the mail or stolen.

Replacement of Worn Out or Defaced Certificate or Acknowledgement

2.5 If a share certificate or a non-transferable written acknowledgment of the shareholder's right to obtain a share certificate is worn out or defaced, the Company must, on production of the share certificate or acknowledgment, as the case may be, and on such other terms, if any, as are deemed fit:

- a) cancel the share certificate or acknowledgment; and
- b) issue a replacement share certificate or acknowledgment.

Replacement of Lost, Stolen or Destroyed Certificate or Acknowledgment

2.6 If a share certificate or a non-transferable written acknowledgment of a shareholder's right to obtain a share certificate is lost, stolen or destroyed, a replacement share certificate or acknowledgment, as the case may be, must be issued to the person entitled to that share certificate or acknowledgment, if the requirements of the Act are satisfied, as the case may be, if the directors receive:

- a) proof satisfactory to it of the loss, theft or destruction; and
- b) any indemnity the directors consider adequate.

Splitting Share Certificates

2.7 If a shareholder surrenders a share certificate to the Company with a written request that the Company issue in the shareholder's name two or more share certificates, each representing a specified number of shares and in the aggregate representing the same number of shares as the share certificate so surrendered, the Company must cancel the surrendered share certificate and issue replacement share certificates in accordance with that request.

Certificate Fee

2.8 There must be paid to the Company, in relation to the issue of any share certificate under §2.5, §2.6 or §2.7, the amount, if any, not exceeding the amount prescribed under the Act, determined by the directors.

Recognition of Trusts

2.9 Except as required by law or statute or these Articles, no person will be recognized by the Company as holding any share upon any trust, and the Company is not bound by or compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or fraction of a share or (except as required by law or statute or these Articles or as ordered by a court of competent jurisdiction) any other rights in respect of any share except an absolute right to the entirety thereof in the shareholder.

PART 3 – ISSUE OF SHARES

Directors Authorized

3.1 Subject to the Act and the rights, if any, of the holders of issued shares of the Company, the Company may allot, issue, sell or otherwise dispose of the unissued shares, and issued shares held by the Company, at the times, to the persons, including directors, in the manner, on the terms and conditions and for the consideration (including any premium at which shares with par value may be issued) that the directors may determine. The issue price for a share with par value must be equal to or greater than the par value of the share.

Commissions and Discounts

3.2 The Company may at any time pay a reasonable commission or allow a reasonable discount to any person in consideration of that person's purchase or agreement to purchase shares of the Company from the Company or any other person's procurement or agreement to procure purchasers for shares of the Company.

Brokerage

3.3 The Company may pay such brokerage fee or other consideration as may be lawful for or in connection with the sale or placement of its securities.

Conditions of Issue

3.4 Except as provided for by the Act, no share may be issued until it is fully paid. A share is fully paid when:

- a) consideration is provided to the Company for the issue of the share by one or more of the following:
 - i) past services performed for the Company;
 - ii) property;
 - iii) money; and

- b) the value of the consideration received by the Company equals or exceeds the issue price set for the share under §3.1.

Share Purchase Warrants and Rights

3.5 Subject to the Act, the Company may issue share purchase warrants, options and rights upon such terms and conditions as the directors determine, which share purchase warrants, options and rights may be issued alone or in conjunction with debentures, debenture stock, bonds, shares or any other securities issued or created by the Company from time to time.

PART 4 – SHARE REGISTERS

Central Securities Register

4.1 As required by and subject to the Act, the Company must maintain in British Columbia a central securities register and may appoint an agent to maintain such register. The directors may appoint one or more agents, including the agent appointed to keep the central securities register, as transfer agent for shares or any class or series of shares and the same or another agent as registrar for shares or such class or series of shares, as the case may be. The directors may terminate such appointment of any agent at any time and may appoint another agent in its place.

PART 5 – SHARE TRANSFERS

Registering Transfers

5.1 A transfer of a share must not be registered unless the Company or the transfer agent or registrar for the class or series of shares to be transferred has received:

- a) except as exempted by the Act, a written instrument of transfer in respect of the share has been received by the Company (which may be a separate document or endorsed on the share certificate for the shares transferred) made by the shareholder or other appropriate person or by an agent who has actual authority to act on behalf of that person;
- b) if a share certificate has been issued by the Company in respect of the share to be transferred, that share certificate;
- c) if a non-transferable written acknowledgment of the shareholder's right to obtain a share certificate has been issued by the Company in respect of the share to be transferred, that acknowledgment; and
- d) such other evidence, if any, as the Company or the transfer agent or registrar for the class or series of share to be transferred may require to prove the title of the transferor or the transferor's right to transfer the share, that the written instrument of transfer and the right of the transferee to have the transfer registered.

Form of Instrument of Transfer

5.2 The instrument of transfer in respect of any share of the Company must be either in the form, if any, on the back of the Company's share certificates of that class or series or in some other form that may be approved by the directors from time to time or by the transfer agent or registrar for those shares.

Transferor Remains Shareholder

5.3 Except to the extent that the Act otherwise provides, the transferor of a share is deemed to remain the

holder of it until the name of the transferee is entered in a securities register of the Company in respect of the transfer.

Signing of Instrument of Transfer

5.4 If a shareholder, or the shareholder's duly authorized attorney, signs an instrument of transfer in respect of shares registered in the name of the shareholder, the signed instrument of transfer constitutes a complete and sufficient authority to the Company and its directors, officers and agents to register the number of shares specified in the instrument of transfer or specified in any other manner, or, if no number is specified, all the shares represented by the share certificates or set out in the written acknowledgments deposited with the instrument of transfer, or if the shares are uncertificated shares, then all of the shares registered in the name of the shareholder on the central securities register:

- a) in the name of the person named as transferee in that instrument of transfer; or
- b) if no person is named as transferee in that instrument of transfer, in the name of the person on whose behalf the instrument is deposited for the purpose of having the transfer registered.

Enquiry as to Title Not Required

5.5 Neither the Company nor any director, officer or agent of the Company is bound to inquire into the title of the person named in the instrument of transfer as transferee or, if no person is named as transferee in the instrument of transfer, of the person on whose behalf the instrument is deposited for the purpose of having the transfer registered or is liable for any claim related to registering the transfer by the shareholder or by any intermediate owner or holder of the shares transferred, of any interest in such shares, of any share certificate representing such shares or of any written acknowledgment of a right to obtain a share certificate for such shares.

Transfer Fee

5.6 There must be paid to the Company, in relation to the registration of a transfer, the amount, if any, determined by the directors.

PART 6 – TRANSMISSION OF SHARES

Legal Personal Representative Recognized on Death

6.1 In case of the death of a shareholder, the legal personal representative of the shareholder, or in the case of shares registered in the shareholder's name and the name of another person in joint tenancy, the surviving joint holder, will be the only person recognized by the Company as having any title to the shareholder's interest in the shares. Before recognizing a person as a legal personal representative of a shareholder, the Company shall receive the documentation required by the Act.

Rights of Legal Personal Representative

6.2 The legal personal representative of a shareholder has the same rights, privileges and obligations that attach to the shares held by the shareholder, including the right to transfer the shares in accordance with these Articles, provided the documents required by the Act and the directors have been deposited with the Company. This §6.2 does not apply in the case of the death of a shareholder with respect to shares registered in the name of the shareholder and the name of another person in joint tenancy.

PART 7 – PURCHASE, REDEEM OR OTHERWISE ACQUIRE SHARES

Company Authorized to Purchase, Redeem or Otherwise Acquire Shares

7.1 Subject to §7.2, the special rights or restrictions attached to the shares of any class or series and the Act, the Company may, if authorized by the directors, purchase, redeem or otherwise acquire any of its shares at the price and upon the terms determined by the directors.

Purchase When Insolvent

7.2 The Company must not make a payment or provide any other consideration to purchase, redeem or otherwise acquire any of its shares if there are reasonable grounds for believing that:

- a) the Company is insolvent; or
- b) making the payment or providing the consideration would render the Company insolvent.

Sale and Voting of Purchased, Redeemed or Otherwise Acquired Shares

7.3 If the Company retains a share redeemed, purchased or otherwise acquired by it, the Company may sell, gift or otherwise dispose of the share, but, while such share is held by the Company, it:

- a) is not entitled to vote the share at a meeting of its shareholders;
- b) must not pay a dividend in respect of the share; and
- c) must not make any other distribution in respect of the share.

Company Entitled to Purchase, Redeem or Otherwise Acquire Share Fractions

7.4 The Company may, without prior notice to the holders, purchase, redeem or otherwise acquire for fair value any and all outstanding share fractions of any class or kind of shares in its authorized share structure as may exist at any time and from time to time. Upon the Company delivering the purchase funds and confirmation of purchase or redemption of the share fractions to the holders' registered or last known address, or if the Company has a transfer agent then to such agent for the benefit of and forwarding to such holders, the Company shall thereupon amend its central securities register to reflect the purchase or redemption of such share fractions and if the Company has a transfer agent, shall direct the transfer agent to amend the central securities register accordingly. Any holder of a share fraction, who upon receipt of the funds and confirmation of purchase or redemption of same, disputes the fair value paid for the fraction, shall have the right to apply to the court to request that it set the price and terms of payment and make consequential orders and give directions the court considers appropriate, as if the Company were the "acquiring person" as contemplated by Division 6, Compulsory Acquisitions, under the Act and the holder were an "offeree" subject to the provisions contained in such Division, *mutatis mutandis*.

PART 8 – BORROWING POWERS

8.1 The Company, if authorized by the directors, may:

- a) borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that they consider appropriate;
- b) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Company or any other person and at such discounts or premiums and on such other terms

as the directors consider appropriate;

- c) guarantee the repayment of money by any other person or the performance of any obligation of any other person; and
- d) mortgage, charge, whether by way of specific or floating charge, grant a security interest in, or give other security on, the whole or any part of the present and future assets and undertaking of the Company.

PART 9 – ALTERATIONS

Alteration of Authorized Share Structure

9.1 Subject to §9.2 and the Act, the Company may by special resolution:

- a) create one or more classes or series of shares or, if none of the shares of a class or series of shares are allotted or issued, eliminate that class or series of shares;
- b) increase, reduce or eliminate the maximum number of shares that the Company is authorized to issue out of any class or series of shares or establish a maximum number of shares that the Company is authorized to issue out of any class or series of shares for which no maximum is established;
- c) subdivide or consolidate all or any of its unissued, or fully paid issued, shares;
- d) if the Company is authorized to issue shares of a class of shares with par value:
 - iv) decrease the par value of those shares; or
 - v) if none of the shares of that class of shares are allotted or issued, increase the par value of those shares;
- e) change all or any of its unissued, or fully paid issued, shares with par value into shares without par value or any of its unissued shares without par value into shares with par value;
- f) alter the identifying name of any of its shares; or
- g) otherwise alter its shares or authorized share structure when required or permitted to do so by the Act where it does not specify by a special resolution;

and, if applicable, alter its Notice of Articles and Articles accordingly.

Special Rights or Restrictions

9.2 Subject to the Act and in particular those provisions of the Act relating to the rights of holders of outstanding shares to vote if their rights are prejudiced or interfered with, the Company may by special resolution:

- a) create special rights or restrictions for, and attach those special rights or restrictions to, the shares of any class or series of shares, whether or not any or all of those shares have been issued; or
- b) vary or delete any special rights or restrictions attached to the shares of any class or series of shares, whether or not any or all of those shares have been issued,

and alter its Notice of Articles and Articles accordingly.

Change of Name

9.3 The Company may by special resolution authorize an alteration to its Notice of Articles in order to change its name or adopt or change any translation of that name.

Other Alterations

9.4 If the Act does not specify the type of resolution and these Articles do not specify another type of resolution, the Company may by ordinary resolution alter these Articles.

PART 10 – MEETINGS OF SHAREHOLDERS

Annual General Meetings

10.1 Unless an annual general meeting is deferred or waived in accordance with the Act, the Company must hold an annual general meeting at least once in each calendar year and not more than 15 months after the last annual reference date at such time and place as may be determined by the directors.

Resolution Instead of Annual General Meeting

10.2 If all the shareholders who are entitled to vote at an annual general meeting consent in writing by a unanimous resolution to all of the business that is required to be transacted at that annual general meeting, the annual general meeting is deemed to have been held on the date of the unanimous resolution. The shareholders must, in any unanimous resolution passed under this §10.2, select as the Company's annual reference date a date that would be appropriate for the holding of the applicable annual general meeting.

Calling of Meetings of Shareholders

10.3 The directors may, at any time, call a meeting of shareholders.

Notice for Meetings of Shareholders

10.4 The Company must send notice of the date, time and location of any meeting of shareholders (including, without limitation, any notice specifying the intention to propose a resolution as an exceptional resolution, a special resolution or a special separate resolution, and any notice to consider approving an amalgamation into a foreign jurisdiction, an arrangement or the adoption of an amalgamation agreement, and any notice of a general meeting, class meeting or series meeting), in the manner provided in these Articles, or in such other manner, if any, as may be prescribed by ordinary resolution (whether previous notice of the resolution has been given or not), to each shareholder entitled to attend the meeting, to each director and to the auditor of the Company, unless these Articles otherwise provide, at least 21 days and no more than 60 days before the meeting.

Record Date for Notice

10.5 The directors may set a date as the record date for the purpose of determining shareholders entitled to notice of any meeting of shareholders. The record date must not precede the date on which the meeting is to be held by more than two months or, in the case of a general meeting requisitioned by shareholders under the Act, by more than four months. The record date must not precede the date on which the meeting is held by fewer than 21 days.

If no record date is set, the record date is 5 p.m. on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

Record Date for Voting

10.6 The directors may set a date as the record date for the purpose of determining shareholders entitled to vote at any meeting of shareholders. The record date must not precede the date on which the meeting is to be held by more than two months or, in the case of a general meeting requisitioned by shareholders under the Act, by more than four months. If no record date is set, the record date is 5 p.m. on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

Failure to Give Notice and Waiver of Notice

10.7 The accidental omission to send notice of any meeting of shareholders to, or the non-receipt of any notice by, any of the persons entitled to notice does not invalidate any proceedings at that meeting. Any person entitled to notice of a meeting of shareholders may, in writing or otherwise, waive that entitlement or may agree to reduce the period of that notice. Attendance of a person at a meeting of shareholders is a waiver of entitlement to notice of the meeting unless that person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

Notice of Special Business at Meetings of Shareholders

10.8 If a meeting of shareholders is to consider special business within the meaning of §11.1, the notice of meeting must:

- a) state the general nature of the special business; and
- b) if the special business includes considering, approving, ratifying, adopting or authorizing any document or the signing of or giving of effect to any document, have attached to it a copy of the document or state that a copy of the document will be available for inspection by shareholders:
 - i) at the Company's records office, or at such other reasonably accessible location in British Columbia as is specified in the notice; and
 - ii) during statutory business hours on any one or more specified days before the day set for the holding of the meeting.

Place of Meetings

10.9 In addition to any location in British Columbia, any general meeting may be held in any location outside British Columbia approved by a resolution of the directors.

Class Meetings and Series Meetings of Shareholders

10.10 Unless otherwise specified in these Articles, the provisions of these Articles relating to a meeting of shareholders will apply, with the necessary changes and so far as they are applicable, to a class meeting or series meeting of shareholders holding a particular class or series of shares.

Electronic Meetings

10.11 The directors may determine that a meeting of shareholders shall be held entirely by means of telephonic, electronic or other communication facilities that permit all participants to communicate with each other during the meeting. A meeting of shareholders may also be held at which some, but not necessarily all, persons entitled to attend may participate by means of such communication facilities, if the directors determine to make them available. A person participating in a meeting by such means is deemed to be present at the meeting.

Electronic Voting

10.12 Any vote at a meeting of shareholders may be held entirely or partially by means of telephonic, electronic or other communication facilities, if the directors determine to make them available, whether or not persons entitled to attend participate in the meeting by means of communication facilities.

PART 11 – PROCEEDINGS AT MEETINGS OF SHAREHOLDERS

Special Business

11.1 At a meeting of shareholders, the following business is special business:

- a) at a meeting of shareholders that is not an annual general meeting, all business is special business except business relating to the conduct of or voting at the meeting;
- b) at an annual general meeting, all business is special business except for the following:
 - i) business relating to the conduct of or voting at the meeting;
 - ii) consideration of any financial statements of the Company presented to the meeting;
 - iii) consideration of any reports of the directors or auditor;
 - iv) the setting or changing of the number of directors;
 - v) the election or appointment of directors;
 - vi) the appointment of an auditor;
 - vii) the setting of the remuneration of an auditor;
 - viii) business arising out of a report of the directors not requiring the passing of a special resolution or an exceptional resolution;
 - ix) any other business which, under these Articles or the Act, may be transacted at a meeting of shareholders without prior notice of the business being given to the shareholders.

Special Majority

11.2 The majority of votes required for the Company to pass a special resolution at a general meeting of shareholders is two-thirds of the votes cast on the resolution.

Quorum

11.3 Subject to the special rights or restrictions attached to the shares of any class or series of shares, and to §11.4, the quorum for the transaction of business at a meeting of shareholders is any two shareholders present in person or represented by proxy, who, in the aggregate, hold at least 5% of the issued shares entitled to be voted at the meeting.

One Shareholder May Constitute Quorum

11.4 If there is only one shareholder entitled to vote at a meeting of shareholders:

- a) the quorum is one person who is, or who represents by proxy, that shareholder, and
- b) that shareholder, present in person or by proxy, may constitute the meeting.

Persons Entitled to Attend Meeting

11.5 In addition to those persons who are entitled to vote at a meeting of shareholders, the only other persons entitled to be present at the meeting are the directors, the president (if any), the secretary (if any), the assistant secretary (if any), any lawyer for the Company, the auditor of the Company, any persons invited to be present at the meeting by the directors or by the chair of the meeting and any persons entitled or required under the Act or these Articles to be present at the meeting; but if any of those persons does attend the meeting, that person is not to be counted in the quorum and is not entitled to vote at the meeting unless that person is a shareholder or proxy holder entitled to vote at the meeting.

Requirement of Quorum

11.6 No business, other than the election of a chair of the meeting and the adjournment of the meeting, may be transacted at any meeting of shareholders unless a quorum of shareholders entitled to vote is present at the commencement of the meeting, but such quorum need not be present throughout the meeting.

Lack of Quorum

11.7 If, within one-half hour from the time set for the holding of a meeting of shareholders, a quorum is not present:

- a) in the case of a general meeting requisitioned by shareholders, the meeting is dissolved, and
- b) in the case of any other meeting of shareholders, the meeting stands adjourned to the same day in the next week at the same time and place.

Lack of Quorum at Succeeding Meeting

11.8 If, at the meeting to which the meeting referred to in §11.7(b) was adjourned, a quorum is not present within one-half hour from the time set for the holding of the meeting, the person or persons present and being, or representing by proxy, two or more shareholders entitled to attend and vote at the meeting shall be deemed to constitute a quorum.

Chair

11.9 The following individual is entitled to preside as chair at a meeting of shareholders:

- a) the chair of the board, if any
- b) if the chair of the board is absent or unwilling to act as chair of the meeting, the president or chief executive officer, if any; or
- c) if neither the chair nor the president or chief executive officer is present, any director;

unless another person is or has been designated by the board to act as chair of such meeting and such person is present and willing to act as chair at such meeting, in which case the person so designated shall preside as chair.

Selection of Alternate Chair

11.10 If, at any meeting of shareholders, there is no chair of the board or president present within 15 minutes after the time set for holding the meeting, or if the chair of the board and the president are unwilling to act as chair of the meeting, or if the chair of the board and the president have advised the secretary, if any, or any director present at the meeting, that they will not be present at the meeting, the directors present may choose either one of their number or the solicitor of the Company to be chair of the meeting. If all of the directors present decline to take the chair or fail to so choose or if no director is present or the solicitor of the Company declines to take the chair, the shareholders entitled to vote at the meeting who are present in person or by proxy may choose any person present at the meeting to chair the meeting.

Adjournments

11.11 The chair of a meeting of shareholders may, and if so directed by the meeting must, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Notice of Adjourned Meeting

11.12 It is not necessary to give any notice of an adjourned meeting of shareholders or of the business to be transacted at an adjourned meeting of shareholders except that, when a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

Decisions by Show of Hands or Poll

11.13 Subject to the Act, every motion put to a vote at a meeting of shareholders will be decided on a show of hands unless a poll, before or on the declaration of the result of the vote by show of hands, is directed by the chair or demanded by any shareholder entitled to vote who is present in person or by proxy.

Declaration of Result

11.14 The chair of a meeting of shareholders must declare to the meeting the decision on every question in accordance with the result of the show of hands or the poll, as the case may be, and that decision must be entered in the minutes of the meeting. A declaration of the chair that a resolution is carried by the necessary majority or is defeated is, unless a poll is directed by the chair or demanded under §11.13, conclusive evidence without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Motion Need Not be Seconded

11.15 No motion proposed at a meeting of shareholders need be seconded unless the chair of the meeting rules otherwise, and the chair of any meeting of shareholders is entitled to propose or second a motion.

Casting Vote

11.16 In case of an equality of votes, the chair of a meeting of shareholders does not, either on a show of hands or on a poll, have a second or casting vote in addition to the vote or votes to which the chair may be entitled as a shareholder.

Manner of Taking Poll

11.17 Subject to §11.18, if a poll is duly demanded at a meeting of shareholders:

- a) the poll must be taken:
 - i) at the meeting, or within seven days after the date of the meeting, as the chair of the meeting directs; and
 - ii) in the manner, at the time and at the place that the chair of the meeting directs;
- b) the result of the poll is deemed to be the decision of the meeting at which the poll is demanded; and
- c) the demand for the poll may be withdrawn by the person who demanded it.

Demand for Poll on Adjournment

11.8 A poll demanded at a meeting of shareholders on a question of adjournment must be taken immediately at the meeting.

Chair Must Resolve Dispute

11.19 In the case of any dispute as to the admission or rejection of a vote given on a poll, the chair of the meeting must determine the dispute, and the determination of the chair made in good faith is final and conclusive.

Casting of Votes

11.20 On a poll, a shareholder entitled to more than one vote need not cast all the votes in the same way.

No Demand for Poll on Election of Chair

11.21 No poll may be demanded in respect of the vote by which a chair of a meeting of shareholders is elected.

Demand for Poll Not to Prevent Continuance of Meeting

11.22 The demand for a poll at a meeting of shareholders does not, unless the chair of the meeting so rules, prevent the continuation of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Retention of Ballots and Proxies

11.23 The Company must, for at least three months after a meeting of shareholders, keep each ballot cast on a poll and each proxy voted at the meeting, and, during that period, make them available for inspection during normal business hours by any shareholder or proxy holder entitled to vote at the meeting. At the end of such three month period, the Company may destroy such ballots and proxies.

PART 12 – VOTES OF SHAREHOLDERS

Number of Votes by Shareholder or by Shares

12.1 Subject to any special rights or restrictions attached to any shares and to the restrictions imposed on joint shareholders under §12.3:

- a) on a vote by show of hands, every person present who is a shareholder or proxy holder and entitled to vote on the matter has one vote; and

- b) on a poll, every shareholder entitled to vote on the matter has one vote in respect of each share entitled to be voted on the matter and held by that shareholder and may exercise that vote either in person or by proxy.

Votes of Persons in Representative Capacity

12.2 A person who is not a shareholder may vote at a meeting of shareholders, whether on a show of hands or on a poll, and may appoint a proxy holder to act at the meeting, if, before doing so, the person satisfies the chair of the meeting, or the directors, that the person is a legal personal representative or a trustee in bankruptcy for a shareholder who is entitled to vote at the meeting.

Votes by Joint Holders

12.3 If there are joint shareholders registered in respect of any share:

- a) any one of the joint shareholders may vote at any meeting of shareholders, personally or by proxy, in respect of the share as if that joint shareholder were solely entitled to it; or
- b) if more than one of the joint shareholders is present at any meeting of shareholders, personally or by proxy, and more than one of them votes in respect of that share, then only the vote of the joint shareholder present whose name stands first on the central securities register in respect of the share will be counted.

Legal Personal Representatives as Joint Shareholders

12.4 Two or more legal personal representatives of a shareholder in whose sole name any share is registered are, for the purposes of §12.3, deemed to be joint shareholders registered in respect of that share.

Representative of a Corporate Shareholder

12.5 If a corporation, that is not a subsidiary of the Company, is a shareholder, that corporation may appoint a person to act as its representative at any meeting of shareholders of the Company, and:

- a) for that purpose, the instrument appointing a representative must be received:
 - i) at the registered office of the Company or at any other place specified, in the notice calling the meeting, for the receipt of proxies, at least the number of business days specified in the notice for the receipt of proxies, or if no number of days is specified, two business days before the day set for the holding of the meeting or any adjourned meeting; or
 - ii) at the meeting or any adjourned meeting, by the chair of the meeting or adjourned meeting or by a person designated by the chair of the meeting or adjourned meeting;
- b) if a representative is appointed under this §12.5:
 - iii) the representative is entitled to exercise in respect of and at that meeting the same rights on behalf of the corporation that the representative represents as that corporation could exercise if it were a shareholder who is an individual, including, without limitation, the right to appoint a proxy holder; and
 - iv) the representative, if present at the meeting, is to be counted for the purpose of forming a quorum and is deemed to be a shareholder present in person at the meeting.

Evidence of the appointment of any such representative may be sent to the Company by written instrument, fax or any other method of transmitting legibly recorded messages.

Proxy Provisions Do Not Apply to All Companies

12.6 If and for so long as the Company is a public company or a pre-existing reporting company which has the Statutory Reporting Company Provisions as part of its Articles or to which the Statutory Reporting Company Provisions apply, then §12.7 to §12.15 are not mandatory, however the directors of the Company are authorized to apply all or part of such sections or to adopt alternative procedures for proxy form, deposit and revocation procedures to the extent that the directors deem necessary in order to comply with securities laws applicable to the Company.

Appointment of Proxy Holders

12.7 Every shareholder of the Company entitled to vote at a meeting of shareholders may, by proxy, appoint one or more (but not more than two) proxy holders to attend and act at the meeting in the manner, to the extent and with the powers conferred by the proxy.

Alternate Proxy Holders

12.8 A shareholder may appoint one or more alternate proxy holders to act in the place of an absent proxy holder.

Proxy Holder Need Not Be Shareholder

12.9 A proxy holder need not be a shareholder of the Company.

Deposit of Proxy

12.10 A proxy for a meeting of shareholders must:

- a) be received at the registered office of the Company or at any other place specified, in the notice calling the meeting, for the receipt of proxies, at least the number of business days specified in the notice, or if no number of days is specified, two business days before the day set for the holding of the meeting or any adjourned meeting; or
- b) unless the notice provides otherwise, be received, at the meeting or any adjourned meeting, by the chair of the meeting or adjourned meeting or by a person designated by the chair of the meeting or adjourned meeting.

A proxy may be sent to the Company by written instrument, fax or any other method of transmitting legibly recorded messages, including through Internet or telephone voting or by email, if permitted by the notice calling the meeting or the information circular for the meeting.

Validity of Proxy Vote

12.11 A vote given in accordance with the terms of a proxy is valid notwithstanding the death or incapacity of the shareholder giving the proxy and despite the revocation of the proxy or the revocation of the authority under which the proxy is given, unless notice in writing of that death, incapacity or revocation is received:

- a) at the registered office of the Company, at any time up to and including the last business day before the day set for the holding of the meeting or any adjourned meeting at which the proxy is to be used; or
- b) at the meeting or any adjourned meeting by the chair of the meeting or adjourned meeting, before any vote in respect of which the proxy has been given has been taken.

Form of Proxy

12.12 A proxy, whether for a specified meeting or otherwise, must be either in the following form or in any other form approved by the directors or the chair of the meeting:

[Name of Company]
(the “Company”)

The undersigned, being a shareholder of the Company, hereby appoints [name] or, failing that person, [name], as proxy holder for the undersigned to attend, act and vote for and on behalf of the undersigned at the meeting of shareholders of the Company to be held on [month, day, year] and at any adjournment of that meeting.

Number of shares in respect of which this proxy is given (if no number is specified, then this proxy is given in respect of all shares registered in the name of the undersigned):

Signed [month, day, year]

[Signature of shareholder]

[Name of shareholder—printed]

Revocation of Proxy

12.13 Subject to §12.14, every proxy may be revoked by an instrument in writing that is received:

- a) at the registered office of the Company at any time up to and including the last business day before the day set for the holding of the meeting or any adjourned meeting at which the proxy is to be used; or
- b) at the meeting or any adjourned meeting, by the chair of the meeting or adjourned meeting, before any vote in respect of which the proxy has been given has been taken.

Revocation of Proxy Must Be Signed

12.14 An instrument referred to in §12.13 must be signed as follows:

- a) if the shareholder for whom the proxy holder is appointed is an individual, the instrument must be signed by the shareholder or the shareholder’s legal personal representative or trustee in bankruptcy;
- b) if the shareholder for whom the proxy holder is appointed is a corporation, the instrument must be signed by the corporation or by a representative appointed for the corporation under §12.5.

Production of Evidence of Authority to Vote

12.15 The chair of any meeting of shareholders may, but need not, inquire into the authority of any person to vote at the meeting and may, but need not, demand from that person production of evidence as to the existence of the authority to vote.

Waiver of Proxy Time Limits

12.16 Notwithstanding §12.10 and §12.13, the chair of any meeting or the directors may, but need not, at his, her or their sole discretion waive the time limits for the deposit or revocation of proxies by shareholders, including any deadline set out in the notice calling the meeting of shareholders, any proxy circular or specified in a proxy for the meeting and any such waiver made in good faith shall be final and conclusive.

Chair May Determine Validity of Proxy

12.17 The chair of any meeting of shareholders may, but need not, at his or her sole discretion, make determinations as to the acceptability of proxies deposited for use at the meeting, including the acceptability of proxies which may not strictly comply with the requirements of these Articles as to form, execution, accompanying documentation or otherwise, and any such determination made in good faith shall be final and conclusive.

PART 13 – DIRECTORS

Number of Directors

13.1 The number of directors of the Company in the Notice of Articles that applies to the Company when it is recognized under the Act. The number of directors, excluding additional directors appointed under §14.8, is set at:

- a) if the Company is a public company, the greater of three and the most recently set of:
 - i) the number of directors set by a resolution of the directors (whether or not previous notice of the resolution was given); and
 - ii) the number of directors in office pursuant to §14.4;
- b) if the Company is not a public company, the most recently set of:
 - iii) the number of directors set by a resolution of the directors (whether or not previous notice of the resolution was given); and
 - iv) the number of directors in office pursuant to §14.4.

Change in Number of Directors

13.2 If the number of directors is set under §13.1(a)(i) or §13.1(b)(i):

- a) the shareholders may elect or appoint the directors needed to fill any vacancies in the board of directors up to that number; or
- b) if the shareholders do not elect or appoint the directors needed to fill any vacancies in the board of directors up to that number then the directors, subject to §14.8, may appoint directors to fill those vacancies.

Directors' Acts Valid Despite Vacancy

13.3 An act or proceeding of the directors is not invalid merely because fewer than the number of directors set or otherwise required under these Articles is in office.

Qualifications of Directors

13.4 A director is not required to hold a share as qualification for his or her office but must be qualified as required by the Act to become, act or continue to act as a director.

Remuneration of Directors

13.5 The directors are entitled to the remuneration for acting as directors, if any, as the directors may from time to time determine. If the directors so decide, the remuneration of the directors, if any, will be determined by the shareholders.

Reimbursement of Expenses of Directors

13.6 The Company must reimburse each director for the reasonable expenses that he or she may incur in and about the business of the Company.

Special Remuneration for Directors

13.7 If any director performs any professional or other services for the Company that in the opinion of the directors are outside the ordinary duties of a director, he or she may be paid remuneration fixed by the directors, or at the option of the directors, fixed by ordinary resolution, and such remuneration will be in addition to any other remuneration that he or she may be entitled to receive.

Gratuity, Pension or Allowance on Retirement of Director

13.8 Unless otherwise determined by ordinary resolution, the directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any director who has held any salaried office or place of profit with the Company or to his or her spouse or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

PART 14 – ELECTION AND REMOVAL OF DIRECTORS

Election at Annual General Meeting

14.1 At every annual general meeting and in every unanimous resolution contemplated by §10.2:

- a) the shareholders entitled to vote at the annual general meeting for the election of directors must elect, or in the unanimous resolution appoint, a board of directors consisting of the number of directors for the time being set under these Articles; and
- b) all the directors cease to hold office immediately before the election or appointment of directors under §(a), but are eligible for re-election or re-appointment.

Consent to be a Director

14.2 No election, appointment or designation of an individual as a director is valid unless:

- a) that individual consents to be a director in the manner provided for in the Act; or
- b) that individual is elected or appointed at a meeting at which the individual is present and the individual

does not refuse, at the meeting, to be a director.

Failure to Elect or Appoint Directors

14.3 If:

- a) the Company fails to hold an annual general meeting, and all the shareholders who are entitled to vote at an annual general meeting fail to pass the unanimous resolution contemplated by §10.2, on or before the date by which the annual general meeting is required to be held under the Act; or
- b) the shareholders fail, at the annual general meeting or in the unanimous resolution contemplated by §10.2, to elect or appoint any directors;

then each director then in office continues to hold office until the earlier of:

- a) when his or her successor is elected or appointed; and
- b) when he or she otherwise ceases to hold office under the Act or these Articles.

Places of Retiring Directors Not Filled

14.4 If, at any meeting of shareholders at which there should be an election of directors, the places of any of the retiring directors are not filled by that election, those retiring directors who are not re-elected and who are asked by the newly elected directors to continue in office will, if willing to do so, continue in office to complete the number of directors for the time being set pursuant to these Articles but their term of office shall expire when new directors are elected at a meeting of shareholders convened for that purpose. If any such election or continuance of directors does not result in the election or continuance of the number of directors for the time being set pursuant to these Articles, the number of directors of the Company is deemed to be set at the number of directors actually elected or continued in office.

Directors May Fill Casual Vacancies

14.5 Any casual vacancy occurring in the board of directors may be filled by the directors.

Remaining Directors Power to Act

14.6 The directors may act notwithstanding any vacancy in the board of directors, but if the Company has fewer directors in office than the number set pursuant to these Articles as the quorum of directors, the directors may only act for the purpose of appointing directors up to that number or of calling a meeting of shareholders for the purpose of filling any vacancies on the board of directors or, subject to the Act, for any other purpose.

Shareholders May Fill Vacancies

14.7 If the Company has no directors or fewer directors in office than the number set pursuant to these Articles as the quorum of directors, the shareholders may elect or appoint directors to fill any vacancies on the board of directors.

Additional Directors

14.8 Notwithstanding §13.1 and §13.2, between annual general meetings or by unanimous resolutions contemplated by §10.2, the directors may appoint one or more additional directors, but the number of additional directors appointed under this §14.8 must not at any time exceed one-third of the number of the current directors

who were elected or appointed as directors other than under this § 14.8.

Any director so appointed ceases to hold office immediately before the next election or appointment of directors under § 14.1(a), but is eligible for re-election or re-appointment.

Ceasing to be a Director

14.9 A director ceases to be a director when:

- a) the term of office of the director expires;
- b) the director dies;
- c) the director resigns as a director by notice in writing provided to the Company or a lawyer for the Company; or
- d) the director is removed from office pursuant to § 14.10 or § 14.11

Removal of Director by Shareholders

14.10 The Company may remove any director before the expiration of his or her term of office by special resolution. In that event, the shareholders may elect, or appoint by ordinary resolution, a director to fill the resulting vacancy. If the shareholders do not elect or appoint a director to fill the resulting vacancy contemporaneously with the removal, then the directors may appoint or the shareholders may elect, or appoint by ordinary resolution, a director to fill that vacancy.

Removal of Director by Directors

14.11 The directors may remove any director before the expiration of his or her term of office if the director is convicted of an indictable offence, or if the director ceases to be qualified to act as a director of a company and does not promptly resign, and the directors may appoint a director to fill the resulting vacancy.

PART 15 – POWERS AND DUTIES OF DIRECTORS

Powers of Management

15.1 The directors must, subject to the Act and these Articles, manage or supervise the management of the business and affairs of the Company and have the authority to exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the shareholders of the Company. Notwithstanding the generality of the foregoing, the directors may set the remuneration of the auditor of the Company.

Appointment of Attorney of Company

15.2 The directors may from time to time, by power of attorney or other instrument, under seal if so required by law, appoint any person to be the attorney of the Company for such purposes, and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles and excepting the power to fill vacancies in the board of directors, to remove a director, to change the membership of, or fill vacancies in, any committee of the directors, to appoint or remove officers appointed by the directors and to declare dividends) and for such period, and with such remuneration and subject to such conditions as the directors may think fit. Any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the directors think fit. Any such attorney may be authorized by the directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in him or her.

PART 16 – INTERESTS OF DIRECTORS AND OFFICERS

Obligation to Account for Profits

16.1 A director or senior officer who holds a disclosable interest (as that term is used in the Act) in a contract or transaction into which the Company has entered or proposes to enter is liable to account to the Company for any profit that accrues to the director or senior officer under or as a result of the contract or transaction only if and to the extent provided in the Act.

Restrictions on Voting by Reason of Interest

16.2 A director who holds a disclosable interest in a contract or transaction into which the Company has entered or proposes to enter is not entitled to vote on any directors' resolution to approve that contract or transaction, unless all the directors have a disclosable interest in that contract or transaction, in which case any or all of those directors may vote on such resolution.

Interested Director Counted in Quorum

16.3 A director who holds a disclosable interest in a contract or transaction into which the Company has entered or proposes to enter and who is present at the meeting of directors at which the contract or transaction is considered for approval may be counted in the quorum at the meeting whether or not the director votes on any or all of the resolutions considered at the meeting.

Disclosure of Conflict of Interest or Property

16.4 A director or senior officer who holds any office or possesses any property, right or interest that could result, directly or indirectly, in the creation of a duty or interest that materially conflicts with that individual's duty or interest as a director or senior officer, must disclose the nature and extent of the conflict as required by the Act.

Director Holding Other Office in the Company

16.5 A director may hold any office or place of profit with the Company, other than the office of auditor of the Company, in addition to his or her office of director for the period and on the terms (as to remuneration or otherwise) that the directors may determine.

No Disqualification

16.6 No director or intended director is disqualified by his or her office from contracting with the Company either with regard to the holding of any office or place of profit the director holds with the Company or as vendor, purchaser or otherwise, and no contract or transaction entered into by or on behalf of the Company in which a director is in any way interested is liable to be voided for that reason.

Professional Services by Director or Officer

16.7 Subject to the Act, a director or officer, or any person in which a director or officer has an interest, may act in a professional capacity for the Company, except as auditor of the Company, and the director or officer or such person is entitled to remuneration for professional services as if that director or officer were not a director or officer.

Director or Officer in Other Corporations

16.8 A director or officer may be or become a director, officer or employee of, or otherwise interested in, any

person in which the Company may be interested as a shareholder or otherwise, and, subject to the Act, the director or officer is not accountable to the Company for any remuneration or other benefits received by him or her as director, officer or employee of, or from his or her interest in, such other person.

PART 17 – PROCEEDINGS OF DIRECTORS

Meetings of Directors

17.1 The directors may meet together for the conduct of business, adjourn and otherwise regulate their meetings as they think fit, and meetings of the directors held at regular intervals may be held at the place, at the time and on the notice, if any, as the directors may from time to time determine.

Voting at Meetings

17.2 Questions arising at any meeting of directors are to be decided by a majority of votes and, in the case of an equality of votes, the chair of the meeting has a second or casting vote.

Chair of Meetings

17.3 The following individual is entitled to preside as chair at a meeting of directors:

- a) the chair of the board, if any;
- b) in the absence of the chair of the board, the president, if any, if the president is a director; or
- c) any other director chosen by the directors if:
 - v) neither the chair of the board nor the president, if a director, is present at the meeting within 15 minutes after the time set for holding the meeting;
 - vi) neither the chair of the board nor the president, if a director, is willing to chair the meeting; or
 - vii) the chair of the board and the president, if a director, have advised the secretary, if any, or any other director, that they will not be present at the meeting.

Meetings by Telephone or Other Communications Medium

17.4 A director may participate in a meeting of the directors or of any committee of the directors:

- a) in person; or
- b) by telephone or by other communications medium if all directors participating in the meeting, whether in person or by telephone or other communications medium, are able to communicate with each other.

A director who participates in a meeting in a manner contemplated by this §17.4 is deemed for all purposes of the Act and these Articles to be present at the meeting and to have agreed to participate in that manner.

Calling of Meetings

17.5 A director may, and the secretary or an assistant secretary of the Company, if any, on the request of a director must, call a meeting of the directors at any time.

Notice of Meetings

17.6 Other than for meetings held at regular intervals as determined by the directors pursuant to §17.1, 48 hours' notice or such lesser notice as the Chairman in his discretion determines, acting reasonably, is appropriate in any unusual circumstances of each meeting of the directors, specifying the place, day and time of that meeting must be given to each of the directors by any method set out in §23.1 or orally or by telephone.

When Notice Not Required

17.7 It is not necessary to give notice of a meeting of the directors to a director if:

- a) the meeting is to be held immediately following a meeting of shareholders at which that director was elected or appointed, or is the meeting of the directors at which that director is appointed; or
- b) the director has waived notice of the meeting.

Meeting Valid Despite Failure to Give Notice

17.8 The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by, any director, does not invalidate any proceedings at that meeting.

Waiver of Notice of Meetings

17.9 Any director may send to the Company a document signed by him or her waiving notice of any past, present or future meeting or meetings of the directors and may at any time withdraw that waiver with respect to meetings held after that withdrawal. After sending a waiver with respect to all future meetings and until that waiver is withdrawn, no notice of any meeting of the directors need be given to that director and all meetings of the directors so held are deemed not to be improperly called or constituted by reason of notice not having been given to such director. Attendance of a director or alternate director at a meeting of the directors is a waiver of notice of the meeting unless that director or alternate director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

Quorum

17.10 The quorum for the transaction of the business of the directors shall be established if at least four directors are present, with at least two of such directors being independent. If the Company has less than three directors, all must be present in order to constitute a quorum for the transaction of business. Notwithstanding vacancies, a quorum of directors may exercise all of the power of the board.

Validity of Acts Where Appointment Defective

17.11 Subject to the Act, an act of a director or officer is not invalid merely because of an irregularity in the election or appointment or a defect in the qualification of that director or officer.

Consent Resolutions in Writing

17.12 A resolution of the directors or of any committee of the directors may be passed without a meeting:

- a) in all cases, if each of the directors entitled to vote on the resolution consents to it in writing; or
- b) in the case of a resolution to approve a contract or transaction in respect of which a director has disclosed that he or she has or may have a disclosable interest, if each of the other directors who have not made such

a disclosure consents in writing to the resolution.

A consent in writing under this §17.12 may be by signed document, fax, email or any other method of transmitting legibly recorded messages. A consent in writing may be in two or more counterparts which together are deemed to constitute one consent in writing. A resolution of the directors or of any committee of the directors passed in accordance with this §17.12 is effective on the date stated in the consent in writing or on the latest date stated on any counterpart and is deemed to be a proceeding at a meeting of directors or of the committee of the directors and to be as valid and effective as if it had been passed at a meeting of the directors or of the committee of the directors that satisfies all the requirements of the Act and all the requirements of these Articles relating to meetings of the directors or of a committee of the directors.

PART 18 – EXECUTIVE AND OTHER COMMITTEES

Appointment and Powers of Executive Committee

18.1 The directors may, by resolution, appoint an executive committee consisting of the director or directors that they consider appropriate, and this committee has, during the intervals between meetings of the board of directors, all of the directors' powers, except:

- a) the power to fill vacancies in the board of directors;
- b) the power to remove a director;
- c) the power to change the membership of, or fill vacancies in, any committee of the directors; and
- d) such other powers, if any, as may be set out in the resolution or any subsequent directors' resolution.

Appointment and Powers of Other Committees

18.2 The directors may, by resolution:

- a) appoint one or more committees (other than the executive committee) consisting of the director or directors that they consider appropriate;
- b) delegate to a committee appointed under §(a) any of the directors' powers, except:
 - viii) the power to fill vacancies in the board of directors;
 - ix) the power to remove a director;
 - x) the power to change the membership of, or fill vacancies in, any committee of the directors; and
 - xi) the power to appoint or remove officers appointed by the directors; and
- c) make any delegation referred to in §(b) subject to the conditions set out in the resolution or any subsequent directors' resolution.

Obligations of Committees

18.3 Any committee appointed under §18.1 or §18.2, in the exercise of the powers delegated to it, must:

- a) conform to any rules that may from time to time be imposed on it by the directors; and

- b) report every act or thing done in exercise of those powers at such times as the directors may require.

Powers of Board

18.4 The directors may, at any time, with respect to a committee appointed under §18.1 or §18.2:

- a) revoke or alter the authority given to the committee, or override a decision made by the committee, except as to acts done before such revocation, alteration or overriding;
- b) terminate the appointment of, or change the membership of, the committee; and
- c) fill vacancies in the committee.

Committee Meetings

18.5 Subject to §18.3(a) and unless the directors otherwise provide in the resolution appointing the committee or in any subsequent resolution, with respect to a committee appointed under § 18.1 or §18.2:

- a) the committee may meet and adjourn as it thinks proper;
- b) the committee may elect a chair of its meetings but, if no chair of a meeting is elected, or if at a meeting the chair of the meeting is not present within 15 minutes after the time set for holding the meeting, the directors present who are members of the committee may choose one of their number to chair the meeting;
- c) a majority of the members of the committee constitutes a quorum of the committee; and
- d) questions arising at any meeting of the committee are determined by a majority of votes of the members present, and in case of an equality of votes, the chair of the meeting does not have a second or casting vote.

PART 19 – OFFICERS

Directors May Appoint Officers

19.1 The directors may, from time to time, appoint such officers, if any, as the directors determine and the directors may, at any time, terminate any such appointment.

Functions, Duties and Powers of Officers

19.2 The directors may, for each officer:

- a) determine the functions and duties of the officer;
- b) entrust to and confer on the officer any of the powers exercisable by the directors on such terms and conditions and with such restrictions as the directors think fit; and
- c) revoke, withdraw, alter or vary all or any of the functions, duties and powers of the officer.

Qualifications

19.3 No person may be appointed as an officer unless that person is qualified in accordance with the Act. One person may hold more than one position as an officer of the Company. Any person appointed as the chair of the board or as a managing director must be a director. Any other officer need not be a director.

Remuneration and Terms of Appointment

19.4 All appointments of officers are to be made on the terms and conditions and at the remuneration (whether by way of salary, fee, commission, participation in profits or otherwise) that the directors thinks fit and are subject to termination at the pleasure of the directors, and an officer may in addition to such remuneration be entitled to receive, after he or she ceases to hold such office or leaves the employment of the Company, a pension or gratuity.

PART 20 – INDEMNIFICATION

Definitions

20.1 In this Part 20:

- a) “**eligible party**”, in relation to a company, means an individual who:
 - i) is or was a director, alternate director or officer of the Company;
 - ii) is or was a director, alternate director or officer of another corporation
 - A. at a time when the corporation is or was an affiliate of the Company, or
 - B. at the request of the Company; or
 - iii) at the request of the Company, is or was, or holds or held a position equivalent to that of, a director, alternate director or officer of a partnership, trust, joint venture or other unincorporated entity;

and includes, except in the definition of “eligible proceeding”, and §163(1)(c) and (d) and §165 of the Act, the heirs and personal or other legal representatives of that individual;

- b) “**eligible penalty**” means a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, an eligible proceeding;
- c) “**eligible proceeding**” means a proceeding in which an eligible party or any of the heirs and personal or other legal representatives of the eligible party, by reason of the eligible party being or having been a director, alternate director or officer of, or holding or having held a position equivalent to that of a director, alternate director or officer of, the Company or an associated corporation
 - i) is or may be joined as a party; or
 - ii) is or may be liable for or in respect of a judgment, penalty or fine in, or expenses related to, the proceeding;
- d) “**expenses**” has the meaning set out in the Act and includes costs, charges and expenses, including legal and other fees, but does not include judgments, penalties, fines or amounts paid in settlement of a proceeding; and
- e) “**proceeding**” includes any legal proceeding or investigative action, whether current, threatened, pending or completed.

Mandatory Indemnification of Eligible Parties

20.2 Subject to the Act, the Company must indemnify each eligible party and the heirs and legal personal representatives of each eligible party against all eligible penalties to which such person is or may be liable, and the Company must, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by such person in respect of that proceeding. Each eligible party is deemed to have contracted with the Company on the terms of the indemnity contained in this §20.2.

Indemnification of Other Persons

20.3 Subject to any restrictions in the Act, the Company may agree to indemnify and may indemnify any person (including an eligible party) against eligible penalties and pay expenses incurred in connection with the performance of services by that person for the Company.

Authority to Advance Expenses

20.4 The Company may advance expenses to an eligible party to the extent permitted by and in accordance with the Act.

Non-Compliance with Act

20.5 Subject to the Act, the failure of an eligible party of the Company to comply with the Act or these Articles or, if applicable, any former Articles does not, of itself, invalidate any indemnity to which he or she is entitled under this Part 20.

Company May Purchase Insurance

20.6 The Company may purchase and maintain insurance for the benefit of any eligible party (or the heirs or legal personal representatives of any eligible party) against any liability incurred by any eligible party.

PART 21 – DIVIDENDS

Payment of Dividends Subject to Special Rights

21.1 The provisions of this Part 21 are subject to the rights, if any, of shareholders holding shares with special rights as to dividends.

Declaration of Dividends

21.2 Subject to the Act, the directors may from time to time declare and authorize payment of such dividends as they may deem advisable.

No Notice Required

21.3 The directors need not give notice to any shareholder of any declaration under §21.2.

Record Date

21.4 The directors must set a date as the record date for the purpose of determining shareholders entitled to

receive payment of a dividend. The record date must not precede the date on which the dividend is to be paid by more than two months.

Manner of Paying Dividend

21.5 A resolution declaring a dividend may direct payment of the dividend wholly or partly in money or by the distribution of specific assets or of fully paid shares or of bonds, debentures or other securities of the Company or any other corporation, or in any one or more of those ways.

Settlement of Difficulties

21.6 If any difficulty arises in regard to a distribution under §21.5, the directors may settle the difficulty as they deem advisable, and, in particular, may:

- a) set the value for distribution of specific assets;
- b) determine that money in substitution for all or any part of the specific assets to which any shareholders are entitled may be paid to any shareholders on the basis of the value so fixed in order to adjust the rights of all parties; and
- c) vest any such specific assets in trustees for the persons entitled to the dividend.

When Dividend Payable

21.7 Any dividend may be made payable on such date as is fixed by the directors.

Dividends to be Paid in Accordance with Number of Shares

21.8 All dividends on shares of any class or series of shares must be declared and paid according to the number of such shares held.

Receipt by Joint Shareholders

21.9 If several persons are joint shareholders of any share, any one of them may give an effective receipt for any dividend, bonus or other money payable in respect of the share.

Dividend Bears No Interest

21.10 No dividend bears interest against the Company.

Fractional Dividends

21.11 If a dividend to which a shareholder is entitled includes a fraction of the smallest monetary unit of the currency of the dividend, that fraction may be disregarded in making payment of the dividend and that payment represents full payment of the dividend.

Payment of Dividends

21.12 Any dividend or other distribution payable in money in respect of shares may be paid by cheque sent through the post or by electronic transfer, so authorized by the shareholder, directed to the registered address of the holder or the account specified by the holder, or in the case of joint holders, to the registered address of that one of

the joint holders who is first named on the register or to the account specified by such joint holder, or to such person and to such address as the holder or joint holders may direct in writing. Every such cheque shall be made payable to the order of the person whom it is sent. The mailing of such cheque or the forwarding by electronic transfer shall, to the extent of the sum represented thereby (plus the amount of any tax required by law to be deducted) discharge all liability for the dividend, unless such cheque shall not be paid on presentation or the amount of tax so deducted shall not be paid to the appropriate taxing authority.

Capitalization of Retained Earnings or Surplus

21.13 Notwithstanding anything contained in these Articles, the directors may from time to time capitalize any retained earnings or surplus of the Company and may from time to time issue, as fully paid, shares or any bonds, debentures or other securities of the Company as a dividend representing the retained earnings or surplus so capitalized or any part thereof.

Unclaimed Dividends

21.14 Any dividend unclaimed after a period of six years from the date on which the same has been declared to be payable shall be forfeited and shall revert to the Company. The Company shall not be liable to any person in respect of any dividend which is forfeited to the Company or delivered to any public official pursuant to any applicable abandoned property, escheat or similar law.

PART 22 – ACCOUNTING RECORDS AND AUDITOR

Recording of Financial Affairs

22.1 The directors must cause adequate accounting records to be kept to record properly the financial affairs and condition of the Company and to comply with the Act.

Inspection of Accounting Records

22.2 Unless the directors determine otherwise, or unless otherwise determined by ordinary resolution, no shareholder of the Company is entitled to inspect or obtain a copy of any accounting records of the Company.

PART 23 – NOTICES

Method of Giving Notice

23.1 Unless the Act or these Articles provide otherwise, a notice, statement, report or other record required or permitted by the Act or these Articles to be sent by or to a person may be sent by:

- a) mail addressed to the person at the applicable address for that person as follows:
 - i) for a record mailed to a shareholder, the shareholder's registered address;
 - ii) for a record mailed to a director or officer, the prescribed address for mailing shown for the director or officer in the records kept by the Company or the mailing address provided by the recipient for the sending of that record or records of that class;
 - iii) in any other case, the mailing address of the intended recipient;
- b) delivery at the applicable address for that person as follows, addressed to the person:

- i) for a record delivered to a shareholder, the shareholder's registered address;
- ii) for a record delivered to a director or officer, the prescribed address for delivery shown for the director or officer in the records kept by the Company or the delivery address provided by the recipient for the sending of that record or records of that class;
- iii) in any other case, the delivery address of the intended recipient;
- c) sending the record by fax to the fax number provided by the intended recipient for the sending of that record or records of that class;
- d) sending the record by email to the email address provided by the intended recipient for the sending of that record or records of that class;
- e) physical delivery to the intended recipient.

Deemed Receipt of Mailing

23.2 A notice, statement, report or other record that is:

- a) mailed to a person by ordinary mail to the applicable address for that person referred to in §23.1 is deemed to be received by the person to whom it was mailed on the day (Saturdays, Sundays and holidays excepted) following the date of mailing;
- b) faxed to a person to the fax number provided by that person referred to in §23.1 is deemed to be received by the person to whom it was faxed on the day it was faxed;
- c) emailed to a person to the e-mail address provided by that person referred to in §23.1 is deemed to be received by the person to whom it was e-mailed on the day that it was emailed; and
- d) sent by posting it on or making it available through a generally accessible electronic source referred to in §23.1 is deemed to be received by the person on the day such person is sent notice in writing, including by mail, delivery, fax or e-mail, of the availability and location of such notice, statement, report, document or other record.

Certificate of Sending

23.3 A certificate signed by the secretary, if any, or other officer of the Company or of any other corporation acting in that capacity on behalf of the Company stating that a notice, statement, report or other record was sent in accordance with §23.1 is conclusive evidence of that fact.

Notice to Joint Shareholders

23.4 A notice, statement, report or other record may be provided by the Company to the joint shareholders of a share by providing such record to the joint shareholder first named in the central securities register in respect of the share.

Notice to Legal Personal Representatives and Trustees

23.5 A notice, statement, report or other record may be provided by the Company to the persons entitled to a share in consequence of the death, bankruptcy or incapacity of a shareholder by:

- a) mailing the record, addressed to them:

- i) by name, by the title of the legal personal representative of the deceased or incapacitated shareholder, by the title of trustee of the bankrupt shareholder or by any similar description; and
 - ii) at the address, if any, supplied to the Company for that purpose by the persons claiming to be so entitled; or
- b) if an address referred to in §(a)(ii) has not been supplied to the Company, by giving the notice in a manner in which it might have been given if the death, bankruptcy or incapacity had not occurred.

Undelivered Notices

23.6 If on two consecutive occasions, a notice, statement, report or other record is sent to a shareholder pursuant to §23.1 and on each of those occasions any such record is returned because the shareholder cannot be located, the Company shall not be required to send any further records to the shareholder until the shareholder informs the Company in writing of his or her new address.

PART 24 – SEAL

Who May Attest Seal

24.1 Except as provided in §24.2 and §24.3, the Company's seal, if any, must not be impressed on any record except when that impression is attested by the signatures of:

- a) any two directors;
- b) any officer, together with any director; or
- c) any one or more directors or officers or persons as may be determined by the directors.

Sealing Copies

24.2 For the purpose of certifying under seal a certificate of incumbency of the directors or officers of the Company or a true copy of any resolution or other document, despite §24.1, the impression of the seal may be attested by the signature of any director or officer or the signature of any other person as may be determined by the directors.

Mechanical Reproduction of Seal

24.3 The directors may authorize the seal to be impressed by third parties on share certificates or bonds, debentures or other securities of the Company as they may determine appropriate from time to time. To enable the seal to be impressed on any share certificates or bonds, debentures or other securities of the Company, whether in definitive or interim form, on which facsimiles of any of the signatures of the directors or officers of the Company are, in accordance with the Act or these Articles, printed or otherwise mechanically reproduced, there may be delivered to the person employed to engrave, lithograph or print such definitive or interim share certificates or bonds, debentures or other securities one or more unmounted dies reproducing the seal and such persons as are authorized under §24.1 to attest the Company's seal may in writing authorize such person to cause the seal to be impressed on such definitive or interim share certificates or bonds, debentures or other securities by the use of such dies. Share certificates or bonds, debentures or other securities to which the seal has been so impressed are for all purposes deemed to be under and to bear the seal impressed on them.

PART 25 – PREFERRED SHARES - SPECIAL RIGHTS AND RESTRICTIONS

Attachment of Special Rights and Restrictions

25.1 The Preferred shares as a class shall have attached to them the rights, privileges, restrictions and conditions specified herein.

25.2 The Preferred shares may be allotted and issued in one or more series.

25.3 Subject to the Act, the directors may from time to time, by resolution, if none of the Preferred shares of any particular series are issued, authorize the alteration of the Notice of Articles of the Company, to do one or more of:

- a) determine the maximum number of shares of that series that the Company is authorized to issue, or determine that there is no such maximum number (except to the extent of the class number) or alter any such determination;
- b) create an identifying name for the shares of that series,
- c) attach rights, privileges, restrictions and conditions to the shares of that series, including, but without limiting or restricting the generality of the foregoing, the rate or amount of dividends (whether conditionally, cumulative, non-cumulative or partially cumulative), the dates and places of payment thereof, the consideration for, and the terms and conditions of, any purchase for cancellation or redemption thereof (including redemption after a fixed term or at a premium), conversion or exchange rights into any other securities of the Company, the terms and conditions of any share purchase plan or sinking fund, restrictions respecting payment of dividends on, or the repayment of capital in respect of, any other shares of the Company and voting rights and restrictions; or alter any such special rights or restrictions; but no such special right or restriction shall contravene the provisions of §25.4.

25.4 The holders of Preferred shares shall be entitled, on the liquidation or dissolution of the Company, whether voluntary or involuntary, or on any other distribution of its assets among its shareholders for the purpose of winding up its affairs, to receive, before any distribution is made to the holders of Common shares or any other shares of the Company ranking junior to the Preferred shares with respect to repayment of capital on the liquidation or dissolution of the Company, whether voluntary or involuntary, or on any other distribution of its assets among its shareholders for the purpose of winding up its affairs, the amount paid up with respect to each Preferred share held by them, together with any liquidation or other applicable premium (if any) thereon, all accrued and unpaid cumulative dividends (if any and if preferential) thereon, which for such purpose shall be calculated as if such dividends were accruing on a day-to-day basis up to the date of such distribution, and all declared and unpaid non-cumulative dividends (if any and if preferential) thereon. After payment to the holders of Preferred shares of the amounts so payable to them, they shall not, as such, be entitled to share in any further distribution of the property or assets of the Company except as specifically provided in the rights, privileges, restrictions and conditions attached to any particular series.

Full name and signature of Director	Date of signing

**SCHEDULE “C”
DISSENT PROVISIONS**

**Record shareholders have the right to dissent in respect of the Continuance. Such right of dissent is described in the Information Circular. The full text of Section 190 of the CBCA is set forth below.
SECTION 190 OF THE CANADA BUSINESS CORPORATIONS ACT**

190. (1) Right to dissent. — Subject to sections 191 and 241, a holder of shares of any class of a corporation may dissent if the corporation is subject to an order under paragraph 192(4)(d) that affects the holder or if the corporation resolves to

- (a) amend its articles under section 173 or 174 to add, change or remove any provisions restricting or constraining the issue, transfer or ownership of shares of that class;
- (b) amend its articles under section 173 to add, change or remove any restriction on the business or businesses that the corporation may carry on;
- (c) amalgamate otherwise than under section 184;
- (d) be continued under section 188;
- (e) sell, lease or exchange all or substantially all its property under subsection 189(3); or
- (f) carry out a going-private transaction or a squeeze-out transaction.

(2) Further right. — A holder of shares of any class or series of shares entitled to vote under section 176 may dissent if the corporation resolves to amend its articles in a manner described in that section.

(2.1) If one class of shares. — The right to dissent described in subsection (2) applies even if there is only one class of shares.

(3) Payment for shares. — In addition to any other right the shareholder may have, but subject to subsection (26), a shareholder who complies with this section is entitled, when the action approved by the resolution from which the shareholder dissents or an order made under subsection 192(4) becomes effective, to be paid by the corporation the fair value of the shares in respect of which the shareholder dissents, determined as of the close of business on the day before the resolution was adopted or the order was made.

(4) No partial dissent. — A dissenting shareholder may only claim under this section with respect to all the shares of a class held on behalf of any one non-record owner and registered in the name of the dissenting shareholder.

(5) Objection. — A dissenting shareholder shall send to the corporation, at or before any meeting of shareholders at which a resolution referred to in subsection (1) or (2) is to be voted on, a written objection to the resolution, unless the corporation did not give notice to the shareholder of the purpose of the meeting and of their right to dissent.

(6) Notice of resolution. — The corporation shall, within ten days after the shareholders adopt the resolution, send to each shareholder who has filed the objection referred to in subsection (5) notice that the resolution has been adopted, but such notice is not required to be sent to any shareholder who voted for the resolution or who has withdrawn their objection.

(7) Demand for payment. — A dissenting shareholder shall, within twenty days after receiving a notice under subsection (6) or, if the shareholder does not receive such notice, within twenty days after learning that the resolution has been adopted, send to the corporation a written notice containing

- (a) the shareholder’s name and address;

- (b) the number and class of shares in respect of which the shareholder dissents; and
- (c) a demand for payment of the fair value of such shares.

(8) **Share certificate.** — A dissenting shareholder shall, within thirty days after sending a notice under subsection (7), send the certificates representing the shares in respect of which the shareholder dissents to the corporation or its transfer agent.

(9) **Forfeiture.** — A dissenting shareholder who fails to comply with subsection (8) has no right to make a claim under this section.

(10) **Endorsing certificate.** — A corporation or its transfer agent shall endorse on any share certificate received under subsection (8) a notice that the holder is a dissenting shareholder under this section and shall forthwith return the share certificates to the dissenting shareholder.

(11) **Suspension of rights.** — On sending a notice under subsection (7), a dissenting shareholder ceases to have any rights as a shareholder other than to be paid the fair value of their shares as determined under this section except where

- (a) the shareholder withdraws that notice before the corporation makes an offer under subsection (12),
- (b) the corporation fails to make an offer in accordance with subsection (12) and the shareholder withdraws the notice, or
- (c) the directors revoke a resolution to amend the articles under subsection 173(2) or 174(5), terminate an amalgamation agreement under subsection 183(6) or an application for continuance under subsection 188(6), or abandon a sale, lease or exchange under subsection 189(9),

in which case the shareholder's rights are reinstated as of the date the notice was sent.

(12) **Offers to pay.** — A corporation shall, not later than seven days after the later of the day on which the action approved by the resolution is effective or the day the corporation received the notice referred to in subsection (7), send to each dissenting shareholder who has sent such notice

- (a) a written offer to pay for their shares in an amount considered by the directors of the corporation to be the fair value, accompanied by a statement showing how the fair value was determined; or
- (b) if subsection (26) applies, a notification that it is unable lawfully to pay dissenting shareholders for their shares.

(13) **Same terms.** — Every offer made under subsection (12) for shares of the same class or series shall be on the same terms.

(14) **Payment.** — Subject to subsection (26), a corporation shall pay for the shares of a dissenting shareholder within ten days after an offer made under subsection (12) has been accepted, but any such offer lapses if the corporation does not receive an acceptance thereof within thirty days after the offer has been made.

(15) **Corporation may apply to court.** — Where a corporation fails to make an offer under subsection (12), or if a dissenting shareholder fails to accept an offer, the corporation may, within fifty days after the action approved by the resolution is effective or within such further period as a court may allow, apply to a court to fix a fair value for the shares of any dissenting shareholder.

(16) **Shareholder application to court.** — If a corporation fails to apply to a court under subsection (15), a dissenting shareholder may apply to a court for the same purpose within a further period of twenty days or within such further period as a court may allow.

(17) **Venue.** — An application under subsection (15) or (16) shall be made to a court having jurisdiction in the place where the corporation has its registered office or in the province where the dissenting shareholder resides if the corporation carries on business in that province.

(18) **No security for costs.** — A dissenting shareholder is not required to give security for costs in an application made under subsection (15) or (16).

(19) **Parties.** — On an application to a court under subsection (15) or (16),

- (a) all dissenting shareholders whose shares have not been purchased by the corporation shall be joined as parties and are bound by the decision of the court; and
- (b) the corporation shall notify each affected dissenting shareholder of the date, place and consequences of the application and of their right to appear and be heard in person or by counsel.

(20) **Powers of court.** — On an application to a court under subsection (15) or (16), the court may determine whether any other person is a dissenting shareholder who should be joined as a party, and the court shall then fix a fair value for the shares of all dissenting shareholders.

(21) **Appraisers.** — A court may in its discretion appoint one or more appraisers to assist the court to fix a fair value for the shares of the dissenting shareholders.

(22) **Final order.** — The final order of a court shall be rendered against the corporation in favour of each dissenting shareholder and for the amount of the shares as fixed by the court.

(23) **Interest.** — A court may in its discretion allow a reasonable rate of interest on the amount payable to each dissenting shareholder from the date the action approved by the resolution is effective until the date of payment.

(24) **Notice that subsection (26) applies.** — If subsection (26) applies, the corporation shall, within ten days after the pronouncement of an order under subsection (22), notify each dissenting shareholder that it is unable lawfully to pay dissenting shareholders for their shares.

(25) **Effect where subsection (26) applies.** — If subsection (26) applies, a dissenting shareholder, by written notice delivered to the corporation within thirty days after receiving a notice under subsection (24), may

- (a) withdraw their notice of dissent, in which case the corporation is deemed to consent to the withdrawal and the shareholder is reinstated to their full rights as a shareholder; or
- (b) retain a status as a claimant against the corporation, to be paid as soon as the corporation is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the corporation but in priority to its shareholders.

(26) **Limitation.** — A corporation shall not make a payment to a dissenting shareholder under this section if there are reasonable grounds for believing that

- (a) the corporation is or would after the payment be unable to pay its liabilities as they become due; or
- (b) the realizable value of the corporation's assets would thereby be less than the aggregate of its liabilities.