



141 Adelaide Street West, Suite 903  
Toronto, Ontario M5H 3L5

## MANAGEMENT INFORMATION CIRCULAR

### Solicitation of Proxies

**THIS MANAGEMENT INFORMATION CIRCULAR (“CIRCULAR”) IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY MANAGEMENT OF CLAIM POST RESOURCES INC. (THE “COMPANY”)** of proxies to be used at the annual and special meeting of Shareholders of the Company (the “Meeting”) to be held at 141 Adelaide Street West, Suite 903, Toronto, Ontario M5H 3L5, on Thursday, December 5, 2013, at 2:00 p.m.(Eastern Time) and at any adjournment thereof for the purposes set forth in the enclosed Notice of Meeting. Except where otherwise indicated, the information contained herein is stated as of October 25, 2013. Although it is expected that the solicitation of the proxies will be primarily by mail, proxies may also be solicited personally or by telephone or other similar means of communication by the directors and/or officers of the Company at nominal cost. The cost of solicitation will be borne by the Company.

The Company has decided to use the notice-and-access method of delivery of meeting materials for the Meeting for registered shareholders and Beneficial Shareholders (as defined below). The notice-and-access method of delivery of Meeting materials allows the Company to deliver the Meeting materials over the internet in accordance with the notice-and-access rules adopted by the Ontario Securities Commission under National Instrument 54-101-*Communication with Beneficial Owners of Securities of a Reporting Issuer*.

Registered shareholders will receive a form of proxy and beneficial owners will receive a voting instruction form, enabling them to vote at the Meeting. However, instead of a paper copy of the Meeting materials, generally shareholders receive only this notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing materials to shareholders. Shareholders are reminded to view the Meeting materials prior to voting. Materials can be viewed online under the Company’s profile at [www.sedar.com](http://www.sedar.com) or on the Company’s website at [www.claimpostresources.com/2013AGM](http://www.claimpostresources.com/2013AGM). The Company will not be adopting stratification procedures in relation to the use of notice-and-access provisions.

Registered holders or Beneficial Shareholders (either those who object to their identity being known to the issuers of securities which they own or those who do not object to their identity being made known to the issuers of the securities they own) may always request paper copies of the Meeting materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting materials are posted on the Company’s website. In order to receive a paper copy of the Meeting materials or if you have questions concerning notice-and-access, please call the Company’s transfer agent toll free at 1-866-393-4891 ext. 205. Requests should be received by November 26, 2013 in order to receive the Meeting materials in advance of the Meeting date.

## **Appointment and Completion of Proxies**

The purpose of a proxy is to designate persons who will vote the proxy on a shareholder's behalf in accordance with the instructions given by the shareholder in the proxy. The persons named in the enclosed form of proxy represent management of the Company. **A SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON, WHO NEED NOT BE A SHAREHOLDER OF THE COMPANY, TO REPRESENT HIM AT THE MEETING MAY DO SO** by filling in the name of such person in the blank space provided in the proxy or by completing another proper form of proxy. A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit their duly executed form of proxy with the Company's registrar and transfer agent not later than 2:00 p.m. (Toronto time) December 3, 2013 or, if the meeting is adjourned, not later than 48 hours, excluding non-business days and holidays, preceding the time of such adjourned meeting, at which the proxy is to be used. Such Shareholder should notify the nominee of the appointment, obtain the nominee's consent to act as proxyholder and provide instructions on how the shareholder's shares are to be voted. The nominee should bring personal identification with them to the Meeting. A proxy should be executed by the Shareholder or his or her attorney duly authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized.

### Registered Shareholders

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

- (a) completing, dating and signing the form of proxy and returning it to the Company's transfer agent, Equity Financial Trust Company, by mail or hand at 200 University Avenue, Suite 300, Toronto, Ontario, Canada M5H 4H1; or by fax at (416) 595-9593; or
- (b) using the internet through the website of the Company's transfer agent at [www.voteproxyonline.com](http://www.voteproxyonline.com). Registered Shareholders must follow the instructions that appear on the screen and refer to the proxy form for the holder's Control Number;

in all cases ensuring that the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used. Proxies received after that time may not be accepted by the Chairman of the Meeting in the Chairman's discretion, and the Chairman is under no obligation to accept late proxies.

### Beneficial Shareholders

The information set forth in this section is of significant importance as many shareholders do not hold shares in their own name.

Only shareholders whose names appear on the records of the Company as the registered holders of shares or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are non-registered shareholders ("**Beneficial Shareholders**") because the shares they own are not registered in their names but instead registered in the name of a nominee such as a brokerage firm through which they purchased the shares; bank, trust company, trustee or administrator of self-administered RRSPs, RRIFs, RESPs and similar plans; or clearing agency such as The Canadian Depository for Securities Limited (an "**Intermediary**"). If you purchased your shares through a broker, you are likely a Beneficial Shareholder.

In accordance with securities regulatory policy, the Company has distributed copies of the Meeting materials, being the notice of meeting, this Circular and the form of proxy. Intermediaries are required to forward the Meeting materials to Beneficial Shareholders who request copies and to seek their voting instructions in advance of the Meeting. Shares held by Intermediaries can only be voted in accordance with the instructions of the Beneficial Shareholder. The Intermediaries often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Intermediary in order that your shares are voted at the Meeting.

If you, as a Beneficial Shareholder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Intermediary and you should return the form to the Intermediary in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

There are two kinds of Beneficial Shareholders – those who object to their identity being made known to the issuers of securities which they own (called “**OBOs**” for Objecting Beneficial Owners) and those who do not (called “**NOBOs**” for Non-Objecting Beneficial Owners).

#### *Non-Objecting Beneficial Owners*

The Company is relying on the provisions of NI 54-101 that permit it to deliver proxy-related materials directly to its NOBOs. As a result, NOBOs can expect to receive a voting instruction form (“**VIF**”) from Equity. The VIF is to be completed and returned to Equity as set out in the instructions provided on the VIF. Equity will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive. These securityholder materials are being sent to both registered and non-registered owners of the shares. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address, and information about your holdings of securities, were obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) carrying out your voting instructions. Please return your VIF as specified in the request for voting instructions sent to you.

#### *Objecting Beneficial Owners*

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their shares are voted at the Meeting. The form of proxy supplied to you by your broker will be similar to the proxy provided to Registered Shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in the United States and in Canada. Broadridge mails a VIF in lieu of the proxy provided by the Company. The VIF will name the same persons as the Company’s proxy to represent your shares at the Meeting. You have the right to appoint a person (who need not be a shareholder, and who can be yourself), other than any of the persons designated in the VIF, to represent your shares at the Meeting. To exercise this right, insert the name of the desired representative, who may be you, in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile, or provided to Broadridge by phone or over the internet, in accordance with Broadridge’s instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting and the appointment of any shareholder’s

representative. If you receive a VIF from Broadridge, it must be completed and returned to Broadridge, in accordance with Broadridge's instructions, well in advance of the Meeting in order to have your shares voted or to have an alternate representative duly appointed to attend and vote your shares at the Meeting.

### **Voting of Proxies**

Shares represented by properly executed proxies in favour of persons designated in the printed portion of the enclosed form of proxy **WILL BE VOTED FOR EACH OF THE MATTERS TO BE VOTED ON BY SHAREHOLDERS AS DESCRIBED IN THIS CIRCULAR OR WITHHELD FROM VOTING OR VOTED AGAINST IF SO INDICATED ON THE FORM OF PROXY**. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the notice of meeting, or other matters which may properly come before the Meeting. At the time of printing this circular the management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

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

**The enclosed proxy confers discretionary authority upon the management designees, or other person named as proxyholder, with respect to amendments to or variations of matters identified in the notice of meeting and any other matters which may properly come before the Meeting. As of the date hereof, the Company is not aware of any amendments to, variations of or other matters which may come before the Meeting. If other matters come before the Meeting, then the management designees intend to vote in accordance with the judgment of the Company.**

### **Revocation of Proxies**

Any Registered Shareholder who has returned a proxy may revoke it at any time before it has been exercised. A proxy may be revoked by a Registered Shareholder personally attending at the Meeting and voting their shares. A shareholder may also revoke their proxy in respect of any matter upon which a vote has not already been cast by depositing an instrument in writing, including a proxy bearing a later date executed by the Registered Shareholder or by their authorized attorney in writing, or, if the shareholder is a company, under its corporate seal by an officer or attorney thereof duly authorized, either at the office of the Company's registrar and transfer agent at the foregoing address or the head office of the Company at 141 Adelaide Street West, Suite 903, Toronto, Ontario M5H 3L5 at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof at which the proxy is to be used, or by depositing the instrument in writing with the Chairman of such meeting on the day of the Meeting, or adjournment thereof, or in any other manner permitted by law. Only Registered Shareholders have the right to revoke a proxy. Beneficial Shareholders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective nominees to revoke the proxy on their behalf.

### **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 the Province of Ontario, 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 *Business Corporations Act* (Ontario) (“**OBCA**”), certain of its directors and its executive officers are residents of Canada and elsewhere outside the United States and a substantial portion of its assets and 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.

### **Quorum**

Persons present in person holding or representing by proxy the holders of 2% of the shares entitled to vote at the Meeting, will constitute a quorum at the Meeting or any adjournment or postponement thereof. The Company’s list of shareholders as of the Record Date (as defined below) has been used to deliver to shareholders the notice of meeting and this Circular as well as to determine who is eligible to vote at the meeting.

### **Voting Shares and Principal Holders Thereof**

The authorized share capital of the Company consists of an unlimited number of Common Shares. As of the date hereof, the Company had 58,288,831 Common Shares issued and outstanding, each of which carries the right to one vote in respect of each of the matters properly coming before the Meeting.

The board of directors of the Company (the “**Board**”) has fixed a record date of October 25, 2013 (the “**Record Date**”) to determine Shareholders entitled to receive the Notice of Meeting. The failure of any Shareholder to receive a copy of the Notice of Meeting does not deprive the Shareholder of the right to vote at the Meeting. Only holders of Common Shares as of the Record Date are entitled to vote such Common Shares at the Meeting on the basis of one vote in respect of each Common Share. Except as may otherwise be indicated, approval of any matter at the Meeting requires a majority of the votes cast at the Meeting on the question.

To the knowledge of the directors and executive officers of the Company, as at the Record Date, no person or company owns beneficially, or exercises control or direction over, directly or indirectly, securities carrying in excess of 10% of the voting rights attached to any class of outstanding voting securities of the Company, other than:

Name of Shareholder	Securities Owned, Controlled or Directed	% of the Class of Outstanding Voting Securities of the Company
John Assman	9,149,000	15.70

## STATEMENT OF EXECUTIVE COMPENSATION

### Named Executive Officers

For the purposes of this Circular, a “**Named Executive Officer**” or “**NEO**” of the Company means each of the following individuals:

- (a) a Chief Executive Officer of the Company;
- (b) a Chief Financial Officer of the Company;
- (c) each of the Company’s three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the Chief Executive Officer and Chief Financial Officer, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6, for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) above but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

The NEOs of the Company are Charles Gryba, President, Chief Executive Officer and Director; and Rebecca Hudson, Chief Financial Officer.

### Compensation Discussion and Analysis

#### Overview

The Board is responsible for ensuring that the Company has in place an appropriate plan for executive compensation. The Board ensures that total compensation paid to all NEOs is fair and reasonable and is consistent with the Company’s compensation philosophy.

Compensation plays an important role in achieving short and long-term business objectives that ultimately drive business success. The Company’s compensation philosophy is to foster entrepreneurship at all levels of the organization through, among other things, the granting of stock options, a significant component of executive compensation. This approach is based on the assumption that the performance of the Common Share price over the long term is an important indicator of long term performance.

The Company’s compensation philosophy is based on the following fundamental principles:

- *Compensation programs align with shareholder interests* – the Company aligns the goals of executives with maximizing long term shareholder value;

- *Performance sensitive* – compensation for executive officers should be linked to operating and market performance of the Company and fluctuate with the performance; and
- *Offer market competitive compensation to attract and retain talent* – the compensation program should provide market competitive pay in terms of value and structure in order to retain existing employees who are performing according to their objectives and to attract new individuals of the highest calibre.

#### Objectives of Compensation Program

The objectives of the compensation program in compensating all NEOs were developed based on the above-mentioned compensation philosophy and are as follows:

- to attract and retain highly qualified executive officers;
- to align the interests of executive officers with shareholders' interests and with the execution of the Company's business strategy;
- to evaluate executive performance on the basis of key measurements that correlate to long-term shareholder value; and
- to tie compensation directly to those measurements and rewards based on achieving and exceeding predetermined objectives.

#### Competitive Compensation

Aggregate compensation for each NEO is designed to be competitive. The Board reviews compensation practices of similarly situated companies in determining compensation policy. Although the Board reviews each element of compensation for market competitiveness, and they may weigh a particular element more heavily based on the NEO's role within the Company, it is primarily focused on remaining competitive in the market with respect to total compensation.

The Board is expected to review data related to compensation levels and programs of various companies that are similar in size to the Company and operate within the mining exploration and development industry, prior to making its decisions. No such review has taken place to date.

The purpose of this process is to:

- understand the competitiveness of current pay levels for each executive position relative to companies with similar revenues and business characteristics;
- identify and understand any gaps that may exist between actual compensation levels and market compensation levels; and
- establish as a basis for developing salary adjustments and short-term and long-term incentive awards for the directors' approval.

### Aligning the Interests of the NEOs with the Interests of the Company's Shareholders

The Company believes that transparent, objective and easily verified corporate goals, combined with individual performance goals, play an important role in creating and maintaining an effective compensation strategy for the NEOs. The Company's objective is to establish benchmarks and targets for its NEOs which, if achieved, will enhance shareholder value. Specific benchmarks and targets for the NEOs have not yet been established by the Company.

A combination of fixed and variable compensation will be used to motivate executives to achieve overall corporate goals. For the 2013 financial year, it is anticipated that the basic components of executive officer compensation program will be:

- fixed salary;
- annual incentives (cash bonus); and
- option based compensation.

Fixed salary comprises a portion of the total cash-based compensation; however, going forward, annual incentives and option based compensation are expected to represent compensation that is "at risk" and thus may or may not be paid to the respective executive officer depending on whether the executive officer is able to meet or exceed his or her applicable performance targets. To date, no specific formulae have been developed to assign a specific weighting to each of these components. Instead, it is expected that the Board will consider each performance target and the Company's performance and assign compensation based on this assessment.

### Base Salary

The Board approves the salary ranges for the NEOs. At the current stage of the Company's development, salaries have been determined by Board discussion without any formal targeted objectives. Going forward, the base salary review for each NEO will be based on assessment of factors such as current competitive market conditions, compensation levels within the peer group and particular skills, such as leadership ability and management effectiveness, experience, responsibility and proven or expected performance of the particular individual. Comparative data for the Company's peer group will also be accumulated from a number of external sources including independent consultants. The Company's policy for determining salary for executive officers is consistent with the administration of salaries for all other employees.

### Annual Incentives

The Company is not currently awarding any annual incentives by way of cash bonuses. For the financial year ended September 30, 2012 no bonuses were paid to NEOs. The Company, in its discretion, may award annual incentives in order to motivate executives to achieve short-term corporate goals.

The success of NEOs in achieving their individual objectives and their contribution to the Company in reaching its overall goals are factors in the determination of their annual bonus. The determination of annual bonus is subjective, however, it is expected that the Board will assess each NEO's performance on the basis of his respective contribution to the achievement of corporate objectives, as well as to needs of the Company that arise on a day to day basis. This assessment is expected to be used by the Board with respect to the determination of annual bonuses for the NEOs.

### Compensation and Measurements of Performance

The Board is expected to set targeted amounts of annual incentives for each NEO at the beginning of each financial year. The targeted amounts will be determined by the Board based on a number of factors, including comparable compensation of similar companies. At the current stage of the Company's development, the Board has not yet established specific targeted amounts in order to determine annual incentives for NEOs.

Achieving predetermined individual and/or corporate targets and objectives, as well as general performance in day to day corporate activities, will trigger the award of a bonus payment to the NEO. The NEO will receive a partial or full incentive payment depending on the number of the predetermined targets met and the Board's assessment of overall performance. The determination as to whether a target has been met is ultimately made by the Board and the Board reserves the right to make positive or negative adjustments to any bonus payment if they consider them to be appropriate.

### Long Term Compensation

The Company currently has no long-term incentive plans, other than stock options granted from time to time by the Board under the provisions of the stock option plan of the Company (the "**Stock Option Plan**"), as discussed below. The purpose of the Stock Option Plan is to encourage Common Share ownership by directors, senior officers, employees and consultants of the Company and its affiliates and other designated persons. The Board believes the Stock Option Plan aligns the interests of the NEOs with shareholders, by linking a component of executive compensation to the longer term performance of the Common Shares.

### Option Based Awards

Under the terms of the Stock Option Plan, the Board is able to grant stock options to executive officers and directors, among others. The Stock Option Plan provides compensation to participants and an additional incentive to work toward long-term corporate performance. Executive compensation is based upon the need to provide a compensation package that will allow the Company to attract and retain qualified and experienced executives, balanced with a pay-for-performance philosophy. The Stock Option Plan is used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact and/or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the executive officers, the Board will take into account the number of options, if any, previously granted to each executive officer and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of any exchange on which the common shares of the Company are then listed, and closely align the interests of the executive officers with the interests of shareholders of the Company.

### Long-term Incentive Plan Awards

The Board determines the level of compensation in respect of the senior executive officers of the Company. Other than options to purchase Common Shares granted under the Stock Option Plan, there were no longer-term incentive awards made to the NEOs during the most recently completed financial year.

### Purchase of Financial Instruments Not Prohibited

As of the date of this Circular, the Board had not, collectively, considered the implications of any risks associated with policies and practices regarding compensation of its NEOs or directors. The Company does not prohibit its NEOs or directors from purchasing financial instruments, including, for greater certainty,

prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, which are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEOs or directors.

### **Stock Option Plan Information**

The Company has a 10% rolling incentive stock option plan (the “**Stock Option Plan**”) to attract, retain and motivate directors, officers, employees and persons engaged to provide ongoing management and consulting services (“**service providers**”) by providing them with the opportunity, through share options, to acquire a proprietary interest in the Company and benefit from its growth.

The number of Common Shares reserved for issue under the Stock Option Plan may not exceed 10% of the issued and outstanding Common Shares of the Company at any given time. The options granted under the Stock Option Plan are non-assignable and may be granted for a term not exceeding five years. Options may be granted under the Stock Option Plan only to directors, officers, employees and other service providers subject to the rules and regulations of applicable regulatory authorities and any Canadian stock exchange upon which the Common Shares may be listed or may trade from time to time. The exercise price of options issued under the Stock Option Plan may not be less than the market price of the Common Shares at the time the option is granted, subject to any discounts permitted by applicable legislative and regulatory requirements.

The Stock Option Plan contains the following restrictions as to insider and individual eligibility thereunder: (i) the maximum number of Common Shares which may be reserved for issuance to insiders under the Stock Option Plan, any other employer stock option plans or options for services, shall be 10% of the Common Shares issued and outstanding at the time of the grant (on a non-diluted basis); (ii) the maximum number of options which may be granted to insiders under the Stock Option Plan, any other employer stock option plans or options for services, within any 12 month period, shall be 10% of the Common Shares issued and outstanding at the time of the grant (on a non-diluted basis); and (iii) the maximum number of Common Shares which may be issued to any one optionee, together with any other previously established or proposed share compensation arrangements, within a one year period shall be 5% of the Common Shares outstanding at the time of the grant (on a non-diluted basis). The maximum number of stock options which may be granted to any one consultant under the Stock Option Plan, any other employer stock options plans or options for services, within any 12 month period, must not exceed 2% of the Common Shares issued and outstanding at the time of the grant (on a non-diluted basis). The maximum number of stock options which may be granted to “investor relations persons” under the Stock Option Plan, any other employer stock options plans or options for services, within any 12 month period must not exceed, in the aggregate, 2% of the Common Shares issued and outstanding at the time of the grant (on a non-diluted basis).

As at the date hereof, there are 4,050,000 options outstanding under the Stock Option Plan.

### **Compensation Summary**

The table below sets forth information concerning the compensation paid, awarded or earned by each of the NEOs for services rendered in all capacities to the Company during the three most recently completed fiscal year ends.

### Summary Compensation Table

NEO Name and Principal Position	Year	Salary or Fees (\$) <sup>(2)</sup>	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$) <sup>(1)</sup>	Total Compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Charles Gryba President & CEO	2012	60,000	Nil	Nil	Nil	Nil	Nil	Nil	60,000
	2011	60,000	Nil	9,610 <sup>(3)</sup>	Nil	Nil	Nil	Nil	69,610
	2010	60,000	Nil	Nil	Nil	Nil	Nil	Nil	60,000
Rebecca Hudson <sup>(5)</sup> CFO	2012	3,400	Nil	Nil	Nil	Nil	Nil	Nil	3,400
	2011	2,500	Nil	1,613 <sup>(4)</sup>	Nil	Nil	Nil	Nil	4,113
Nadim Wakeam <sup>(5)</sup> Acting CFO (former)	2011	Nil	Nil	9,610 <sup>(3)</sup>	Nil	Nil	Nil	Nil	9,610

*Notes:*

- (1) *Perquisites and other personal benefits that do not exceed the less of \$50,000 and 10% of the total annual salary for each of the NEOs are not disclosed.*
- (2) *Consulting fees paid to Charles Gryba and Rebecca Hudson.*
- (3) *The value of the option based awards is determined using the Black-Scholes pricing model with the following assumptions: dividend yield 0%, risk free interest rate of 1.67%, volatility of 142% and an expected life of 3 years, the issued options had a fair value of \$67,268. All of the options issued in the year vested immediately; as such 100% of the options' fair value was recognized as share-based payments expense in the year.*
- (4) *The value of the option based awards is determined using the Black-Scholes pricing model with the following assumptions: dividend yield 0%, risk free interest rate of 0.90%, volatility of 142% and an expected life of 3 years, the issued options had a fair value of \$1,613. All of the options issued in the year vested immediately; as such 100% of the options' fair value was recognized as share-based payments expense in the year.*
- (5) *Mr. Wakeam was appointed as Acting Chief Financial Officer on December 16, 2010. Rebecca Hudson was appointed Chief Financial Officer on February 1, 2011.*

### Incentive Plan Awards

#### Outstanding Option-based and Share-based Awards

The following table sets out for each NEO, the incentive stock options (option-based awards) and share-based awards outstanding as at September 30, 2012. These incentive stock options either vested at the time of grant or were fully vested during the year ended September 30, 2012. The closing price of the Common Shares on the TSXV on September 30, 2012 was \$0.08.

Name	Option-Based Awards <sup>(1)</sup>				Share-Based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(2)</sup> (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Charles Gryba President & CEO	50,000	0.25	December 15, 2013	Nil	Nil	N/A	N/A
Rebecca Hudson <sup>(3)</sup> CFO	50,000	0.25	December 15, 2013	Nil	Nil	N/A	N/A
Nadim Wakeam <sup>(3)</sup> Acting CFO (former)	50,000	0.25	December 15, 2013	Nil	Nil	N/A	N/A

*Notes:*

- (1) *The Company has in place the Stock Option Plan whereby the maximum number of Common Shares that may be reserved for issuance pursuant to the Stock Option Plan will not exceed 10% of the issued Common Shares at the time of grant. As at September 30, 2012, 3,636,383 Common Shares may be reserved for issuance pursuant to the Stock Option Plan.*
- (2) *The value of the in-the-money options currently held by each NEO is based on share price less option exercise price.*
- (3) *Mr. Wakeam was appointed as Acting Chief Financial Officer on December 16, 2010. Rebecca Hudson was appointed Chief Financial Officer on February 1, 2011.*

**Value Vested or Earned During the Year**

During the financial year ended September 30, 2012, there was no value vested or earned in respect of option-based awards, share-based awards and non-equity incentive plan compensation by the NEOs.

<b>Name</b>	<b>Option-Based Awards – Value vested during the year (\$)</b>	<b>Share-Based Awards – Value vested during the year (\$)</b>	<b>Non-Equity Incentive Plan Compensation – Value earned during the year (\$)</b>
Charles Gryba President & CEO	NIL	NIL	NIL
Rebecca Hudson <sup>(1)</sup> CFO	NIL	NIL	NIL

*Note:*

- (1) *Mr. Wakeam was appointed as Acting Chief Financial Officer on December 16, 2010. Rebecca Hudson was appointed Chief Financial Officer on February 1, 2011.*

**Employment Contracts**

For the financial year ended September 30, 2012, the Company had no employment contracts.

**Termination and Change of Control Benefits**

Except as set forth above under “Employment Contracts”, the Company does not have in place any compensatory plan or arrangement with any NEO that would be triggered by the resignation, retirement or other termination of employment of such officer, from a change of control of the Company or a change in the executive officer’s responsibilities following any such change of control.

**Pension and Retirement Plans and Payments made upon Termination of Employment**

The Company does not have any pension or retirement plan which is applicable to the NEOs. The Company has not provided compensation, monetary or otherwise, during the preceding fiscal year, to any person who now acts or has previously acted as a NEO of the Company, in connection with or related to the retirement, termination or resignation of such person other than as described below and the Company has provided no compensation to such persons as a result of a change of control of the Company, its subsidiaries or affiliates. The Company is not party to any compensation plan or arrangement with a NEO resulting from the resignation, retirement or the termination of employment of such person.

**Director Compensation**

The following table sets forth all amounts of compensation provided to the non-executive directors for the Company’s most recently completed financial year.

Name	Fees Earned (\$)	Share-based Awards (\$)	Option-based Awards (\$)	Non-equity Incentive Plan Compensation (\$)	Pension Value (\$)	All other compensation (\$)	Total (\$)
Phillip Walford	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Richard D. Williams	Nil	Nil	Nil <sup>1)</sup>	Nil	Nil	Nil	Nil
Julian Kemp	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Joel Schneyer	Nil	Nil	Nil <sup>1)</sup>	Nil	Nil	Nil	Nil

Directors of the Company do not receive any compensation for attending meetings of the Board, committees of the Board, and shareholders meetings. Other than stock options to purchase common shares which are granted to the Company's directors from time to time, the Company does not have any arrangements pursuant to which directors are remunerated by the Company or any of its subsidiaries for their services in their capacities as directors, consultants or experts.

#### Outstanding Option-based and Share-based Awards

The following table sets out for each non-executive director the incentive stock options (option-based awards) and share-based awards outstanding as at September 30, 2012. These incentive stock options either vested at the time of grant or were fully vested during the year ended September 30, 2012. The closing price of the Company's shares on the TSXV on September 30, 2012 was \$0.08.

Name	Option-Based Awards <sup>(1)</sup>				Share-Based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Phillip Walford	50,000	0.25	December 15, 2013	Nil	Nil	N/A	N/A
Richard D. Williams	50,000	0.25	December 15, 2013	Nil	Nil	N/A	N/A
Julian Kemp	50,000	0.25	December 15, 2013	Nil	Nil	N/A	N/A
Joel Schneyer	100,000	0.25	January 8, 2014	Nil	Nil	N/A	N/A

Note:

(1) The Company has in place the Stock Option Plan whereby the maximum number of Common Shares that may be reserved for issuance pursuant to the Stock Option Plan will not exceed 10% of the issued Common Shares at the time of grant. As at September 30, 2012, 3,616,383 Common Shares may be reserved for issuance pursuant to the Stock Option Plan.

### Value Vested or Earned During the Year

During the financial year ended September 30, 2012, there was no value vested or earned in respect of option-based awards, share-based awards and non-equity incentive plan compensation by directors of the Company (who are not also NEOs).

### Discussion

The significant terms of all plan-based awards, including non-equity incentive plan awards, issued or vested, or under which options have been exercised, during the year, or outstanding at year end, are set out above in the “Compensation Discussion and Analysis” section. No options held by directors were exercised during the financial year ended September 30, 2012.

Generally, each year the Board considers whether to grant additional options to the directors. However, there are no definitive arrangements and such consideration is done after review and consideration by the Board. During the fiscal year ended September 30, 2012, no options were granted to non-executive directors.

## **MATTERS TO BE ACTED UPON AT THE MEETING**

To the knowledge of the Board, the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting.

### **1. RECEIPT OF FINANCIAL STATEMENTS**

The audited financial statements of the Company for the fiscal year ended September 30, 2012, and the report of the auditor thereon which accompany this Circular, will be submitted to the Meeting. Receipt at the Meeting of the auditor’s reports and the Company’s audited financial statements for these periods will not constitute approval or disapproval of any matters referred to therein.

### **2. ELECTION OF DIRECTORS**

The Articles of the Company provide that the Board of Directors of the Company shall consist of a minimum of three (3) and a maximum of seven (7) directors. The shareholders of the Company delegated the power to fix the number of directors to the Board by a special resolution dated December 19, 2006. On October 22, 2013 the Board of Directors determined that it would be in the best interests of the Company to increase the number of directors from five (5) to six (6) pursuant to that power.

Accordingly, at the Meeting, shareholders will be asked to elect six directors (the “**Nominees**”). The following table provides the names of the Nominees and information concerning them. Shareholders may vote for all of the Nominees, some of them and withhold for others, or withhold from all of them. The persons in the enclosed form of proxy intend to vote for the election of the Nominees. Management does not contemplate that any of the Nominees will be unable to serve as a director. Each director will hold office until the next annual meeting or until his successor is duly elected unless his office is earlier vacated in accordance with the by-laws.

Name, Province or State and Country of Residence, and Position Held in the Company	Principal Occupation	Director Since	Number of Common Shares of the Company Beneficially Owned, Directly or Indirectly, or Controlled or Directed at Present <sup>(1)</sup>
Charles Gryba Ontario, Canada President, CEO, and Director	President and Chief Executive Officer of Claim Post Resources Inc.	2005	1,799,000
Phillip Walford Ontario, Canada Director	President and Chief Executive Officer of Marathon Gold Corp.	2006	72,000
Richard D. Williams <sup>(2)</sup> Ontario, Canada Director and Secretary	President, Blackwell Investor Relations	2005	1,098,775
Lowell Jackson Calgary, Alberta, Proposed Director	Executive Chairman, Kaisen Energy	Proposed	2,000,000
Joel Schneyer <sup>(2)</sup> Colorado, USA Director	Managing Director, Headwaters MB.	2011	570,000
John Assman Edmonton, Alberta Proposed Director	President and CEO, Landtran Systems Inc	Proposed	9,149,000

*Notes:*

- (1) *The information as to voting securities beneficially owned, controlled or directed, not being within the knowledge of the Company, has been furnished by the respective nominees individually.*
- (2) *Member of the Audit Committee.*

As at the date of this Circular, the current directors and senior officers of the Company as a group, directly or indirectly, beneficially own or exercise control or direction over 14,688,775 Common Shares, representing approximately 25.20% of the issued and outstanding Common Shares.

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

Other than as indicated below, none of the directors or executive officers:

- (a) is, as at the date of this Circular, or was within 10 years before the date of this Circular, a director or chief executive officer or chief financial officer of any company that:
- (i) was the subject of an order (as defined in Multilateral Instrument 51-102F5) that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
  - (ii) was subject to an order that was issued after the director or executive officer 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 a director, chief executive officer, or chief financial officer.

None of the directors, executive officers or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

- (a) is at the date hereof, or has been within 10 years before the date of this Circular, a director or executive officer of any company that while that person was acting in that

capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

- (b) has, within the 10 years before this 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 director, executive officer or shareholder.
- Mr. Williams was a director and officer of First Metals Inc. which filed a Notice of Intention to make a Proposal under the Bankruptcy and Insolvency Act. The filing was made in order to facilitate the Company's ability to implement a restructuring plan.

**PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE ELECTION OF THE ABOVE-NAMED NOMINEES, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF.** Management has no reason to believe that any of the nominees will be unable to serve as a director but, **IF A NOMINEE IS FOR ANY REASON UNAVAILABLE TO SERVE AS A DIRECTOR, PROXIES IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE REMAINING NOMINEES AND MAY BE VOTED FOR A SUBSTITUTE NOMINEE UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF THE ELECTION OF DIRECTORS.**

### **3. APPOINTMENT OF AUDITOR**

It is proposed to re-appoint Collins Barrow LLP, Chartered Accountants, as auditors of the Corporation for the year ending September 30, 2013, and to authorize the directors to fix its remuneration.

**PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPOINTMENT OF PARKER SIMONE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF THE SHAREHOLDERS AND THE AUTHORIZATION OF THE DIRECTORS TO FIX THEIR REMUNERATION, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF.**

### **4. CONFIRMATION OF STOCK OPTION PLAN**

The Company has adopted a stock option plan (the “**Stock Option Plan**”) for senior officers, directors, employees and consultants of the Company. The Stock Option Plan provides for the issuance of stock options to acquire up to 10% of the Company's issued and outstanding capital as at the date of grant, subject to standard anti-dilution adjustment. This is a “rolling plan” as the number of shares reserved for issuance pursuant to the grant of stock options will increase as the Company's issued and outstanding share capital increases. At no time will more than 10% of the outstanding shares be subject to grant under the Stock Option Plan. If a stock option expires, is exercised or otherwise terminates for any reason, the number of Common Shares of the Company in respect of that expired, exercised or terminated stock option shall again be available for the purpose of the Stock Option Plan. The principal features of the Stock Option Plan are described in more detail above (see “**Stock Option Plan Information**”).

The Stock Option Plan is a “rolling” stock option plan and under Policy 4.4 of the TSX Venture Exchange (“**TSXV**”), a listed company on the TSXV is required to obtain the approval of its shareholders for a “rolling” stock option plan at each annual meeting of shareholders.

The text of the Stock Option Plan is attached hereto as Schedule “A”. Disinterested shareholders are being asked to approve the following resolution:

**“BE IT RESOLVED THAT:**

1. the stock option plan of the Company attached as Schedule “A” to the Management Information Circular dated October 25, 2013, be and it is hereby approved.
2. all unallocated options issuable pursuant to the Stock Option Plan are hereby approved and authorized; and
3. any one director or officer of the Company is hereby authorized and directed for and in the name of an on behalf of the Company to execute or cause to be executed, whether under seal of the Company or otherwise, and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in order to give effect to this resolution.”

In accordance with the policies of the TSXV, the Stock Option Plan must be approved by the majority of votes cast at the Meeting on the resolution.

**PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE FOREGOING RESOLUTION IN RESPECT OF THE STOCK OPTION PLAN, UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE VOTED AGAINST SUCH RESOLUTION.**

**5. APPROVAL OF ADVANCE NOTICE BY-LAW**

**Introduction**

The Corporation wishes to confirm the Advance Notice By-law of the Corporation (the “**Advance Notice Bylaw**”), a copy of which is attached as Schedule “B” to this Information Circular. The Advance Notice Bylaw is being presented for confirmation by shareholders of the Corporation to provide for advance notice of nominations of directors in circumstances where nominations for election to the Board are made by shareholders other than pursuant to: (a) a requisition of a meeting made pursuant to the provisions of the Business Corporations Act (Ontario) (the “**OBCA**”), or (b) a shareholder proposal made pursuant to the provisions of the OBCA.

The purpose of the Advance Notice By-law is to provide shareholders, directors and management of the Corporation with direction on the procedure for shareholder nomination of directors. The Advance Notice By-law is the framework by which the Corporation now fixes a deadline by which holders of record of Common Shares must submit director nominations to the Corporation prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Corporation for the notice to be in a proper written form.

### **Effect of the Advance Notice By-law**

Subject only to the OBCA and the Corporation's by-laws, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the Board may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors: (a) by or at the direction of the Board, including pursuant to a notice of meeting; (b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the OBCA, or a requisition of the shareholders made in accordance with the provisions of the OBCA; or (c) by any person (a "**Nominating Shareholder**"): (A) who, at the close of business on the date of the giving of the notice provided for in the Advance Notice By-law and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and (B) who complies with the notice procedures set forth in the Advance Notice By-law.

In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the corporate secretary of the Corporation at the principal executive offices of the Corporation.

To be timely, a Nominating Shareholder's notice to the secretary of the Corporation must be made: (a) in the case of an annual meeting of shareholders, not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date (the "Notice Date") on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the tenth (10th) day following the Notice Date; and (b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made. In no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of a Nominating Shareholder's notice as described above.

To be in proper written form, a Nominating Shareholder's notice to the secretary of the Corporation must set forth: (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director: (i) the name, age, business address and residential address of the person; (ii) the principal occupation or employment of the person; (iii) the class or series and number of shares in the capital of the Corporation which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; and (iv) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the OBCA and Applicable Securities Laws (as defined below); and (b) as to the Nominating Shareholder giving the notice, any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote any shares of the Corporation and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the OBCA and Applicable Securities Laws. The Corporation may require any proposed nominee to furnish such other information, including a written consent to act, as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as an independent director of the Corporation or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee.

No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of the Advance Notice By-law; provided, however, that nothing in the Advance Notice Bylaw shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the OBCA. The chairman of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

For purposes of the Advance Notice By-law: (a) “**public announcement**” shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on the System of Electronic Document Analysis and Retrieval at [www.sedar.com](http://www.sedar.com); and (b) “**Applicable Securities Laws**” means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada.

Notwithstanding any other provision of the Advance Notice By-law, notice given to the secretary of the Corporation pursuant to the Advance Notice By-law may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the secretary of the Corporation for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the aforesaid address) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the secretary at the address of the principal executive offices of the Corporation; provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Toronto time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

Notwithstanding any other provision of the Advance Notice By-law, the Board may, in its sole discretion, waive any requirement of the Advance Notice By-law.

### **Shareholder Confirmation**

Under the OBCA, the directors may by resolution alter the Corporation’s by-laws, subject to the requirement for shareholder confirmation by ordinary resolution thereof at the next meeting of shareholders. Accordingly, shareholders will be asked at the Meeting to vote on an ordinary resolution, as set out below, to ratify, confirm and approve the Advance Notice By-law.

Shareholders will be asked at the Meeting to consider, and, if deemed advisable, to adopt the following resolution to ratify, confirm and approve the Advance Notice By-law:

#### **“RESOLVED THAT:**

1. the Advance Notice By-law, substantially in the form attached as Schedule “B” to the information circular of the Corporation, is hereby ratified, confirmed and approved as a by-law of the Corporation; and
2. any one director or officer of the Corporation, is hereby authorized, for and on behalf of the Corporation, to execute and deliver all such documents and instruments and to do all other things as in the opinion of such director or officer may be necessary or desirable to implement this

resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such document or instrument, and the taking of any such action.”

The resolution must be passed, with or without amendment, by not less than a majority of votes cast by Shareholders who vote in person or by proxy in respect of the resolution at the Meeting.

The Board has concluded that the Advance Notice By-law is in the best interests of the Corporation and Shareholders. **Accordingly, the Board unanimously recommends that the Shareholders ratify, confirm and approve the Advance Notice By-law by voting FOR the foregoing resolution.**

**PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE FOREGOING RESOLUTION, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER COMMON SHARES ARE TO BE AGAINST THE APPROVAL OF THE ADVANCE NOTICE BY-LAW.**

## STATEMENT OF CORPORATE GOVERNANCE PRACTICES

### **Audit Committee and Relationship with Auditor**

National Instrument 52-110 (“**NI 52-110**”) requires that certain information regarding the Audit Committee of a “venture issuer” (as such term is defined in NI 52-110) be included in the management information circular sent to shareholders in connection with the issuer’s annual meeting.

#### Audit Committee Charter

The full text of the charter of the Company’s Audit Committee is attached hereto as Schedule “C”.

#### Composition of the Audit Committee

The Audit Committee is comprised of Mr. Julian Kemp (Chair), Mr. Richard D. Williams, and Mr. Joel Schneyer. All members of the audit committee are considered to be “independent” for service on the audit committee and “financially literate” within the meanings of such terms in NI 52-110.

#### Relevant Education and Experience

Set out below is a description of the education and experience of each of the Company’s current audit committee members, which is relevant to the performance of his responsibilities as an audit committee member.

#### ***Julian Kemp***

Mr. Kemp, 47, holds a BBA degree from Wilfrid Laurier University and obtained his Chartered Accounts designation in 1991. In addition, Mr. Kemp obtained the Chartered Director (C.Dir.) designation from The Directors College (a joint venture of McMaster University and The Conference Board of Canada) in 2012. He is the Vice-President, Finance and Chief Financial Officer of Fortune Minerals Limited. Prior thereto, he was the Chief Financial Officer of St. Andrew Goldfields Ltd. and has held senior management positions with other junior resource companies with international operations. He has over 20 years of experience in the mining industry, including serving in senior financial management roles with several North American junior mining companies with production of gold and coal, and positions with engineering and mining contracting companies. Mr. Kemp has been involved in all stages of mineral development from grass roots exploration to international metals production, including managing

companies through all business cycles. Mr. Kemp has also served as a Director for a number of public companies. Currently, Mr. Kemp is a Director and Audit Committee Chairman Rubicon Minerals Corporation (TSX:RMX; NYSE.A:RBY) and a Director of Marathon Gold Corporation (TSX:MOZ).

***Richard D. Williams***

Mr. Williams, 60, is the President and founder of Blackwell Investor Relations Corp., an investor relations firm specializing in establishing and strengthening relationships between public companies and the investment community. Following graduation from the University of Ottawa Faculty of Law in 1979, Mr. Williams served as European counsel to a Canadian multi-national corporation for two years, before gaining additional experience with several mining companies, including Republic Goldfields Ltd. and Minefinders Corporation., where he was Vice-President and Secretary-Counsel. Mr. Williams currently serves as an officer and director of several mining exploration companies, including, Sparton Resources Inc. and Waseco Resources Inc., on the TSX Venture Exchange, as well as Guyana Goldfields Inc. which is a TSX Exchange listed mineral development company.

***Joel Schneyer***

Mr. Schneyer is a Managing Director in the Minerals, Capital & Advisory Practice at Headwaters MB. His international career spans 30 plus years as an investment banker, financial analyst, metals trader and geologist. Mr. Schneyer joined Headwaters in 2010 from Mercantile Resource Finance, an advisory firm to the natural resource sector that he founded in 1996. Prior to that, he was Manager of Derivative Finance in the metals group of Barclays Bank, and a Senior Analyst in the New Business and Strategic Planning Group, at Billiton Royal Dutch Shell. Before commencing on his banking career, Mr. Schneyer worked as an oil and gas exploration geologist with Celeron Oil & Gas (Goodyear) and IP Petroleum (International Paper), and as a field geologist for the U.S. Geological Survey. Mr. Schneyer is a Director of Globex Mining Enterprises Inc. and THEMAC Resources Group Ltd. He also serves on the board of Syn Coal Solution, Inc., a private Colorado based company advancing pre-combustion coal upgrading and flue gas conditioning technology. Mr. Schneyer earned a B.A. in Geology with High Honors from Colgate University, a M.A. in Geology from the University of Texas at Austin, and a M.S. in Mineral Economics from the Colorado School of Mines. He holds the ICD.D certification from the Institute of Corporate Directors and the FINRA Series 79 investment banking license.

Pre-Approval Policies and Procedures

The Audit Committee's charter sets out responsibilities regarding the provision of non-audit services by the Company's external auditors. This policy encourages consideration of whether the provision of services other than audit services is compatible with maintaining the auditor's independence and requires Audit Committee pre-approval of permitted audit and audit-related services.

External Auditor Service Fees

The following table provides details in respect of audit, audit related, tax and other fees billed by the external auditor of the Company for professional services rendered to the Company during the fiscal years ended September 30, 2012 and 2011:

	<b>Audit Fees (\$)</b>	<b>Audit-Related Fees (\$)</b>	<b>Tax Fees (\$)</b>	<b>All Other Fees (\$)</b>
<b>Year ended September 30, 2012</b>	32,959	Nil	Nil	600
<b>Year ended September 30, 2011</b>	30,900	Nil	Nil	570

**Audit Fees** – aggregate fees billed for professional services rendered by the auditor for the audit of the Company’s annual financial statements as well as services provided in connection with statutory and regulatory filings.

**Audit-Related Fees** – aggregate fees billed for professional services rendered by the auditor and were comprised primarily of audit procedures performed related to the Company’s transition to International Financial Reporting Standards and of the review of quarterly financial statements and related documents.

**Tax Fees** – aggregate fees billed for tax compliance, tax advice and tax planning professional services. These services included reviewing tax returns and assisting in responses to government tax authorities.

**All Other Fees** – aggregate fees billed for professional services which included accounting advice and advice related to relocating employees.

### Exemptions

Since the commencement of the Company’s most recently completed financial year, the Company has not relied on:

1. the exemption in section 2.4 (*De Minimis* Non-audit Services) of NI 52-110 (which exempts all non-audit services provided by the Company’s auditor from the requirement to be pre-approved by the Audit Committee if such services are less than 5% of the auditor’s annual fees charged to the Company, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by the Audit Committee prior to the completion of that year’s audit); or
2. an exemption from the requirements of MI 52-110, in whole or in part, granted by a securities regulator under Part 8 (Exemptions) of NI 52-110.

## **Corporate Governance**

### General

Effective June 30, 2005, National Instrument 58-101 Disclosure of Corporate Governance Practices ("**NI 58-101**") and National Policy 58-201 Corporate Governance Guidelines ("**NP 58-201**") were adopted in each of the provinces and territories of Canada. NI 58-101 requires issuers to disclose annually the corporate governance practices that they have adopted. NP 58-201 provides guidance on corporate governance practices.

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. The Canadian Securities Administrators (the "**CSA**") have adopted NP 58-201, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, the CSA has implemented Form 58-101F2 under NP 58-101 which prescribes the disclosure required to be made by the Company about its corporate governance practices. This section sets out the Company’s approach to corporate governance and addresses the Company’s compliance with NI 58-101.

### Board of Directors

The Board is currently composed of six directors. Form 58-101F1 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as “independent”

directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect “material relationship” with the company. “Material relationship” is defined as a relationship which could, in the view of the company’s board of directors, be reasonably expected to interfere with the exercise of a director’s independent judgment. Of the proposed Nominees, Charles Gryba is the only “inside” or management director and accordingly is considered not “independent”. The remaining four proposed directors are considered by the Board to be “independent”, within the meaning of NI 52-110.

Management has been delegated the responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company's business in the ordinary course, managing cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board facilitates its independent supervision over management by reviewing and approving long-term strategic, business and capital plans, material contracts and business transactions, and all debt and equity financing transactions. Through its audit committee, the Board examines the effectiveness of the Company's internal control processes and management information systems. With the assistance of its compensation committee, the Board reviews executive compensation and recommends stock option grants.

### Directorships

The following table sets forth the directors of the Company who currently hold directorships with other reporting issuers:

<b>Name</b>	<b>Name of Reporting Corporation</b>	<b>Name of Exchange or Market (if applicable)</b>	<b>Position</b>	<b>From</b>	<b>To</b>
Richard D. Williams	Adroit Resources Inc.	TSX Venture Exchange	Director	Jan. 2005	Nov. 2008
	Aranka Gold Inc.	TSX Venture Exchange	Director	May 2002	May 2009
	Guyana Goldfields Inc.	Toronto Stock Exchange	Director	April 2009	Present
	Waseco Resources Inc.	TSX Venture Exchange	President Director	Dec.1996	Present
	Sparton Resources Inc.	TSX Venture Exchange	Director	June 2009	Present
	FMX Ventures Inc.	TSX Venture Exchange	Director	June 2009	Dec. 2011
	First Metals Inc.	Toronto Stock Exchange	President Director	June 2007 2006	Jan. 2010 Present

<b>Name</b>	<b>Name of Reporting Corporation</b>	<b>Name of Exchange or Market (if applicable)</b>	<b>Position</b>	<b>From</b>	<b>To</b>
Charles Gryba	First Metals Inc.	Toronto Stock Exchange	COO and Director	2006	June 2008
			V.P. Business Development	2008	Feb. 2009
	Sandspring Resources Ltd.	TSX Venture Exchange	CEO, Director and Consultant	July 2008	Nov. 2009
	Groundstar Resources Limited	Toronto Stock Exchange	VP and Director	Feb 2005	May 2005
			President and Director	Oct. 2004	May 2005
	Washmax Corp.	NEX	Director	June 2007	Present
	South American Gold and Copper Company Limited	TSX	Director	Feb 2006	April 2006
Phillip Walford	Geomaque Explorations Limited	Toronto Stock Exchange	Director and VP Exploration	Nov. 1993	April 2003
	St. Andrews Goldfileds Ltd.	Toronto Stock Exchange	Director and VP Exploration	June 1996	June 2001
	Anaconda Gold Corp.	TSX Venture Exchange	VP Exploration	Oct. 2003	March 2005
	Marathon PGM Corp.	Toronto Stock Exchange	Director and VP Exploration	Oct. 2003	March 2005
	Marathon PGM Corp.	Toronto Stock Exchange	Director, CEO and President	March 2005	Dec. 2010
	Marathon Gold Corp.	Toronto Stock Exchange	Director, CEO and President	Dec.2010	Present
	Soltoro Ltd.	TSX Venture Exchange	Director	Oct. 2005	Present
Lowell Jackson	Real Resources Inc.	Toronto Stock Exchange	Director	Nov. 1997	Oct. 2012
	WestFire Energy Ltd. WFE	Toronto Stock Exchange	Director, CEO and Preident	Nov. 1997	Aug. 2007

Name	Name of Reporting Corporation	Name of Exchange or Market (if applicable)	Position	From	To
Joel Schneyer	Globex Mining Enterprises	Toronto Stock Exchange	Director	Feb. 1997	Present
	Sandspring Resources Ltd.	TSX Venture Exchange	Director	Nov. 2006	Feb.2010
	Etruscan Resources Inc.	Toronto Stock Exchange	Director	May 2004	Oct. 2009
	Rupert Resources Ltd.	TSX Venture Exchange	Director	Oct.1999	July 2006
	Emgold Mining Corporation	TSX Venture Exchange	Director	June 2004	Nov. 2006
	THEMAC Resources Group Limited	TSX Venture Exchange	Director	Feb. 2011	Present

#### Orientation and Continuing Education

The Board does not have a formal orientation or education program for its members. The Board's continuing education is typically derived from information provided by the Company's legal counsel on recent developments in relevant corporate and securities' law matters. Additionally, historically Board members have been nominated who are familiar with the Company and the nature of its business.

#### Ethical Business Conduct

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

Under corporate legislation, a director is required to 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 reasonably prudent person would exercise in comparable circumstances. In addition, as some of the directors of the Company also serve as directors and officers of other companies engaged in similar business activities, directors must comply with the conflict of interest provisions of the OBCA, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest.

Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors which evoke such a conflict.

### Nomination of Directors

The recruitment of new directors has generally resulted from recommendations made by directors and shareholders. The Company does not have a nominating committee. Prior to standing for election, new nominees to the Board are reviewed by the entire Board.

### Compensation

Non-executive directors of the Company do not receive any fees for service on the Board but are entitled to reimbursement of out-of-pocket expenses incurred in connection with their duties and are eligible to participate in the Company's stock option plan.

### Other Board Committees

The Company has no Board committees other than the audit committee.

### Assessments

Currently the Board takes responsibility for monitoring and assessing its effectiveness as a whole, and the performance of its committees and individual directors, including reviewing the Board's decision-making processes and the quality of information provided by management, and among other things:

- overseeing strategic planning;
- monitoring the performance of the Company's assets;
- evaluating the principal risks and opportunities associated with the Company's business and overseeing the implementation of appropriate systems to manage these risks;
- approving specific acquisitions and divestitures;
- evaluating senior management; and
- overseeing the Company's internal control and management information systems.

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

The following table sets forth information in respect of the Company's equity compensation plans under which equity securities of the Company are authorized for issuance, aggregated in accordance with all equity plans previously approved by the Company's shareholders and all equity plans not approved by the Company's shareholders:

<b>Plan Category</b>	<b>Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights (#)</b>	<b>Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (\$)</b>	<b>Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (#)</b>
Equity compensation plans approved by securityholders <sup>(1)</sup>	4,050,000	\$0.12	1,778,883
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
<b>Total</b>	<b>4,050,000</b>	<b>\$0.12</b>	<b>1,778,833</b>

Note:

- (1) See "Stock Option Plan Information" for a description of the Plan. The maximum number of Common Shares that may be reserved for issuance pursuant to the Stock Option Plan will not exceed 10% of the issued Common Shares at the time of grant.

### **INDEBTEDNESS OF OFFICERS AND DIRECTORS**

As of the date hereof, there is no indebtedness of any executive officers, directors (or any associate of such director or executive officer), employees, or former executive officers, directors or employees, to the Company.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

No “informed person” (as such term is defined under applicable securities laws), proposed nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed nominee has or had a material interest, direct or indirect, in any transaction since the beginning of the Company’s most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company other than as disclosed elsewhere in this Circular.

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

Except as otherwise set out herein, no director or officer of the Company or any proposed nominee for election as a director of the Company or 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 matters to be acted upon at the Meeting.

### **ADDITIONAL INFORMATION AND AVAILABILITY OF DOCUMENTS**

Additional information relating to the Company can be found on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information is provided in the Company’s financial statements for its most recently completed financial year. Copies of the following documents are available without charge to shareholders upon request to the President and Chief Executive Officer of the Company at 141 Adelaide Street West, Suite 903, Toronto, Ontario M5H 3L5; Telephone: (416) 203-3776; Facsimile: (416) 203-1254:

1. the financial statements for the year ended September 30, 2012, together with the accompanying report of the auditor; and
2. this Circular.

### **APPROVAL AND CERTIFICATE**

The contents and the sending of this Circular have been approved by the Board. The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

**DATED** this 25<sup>th</sup> day of October, 2013.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(signed) “Charles Gryba”*

Charles Gryba  
President and Chief Executive Officer

## SCHEDULE "A"

### STOCK OPTION PLAN

#### 1. PURPOSE OF PLAN

- 1.1. The purpose of the Plan is to attract, retain and motivate persons as directors, officers, key employees and consultants of the Corporation and its Subsidiaries and to advance the interests of the Corporation by providing such persons with the opportunity, through share options, to acquire an increased proprietary interest in the Corporation.

#### 2. DEFINED TERMS

Where used herein, the following terms shall have the following meanings, respectively:

- 2.1. "Board" means the board of directors of the Corporation or, if established and duly authorized to act, the Executive Committee or another Committee appointed for such purpose by the board of directors of the Corporation;
- 2.2. "Business Day" means any day, other than a Saturday or a Sunday, on which the Exchange is open for trading;
- 2.3. "Consultant" means an individual (including an individual whose services are contracted through a personal holding corporation) with whom the Corporation or any Subsidiary has a contract for substantial services;
- 2.4. "Corporation" means CLAIM RESOURCES INC. and includes any successor corporation thereto and any subsidiary thereof;
- 2.5. "Eligible Person" means any director, officer, employee (part-time or full-time), service provider or Consultant of the Corporation or any Subsidiary;
- 2.6. "Exchange" means the TSX Venture Exchange and, where the context permits, any other exchange on which the Shares are or may be listed from time to time;
- 2.7. "Insider" means:
  - a. an Insider as defined under Section 1 (1) of the *Securities Act* (Ontario), other than a person who falls within that definition solely by virtue of being a director or senior officer of a Subsidiary; and
  - b. an associate as defined under Section 1 (1) of the *Securities Act* (Ontario) of any person who is an insider by virtue of (a) above;
- 2.8. "Market Price" at any date in respect of the Shares shall be the greatest closing price of such Shares on any Exchange on the last Business Day preceding the date on which the Option is approved by the Board (or, if such Shares are not then listed and posted for trading on the Exchange, on such stock exchange in Canada on which the Shares are listed and posted for trading as may be selected for such purpose by the Board). In the event that such Shares did not trade on such Business Day, the Market Price shall be the average of the bid and ask prices in respect of such Shares at the close of trading on such

date. In the event that such Shares are not listed and posted for trading on any stock exchange, the Market Price shall be the fair market value of such Shares as determined by the Board in its sole discretion;

- 2.9. “Option” means an option to purchase Shares granted under the Plan;
- 2.10. “Option Price” means the price per Share at which Shares may be purchased under the Option, as the same may be adjusted from time to time in accordance with Article 8;
- 2.11. “Optionee” means an Eligible Person to whom an Option has been granted;
- 2.12. “Person” means an individual, a corporation, a partnership, an unincorporated association or organization, a trust, a government or department or agency thereof and the heirs, executors, administrators or other legal representatives of an individual and an associate or affiliate of any thereof as such terms are defined in the Business Corporations Act (Ontario);
- 2.13. “Plan” means the CLAIM POST RESOURCES INC. Stock Option Plan, as the same may be amended or varied from time to time;
- 2.14. “Share Compensation Arrangement” means any stock option or stock option plan;
- 2.15. “Shares” means the common shares of the Corporation or, in the event of an adjustment contemplated by Article 8, such other shares or securities to which an Optionee may be entitled upon the exercise of an Option as a result of such adjustment; and
- 2.16. “Subsidiary” means any corporation which is a subsidiary as such term is defined in the Business Corporations Act (Ontario) (as such provision is from time to time amended, varied or re-enacted) of the Corporation.

### **3. ADMINISTRATION OF THE PLAN**

- 3.1. The Plan shall be administered in accordance with the rules and policies of the Exchange in respect of employee stock option plans by the Board. The Board shall receive recommendations of management and shall determine and designate from time to time those directors, officers, employees and Consultants of the Corporation or its Subsidiaries to whom an Option should be granted and the number of Shares, which will be optioned from time to time to any Eligible Person and the terms and conditions of the grant.
- 3.2. The Board shall have the power, where consistent with the general purpose and intent of the Plan and subject to the specific provisions of the Plan:
  - a. to establish policies and to adopt, prescribe, amend or vary rules and regulations for carrying out the purposes, provisions and administration of the Plan and make all other determinations necessary or advisable for its administration;
  - b. to interpret and construe the Plan and to determine all questions arising out of the Plan and any Option granted pursuant to the Plan and any such interpretation, construction or determination made by the Board shall be final, binding and conclusive for all purposes;

- c. to determine which Eligible Persons are granted Options and to grant Options;
- d. to determine the number of Shares covered by each Option;
- e. to determine the Option Price;
- f. to determine the time or times when Options will be granted and exercisable;
- g. to determine if the Shares which are subject to an Option will be subject to any restrictions upon the exercise of such Option; and
- h. to prescribe the form of the instruments relating to the grant, exercise and other terms of Options which initially shall be substantially in the form annexed hereto as Schedule "A".

#### **4. SHARES SUBJECT TO THE PLAN**

- 4.1. Options may be granted in respect of authorized and unissued Shares provided that, the maximum aggregate number of Shares reserved by the Corporation for issuance and which may be purchased upon the exercise of all Options, subject to adjustment of such number pursuant to the provisions of Section 8 hereof, shall not exceed 10% of the then issued and outstanding Shares of the Corporation. Shares in respect of which Options are not exercised shall be available for subsequent Options under the Plan. No fractional Shares may be purchased or issued under the Plan.

#### **5. ELIGIBILITY, GRANT, TERMS OF OPTIONS**

- 5.1. Options may be granted to Eligible Persons. The Corporation covenants that all employees, service providers, Consultants or individuals employed by companies providing management services to the Corporation shall be bona fide employees, service providers, Consultants or employees of such Consultants or service providers of the Corporation or its subsidiaries.
- 5.2. Options may be granted by the Corporation pursuant to the recommendations of the Board from time to time provided and to the extent that such decisions are approved by the Board.
- 5.3. Subject to the provisions of this Plan, the number of Shares subject to each Option, the Option Price, the expiration date of each Option, the extent to which each Option is exercisable from time to time during the term of the Option and other terms and conditions relating to each such Option shall be determined by the Board. At no time shall the period during which an Option shall be exercisable exceed 5 years.
- 5.4. In the event that no specific determination is made by the Board with respect to any of the following matters, the period during which an Option shall be exercisable shall be 5 years from the date the Option is granted to the Optionee and the Options shall vest on the date of the grant save and except that Options granted to persons or Consultants employed in Investor Relations Activities (as defined in the policies of the Exchange) shall vest in stages over 12 months with no more than ¼ of the Options vesting in any three month period.

- 5.5. The Option Price of Shares which are the subject of any Option shall in no circumstances be lower than the Market Price of the Shares at the date of the grant of the Option less any applicable discounts permitted by the Exchange.
- 5.6. The maximum number of Shares which may be reserved for issuance to Insiders under the Plan or under any other Share Compensation Arrangement in any 12 month period shall be 10% of the Shares outstanding at the date of the grant (on a non-diluted basis).
- 5.7. The maximum number of Shares which may be issued to any one Optionee and such Optionee's associates under the Plan and any other Share Compensation Arrangement in any 12 month period shall be 5% of the Shares outstanding at the date of the issuance (on a non-diluted basis).
- 5.8. The maximum number of shares which may be reserved for issuance to persons employed in Investor Relations Activities under the Plan or under any other Share Compensation Arrangement in any 12 month period shall not exceed 2% of the Shares outstanding at the date of grant (on a non-diluted basis).
- 5.9. The maximum number of shares which may be reserved for issuance to any one person employed as a Consultant under the Plan or any other Share Compensation Arrangement in any 12 month period shall not exceed 2% of the Shares outstanding at the date of the grant (on a non-diluted basis).
- 5.10. Any entitlement to acquire Shares granted pursuant to the Plan or any other Share Compensation Arrangement prior to the Optionee becoming an Insider shall be excluded for the purposes of the limits set out in 5.6 and 5.7 above.
- 5.11. An Option is personal to the Optionee and is non-assignable and non-transferable.
- 5.12. Disinterested shareholder approval shall be required for any reduction in the exercise price of the Options if the optionholder is an Insider of the Corporation at the time of a proposed amendment to the exercise price.

## **6. EXERCISE OF OPTIONS**

- 6.1. Subject to the provisions of the Plan, an Option may be exercised from time to time by delivery to the Corporation at its registered office of a written notice of exercise addressed to the Secretary of the Corporation specifying the number of Shares with respect to which the Option is being exercised and accompanied by payment in full of the Option Price of the Shares to be purchased. Certificates for such Shares shall be issued and delivered to the Optionee within a reasonable period of time following the receipt of such notice and payment.
- 6.2. Notwithstanding any of the provisions contained in the Plan or in any Option, the Corporation's obligation to issue Shares to an Optionee pursuant to the exercise of an Option shall be subject to:
  - a. completion of such registration or other qualification of such Shares or obtaining approval of such governmental or regulatory authority as counsel to the Corporation shall reasonably determine to be necessary or advisable in connection with the authorization, issuance or sale thereof;

- b. the listing of such Shares on the Exchange; and
- c. the receipt from the Optionee of such representations, agreements and undertakings, including as to future dealings in such Shares, as the Corporation or its counsel reasonably determines to be necessary or advisable in order to safeguard against the violation of the securities laws of any jurisdiction.

In this connection the Corporation shall, to the extent necessary, take all reasonable steps to obtain such approvals, registrations and qualifications as may be necessary for the issuance of such Shares in compliance with applicable securities laws and for the listing of such Shares on the Exchange.

## **7. TERMINATION OF EMPLOYMENT: DEATH**

- 7.1. Subject to Section 7.2 and any express resolution passed by the Board with respect to an Option, an Option, and all rights to purchase pursuant thereto, shall expire and terminate 30 days after the Optionee ceasing to be a director, officer or a part-time or full-time employee or service provider of the Corporation or of any Subsidiary. The entitlement of a Consultant to Options including the termination thereof shall be in accordance with the terms of the consulting agreement entered into between the Corporation or the Subsidiary and the Consultant.
- 7.2. If, before the expiry of an Option in accordance with the terms thereof, the employment of the Optionee with the Corporation or with any Subsidiary shall terminate, in either case by reason of the death of the Optionee, such Option may, subject to the terms thereof and any other terms of the Plan, be exercised by the legal representative(s) of the estate of the Optionee at any time during the first six months following the death of the Optionee (but prior to the expiry of the Option in accordance with the terms thereof) but only to the extent that the Optionee was entitled to exercise such Option at the date of the termination of his employment.
- 7.3. Options shall not be affected by any change of employment of the Optionee or by the Optionee ceasing to be a director where the Optionee continues to be employed by the Corporation or continues to be a director of the Subsidiary or an officer of the Corporation or any Subsidiary.

## **8. CHANGE IN CONTROL AND CERTAIN ADJUSTMENTS**

- 8.1. Notwithstanding any other provision of this Plan in the event of:
  - a. the acquisition by any Person who was not, immediately prior to the effective time of the acquisition, a registered or a beneficial shareholder in the Corporation, of Shares or rights or options to acquire Shares of the Corporation or securities which are convertible into Shares of the Corporation or any combination thereof such that after the completion of such acquisition such Person would be entitled to exercise 30% or more of the votes entitled to be cast at a meeting of the shareholders; or
  - b. the sale by the Corporation of all or substantially all of the property or assets of the Corporation;

then notwithstanding that at the effective time of such transaction the Optionee may not be entitled to all the Shares granted by the Option, the Optionee shall be entitled to exercise the Options to the full amount of the Shares remaining at that time within 90 days of the close of any such transaction.

- 8.2. Appropriate adjustments with respect to Options granted or to be granted, in the number of Shares optioned and in the Option Price, shall be made by the Board to give effect to adjustments in the number of Shares of the Corporation resulting from subdivisions, consolidations or reclassifications of the Shares of the Corporation, the payment of stock dividends or cash dividends by the Corporation (other than dividends in the ordinary course), the distribution of securities, property or assets by way of dividend or otherwise (other than dividends in the ordinary course), or other relevant changes in the capital stock of the Corporation or the amalgamation or merger of the Corporation with or into any other entity, subsequent to the approval of the Plan by the Board. The appropriate adjustment in any particular circumstance shall be conclusively determined by the Board in its sole discretion, subject to approval by the Shareholders of the Corporation and to acceptance by the Exchange respectively, if applicable.

## **9. AMENDMENT OR DISCONTINUANCE**

- 9.1. The Board may amend or discontinue the Plan at any time upon receipt of requisite regulatory approval including without limitation, the approval of the Exchange, provided, however, that no such amendment may increase the maximum number of Shares that may be optioned under the Plan, change the manner of determining the minimum Option Price or, without the consent of the Optionee, alter or impair any of the terms of any Option previously granted to an Optionee under the Plan. Any amendments to the terms of an Option shall also require regulatory approval, including without limitation, the approval of the Exchange.

## **10. MISCELLANEOUS PROVISIONS**

- 10.1. The holder of an Option shall not have any rights as a shareholder of the Corporation with respect to any of the Shares covered by such Option until such holder shall have exercised such Option in accordance with the terms of the Plan (including tendering payment in full of the Option Price of the Shares in respect of which the Option is being exercised) and the issuance of Shares by the Corporation.
- 10.2. Nothing in the Plan or any Option shall confer upon an Optionee any right to continue in the employ of the Corporation or any Subsidiary or affect in any way the right of the Corporation or any Subsidiary to terminate his employment at any time; nor shall anything in the Plan or any Option be deemed or construed to constitute an agreement, or an expression of intent, on the part of the Corporation or any Subsidiary to extend the employment of any Optionee beyond the time which he would normally be retired pursuant to the provisions of any present or future retirement plan of the Corporation or any Subsidiary or beyond the time at which he would otherwise be retired pursuant to the provisions of any contract of employment with the Corporation or any Subsidiary.
- 10.3. To the extent required by law or regulatory policy or necessary to allow Shares issued on exercise of an Option to be free of resale restrictions, the Corporation shall report the grant, exercise or termination of the Option to the Exchange and the appropriate securities regulatory authorities.

**11. SHAREHOLDER AND REGULATORY APPROVAL**

The Plan shall be subject to the approval of the shareholders of the Corporation to be given by a resolution passed at a meeting of the shareholders of the Corporation in accordance with the *Business Corporations Act* (Ontario) and to acceptance by the Exchange. Any Options granted prior to such approval and acceptances shall be conditional upon such approval and acceptance being given and no such Options may be exercised unless such approval and acceptance is given.

## SCHEDULE “B”

### CLAIM POST RESOURCES INC. (the “Company”)

#### BY-LAW NO. 2013-1 Amendment to the General By-Laws of the Company

#### ADVANCE NOTICE REQUIREMENT FOR NOMINATIONS OF DIRECTORS

The General By-laws of the Company are hereby amended by adding the following as Section 3.13 thereof:

#### 3.13 Nomination of Directors.

Subject to the provisions of the *Business Corporations Act* (Ontario) (the “Act”) and the articles of the Company (the “Articles”), a nominee will not be eligible for election as director of the Company unless such nomination is made in accordance with the following procedures.

Nominations of a person for election to the Board of Directors (the “Board”) may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors:

1. by or at the direction of the Board or an authorized officer of the Company, including pursuant to a notice of meeting;
2. by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Act or a requisition of the shareholders made in accordance with the provisions of the Act; or
3. by any person (a “Nominating Shareholder”) (A) who, at the close of business on the date of the giving of the notice provided for below in this Section 3.13 and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting and (B) who complies with the notice procedures set forth below:
  - (a) In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the Corporate Secretary of the Company at the registered office of the Company in accordance with this Section 3.13.
  - (b) To be timely, a Nominating Shareholder’s notice to the Corporate Secretary of the Company must be made:

- (i) in the case of an annual meeting of shareholders, not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is called for a date that is less than 50 days after the date (the “**Notice Date**”) on which the first Public Announcement (as defined below) of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the tenth (10th) day following the Notice Date; and
  - (ii) in the case of a special meeting (other than an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made. In no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of a Nominating Shareholder’s notice as described above.
- (c) To be in proper written form, a Nominating Shareholder’s notice to the Corporate Secretary of the Company must set forth:
- (i) as to each person whom the Nominating Shareholder proposes to nominate for election as a director (A) the name, age, business address and residence address of the person, (B) the principal occupation or employment of the person, (C) the class or series and number of shares in the share capital of the Company which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice, and (D) any other information relating to the person that would be required to be disclosed in a dissident’s proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below); and
  - (ii) as to the Nominating Shareholder giving the notice, any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote any shares of the Company and any other information relating to such Nominating Shareholder that would be required to be made in a dissident’s proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below). The Company may require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as an independent director of the Company or that could be material to a reasonable shareholder’s understanding of the independence, or lack thereof, of such proposed nominee.
- (d) No person shall be eligible for election as a director of the Company unless nominated in accordance with the provisions of this Section 3.13; provided, however, that nothing in this Section 3.13 shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the Act. The chairman of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing

provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

- (e) For purposes of this Section 3.13, (i) “**Public Announcement**” shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Company under its profile on the System of Electronic Document Analysis and Retrieval at [www.sedar.com](http://www.sedar.com); and (ii) “**Applicable Securities Laws**” means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada.
- (f) Notwithstanding any other provision of the General By-laws, notice given to the Corporate Secretary of the Company pursuant to this Section 3.13 may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Corporate Secretary of the Company for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Corporate Secretary at the address of the principal executive offices of the Company; provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Toronto time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this By-Law.

## SCHEDULE “C”

### CLAIM POST RESOURCES INC.

#### CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

##### Name

There shall be a committee of the board of directors (the “**Board**”) of CLAIM POST RESOURCES INC. (the “**Company**”) known as the Audit Committee (the “**Committee**”).

##### Purpose

The Committee has been established to assist the Board in fulfilling its oversight responsibilities and fiduciary obligations. The primary functions and areas of responsibility of the Committee are to:

- review, report and provide recommendations to the Board on the annual and interim financial statements and related Management’s Discussion and Analysis (“**MD&A**”);
- identify and monitor the management of the principal risks that could impact the financial reporting of the Company;
- make recommendations to the Board regarding the appointment, terms of engagement and compensation of the external auditor;
- monitor the integrity of the Company’s financial reporting process and system of internal controls regarding financial reporting and accounting compliance;
- oversee the work of the external auditors engaged for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company;
- resolve disagreements between management and the external auditor regarding financial reporting;
- receive the report of the external auditors, who must report directly to the Committee; and
- provide an avenue of communication among the Company’s external auditors, management, and the Board.

##### Composition and Qualifications

All Committee members shall meet all applicable requirements prescribed under the *Business Corporations Act* (Ontario), as well as any requirements or guidelines prescribed from time to time under applicable securities legislation, including National Instrument 52-110 (“**NI 52-110**”) as amended, restated or superseded. The Committee shall be comprised of not less than three directors as determined from time to time by the Board. Subject to certain exceptions enumerated in NI 52-110, each member shall be an independent director who is free from any direct or indirect relationship that would, in the view of the Board, reasonably interfere with the exercise of the member’s independent judgment. While it is not necessary for members to have a comprehensive knowledge of generally accepted accounting principles and standards, all members of the Committee shall be “financially literate” so as to be able to

read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the issues raised by the Company's financial statements. A director who is not financially literate may be appointed to the Committee by the Board provided that such director becomes financially literate within a reasonable period following his or her appointment, and provided that the Board has determined that such appointment will not materially adversely affect the ability of the Committee to act independently.

Committee members shall be appointed by the Board. The Board shall designate the Chair of the Committee. If a Chair is not designated or present at any meeting, the members of the Committee may designate a Chair by majority vote. The Chair shall have responsibility for ensuring that the Committee fulfills its mandate and duties effectively.

Each member of the Committee shall continue to be a member until a successor is appointed, unless the member resigns, is removed or ceases to be a director. The Board may fill a vacancy at any time.

### **Meetings**

The Committee shall meet at least four times annually, or more frequently as circumstances dictate, and at least once in each fiscal quarter. A notification for each of the meetings shall be disseminated to Committee members two days prior to each meeting. A majority of the members of the Committee shall constitute a quorum for meetings.

An agenda shall be prepared by the Chair of the Committee as far in advance of each meeting as reasonably practicable. Minutes of all meetings of the Committee shall be prepared as soon as possible following the meeting and submitted for approval at or prior to the next following meeting.

The Committee should meet privately at least once per year with management of the Company, the Company's external auditors, and as a committee to discuss any matters that the Committee or any of these groups believe should be discussed.

### **Specific Responsibilities and Duties**

Specific responsibilities and duties of the Committee shall include, without limitation, the following:

#### *General Review Procedures*

1. Review and reassess the adequacy of this Charter at least annually and submit any proposed amendments to the Board for approval.
2. Review the Company's annual audited financial statements, related MD&A, and other documents prior to filing or distribution of such documents or issuing a press release in respect of the financial statements and MD&A. Review should include discussion with management and external auditors of significant issues regarding accounting principles, practices, and significant management estimates and judgments.
3. Annually, in consultation with management and external auditors, consider the integrity of the Company's financial reporting processes and controls. Discuss significant financial risk exposures and the steps management has taken to monitor, control and report such exposures. Review significant findings prepared by the external auditors and the internal auditing department together with management's responses.

4. Review the effectiveness of the overall process for identifying the principal risks affecting financial reporting and provide the Committee's views to the Board of Directors.
5. Review with financial management and the external auditors the Company's quarterly financial results, related MD&A and other documents prior to the filing or distribution of such documents or issuing a press release in respect of the financial statements and MD&A. Discuss any significant changes to the Company's accounting principles. The Chair of the Committee may represent the entire Committee for purposes of this review.

#### *External Auditors*

6. The external auditors are ultimately accountable to the Committee, as representatives of the shareholders. The external auditors must report directly to the Committee, who shall review the independence and performance of the auditors and annually recommend to the Board the appointment of the external auditors or approve any discharge of auditors when circumstances warrant. The Committee shall approve the compensation of the external auditors.
7. The Committee must approve all non-audit and non-tax services to be provided to the Company or its subsidiary entities.
8. On an annual basis, the Committee should review and discuss with the external auditors all significant relationships they have with the Company that could impair the auditors' independence.
9. Review the external auditors' audit plan and discuss and approve the audit scope, staffing, locations, reliance upon management, and general audit approach.
10. Prior to releasing the year-end earnings, discuss the results of the audit with the external auditors. Discuss any matters that are required to be communicated to audit committees in accordance with the standards established by the Canadian Institute of Chartered Accountants.
11. Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in the Company's financial reporting.

#### *Legal Compliance*

12. On at least an annual basis, review with the Company's counsel any legal matters that could have a significant impact on the organization's financial statements, the Company's compliance with applicable laws and regulations and inquiries received from regulators or governmental agencies.

#### *Other Miscellaneous Responsibilities*

13. Annually assess the effectiveness of the Committee against its mandate and report the results of the assessment to the Board.
14. Prepare and disclose a summary of the mandate to shareholders.

15. Perform any other activities consistent with this mandate, the Company's by-laws and governing law, as the Committee or the Board deems necessary or appropriate.

### **Authority**

The Committee shall have the authority to:

1. delegate approval-granting authority to pre-approve non-audit services by the external auditor to one or more of its members;
2. engage independent counsel and other advisors as it determines necessary to carry out its duties;
3. set and pay the compensation for any advisors employed by the Committee; and
4. communicate directly with the external auditors.

### **Reporting**

The Committee shall report its deliberations and discussions regularly to the Board and shall submit to the Board the minutes of its meetings.

### **Resources**

The Committee shall have full and unrestricted access to all of the Company's books, records, facilities and personnel as well as the Company's external auditors and shall have the authority, in its sole discretion, to conduct any investigation appropriate to fulfilling its responsibilities. The Committee shall further have the authority to retain, at the Company's expense, such special legal, accounting or other consultants or experts as it deems necessary in the performance of its duties and to request any officer or employee of the Company or the Company's external counsel or auditors to attend a meeting of the Committee.

### **Limitation on the Oversight Role of the Committee**

Nothing in this Charter is intended, or may be construed, to impose on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all members of the Board are subject.

Each member of the Committee shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside the Company from whom he or she receives information, and the accuracy of the information provided to the Company by such persons or organizations.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and in accordance with generally accepted accounting principles and applicable rules and regulations, each of which is the responsibility of management and the Company's external auditors.