

**MILLENMIN VENTURES INC.**

**NOTICE OF MEETING**

**AND**

**MANAGEMENT INFORMATION CIRCULAR**

**WITH RESPECT TO THE**

**ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**Meeting to be held at 10:00 a.m. (Toronto time)**

**Wednesday, December 24, 2014 at**

**133 Richmond St W, Suite 203**

**Toronto, Ontario**

**DATED as of November 20, 2014**

## MILLENMIN VENTURES INC.

### NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an annual general and special meeting (the "**Meeting**") of the shareholders of **MillenMin Ventures Inc.** (the "**Corporation**") will be held at 133 Richmond St W, Suite 203, Toronto, Ontario M5H 2L3 on Wednesday, December 24, 2014 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive the Corporation's audited financial statements for the financial year ended February 28, 2014 together with the auditors' report thereon;
2. to elect five directors of the Corporation for the ensuing year;
3. to appoint MNP LLP, Chartered Accountants, as the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
4. to consider and if deemed appropriate, to pass with or without variation, a resolution confirming re-approval of the Corporation's incentive stock option plan, as more particularly described in the accompanying management information circular (the full text of the incentive stock option plan is attached to the management information circular as Schedule "A"); and
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

**The specific details of the matters to be put before the Meeting as identified above are set forth in a management information circular (the "Circular") of the Corporation accompanying this notice.**

**Shareholders who are unable to attend the Meeting in person are requested to complete, sign, date and return to Computershare Investors Services Inc., the transfer agent and registrar of the Corporation, the enclosed form of proxy. To be effective, a proxy must be received for verification by 10:00 a.m. (Toronto time) on Monday, December 22, 2014, or in the case of any adjournment of the meeting, not less than 48 hours prior to the time of such meeting. The Chairman of the Meeting may refuse to recognize any instrument of proxy received after such time.**

**The Board of Directors of the Corporation have fixed the close of business on November 14, 2014 as the record date for the determination of the shareholders of the Corporation entitled to receive notice of the Meeting.**

**DATED** at Toronto, Ontario as of this 20th day of **November**, 2014.

**BY ORDER OF THE BOARD OF DIRECTORS**

(Signed) "Yunkai Cai"

Yunkai (Kent) Cai

President, Secretary and Director

## MILLENMIN VENTURES INC.

133 Richmond St W, Suite 203, Toronto, Ontario M5H 2L3

Telephone: (416) 366-1888 Fax: (416) 366-1886

### MANAGEMENT INFORMATION CIRCULAR containing information as at November 20, 2014

#### SOLICITATION OF PROXIES

**This Information Circular (the “Circular”) is furnished in connection with the solicitation of proxies by and on behalf of the management of MillenMin Ventures Inc. (the “Corporation”) for use at the annual general and special meeting of shareholders of the Corporation (the “Meeting”) to be held at 10:00 a.m., (Toronto Time) on Wednesday, December 24, 2014, at 133 Richmond St W, Suite 203 Toronto, Ontario M5H 2L3 and at any adjournment thereof for the purposes set forth in the enclosed notice of meeting.**

The costs incurred in the preparation and mailing of the Proxy Form, Notice of Meeting and this Circular (the “**Meeting Materials**”) will be borne by the Corporation. In addition to mailing forms of proxy, proxies may be solicited by personal interviews, or by telephone, facsimile or electronically, or by directors, officers and employees of the Corporation who will not be directly compensated therefor. In accordance with National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer*, arrangements have been made to forward proxy solicitation materials to the beneficial owners of common shares of the Corporation (“**Common Shares**”). The Corporation may reimburse shareholders’ nominees or agents (including brokers holding the Common Shares on behalf of clients) for the costs incurred in obtaining from their principals proper authorization to execute the form of proxy. The costs of solicitation will be borne by the Corporation.

Accompanying this Circular is a form of proxy for use at the Meeting (the “**Instrument of Proxy**”). Each registered shareholder of record at the close of business on November 14, 2014 (the “**Record Date**”) is entitled to attend and vote at the Meeting, and such registered shareholders are encouraged to participate in the Meeting and are urged to vote on matters to be considered in person or by proxy. Unless otherwise stated, the information contained in this Circular is given as of November 20, 2014. All figures in the Circular are expressed in Canadian dollars unless otherwise indicated.

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

No person who has been a director or an officer of the Corporation at any time since the beginning of its last completed financial year, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any such director or officer has any material interest, directly or indirectly, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the meeting, except as disclosed in this Circular.

#### APPOINTMENT AND REVOCATION OF PROXIES

##### Appointment of Proxy

The persons named in the enclosed Instrument of Proxy are officers and directors of the Corporation (the “**Management Designees**”). **A shareholder desiring to appoint some other person (who need not be a shareholder of the Corporation) to represent him or her at the Meeting may do so by striking out the names of the persons specified in the Instrument of Proxy, filling in the name of such person in the blank space provided in the Instrument of Proxy and signing the Instrument of 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, in all cases, deposit the completed Instrument of Proxy with the Corporation's transfer agent and registrar, Computershare Investors Services Inc., 100 University Avenue, 9th Floor Toronto, Ontario M5J 2Y1, by mail or fax not later than 10:00 a.m. (Toronto time) Monday, December 22, 2014 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays and holidays, preceding the time of such adjourned meeting, at which the proxy is to be used. 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.

A shareholder attending the meeting has the right to vote in person and, if he does so, his or her proxy is nullified with respect to the matters such person votes upon and any subsequent matters thereafter to be voted upon at the meeting or any adjournment thereof.

### **Revocation of Proxy**

In addition to any other manner permitted by law, a proxy may be revoked before it is exercised by instrument in writing executed in the same manner as a proxy and deposited at the registered office of the Corporation at 133 Richmond St W, Suite 203 Toronto, Ontario M5H 2L3, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used or with the Chairman of the meeting on the day of such meeting or any adjournment thereof and thereupon the proxy is revoked.

### **OTHER MATTERS WHICH MAY COME BEFORE THE MEETING**

The management knows of no matters to come before the Meeting other than as set forth in the notice of meeting. **However, if other matters, which are not known to the management, should properly come before the Meeting, the accompanying Instrument of Proxy will be voted on such matters in accordance with the best judgment of the persons voting the proxy.**

### **VOTING OF PROXIES**

The persons named in the enclosed Instrument of Proxy are each a director and/or officer of the Corporation, and have indicated their willingness to represent as proxy the shareholder who appoints them. Each shareholder may instruct his proxy how to vote his or her shares by marking the appropriate box(es) on the Instrument of Proxy. The persons named in the accompanying Instrument of Proxy will vote or withhold from voting the shares in respect of which they are appointed in accordance with the direction of the shareholder appointing them. **In the absence of any such specifications, the Management Designees, if named as proxy, will vote in favour of all the matters set out herein. The enclosed Instrument of Proxy confers discretionary authority upon the persons named therein with respect to amendments of or variations to the matters identified in the accompanying Notice of Meeting and with respect to other matters which may properly be brought before the Meeting.**

### **EXERCISE OF DISCRETION BY PROXIES**

The shares represented by proxies in favour of management nominees will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and, if a shareholder specifies a choice with respect to any matter to be acted upon at the meeting, the shares represented by the proxy shall be voted accordingly. **Where no choice is specified, the proxy will confer discretionary authority and will be voted for the election of directors and for the appointment of auditors and the authorization of the directors to fix their remuneration and for each item of special business, as stated elsewhere in this Circular. The enclosed Instrument of Proxy also confers discretionary authority upon the persons named therein to vote with respect to any amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting in such manner as such nominee in his or her judgment may determine.** At the time of printing this Circular,

the management of the Corporation knows of no such amendments, variations or other matters to come before the meeting.

## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Corporation has fixed the close of business on November 14, 2014 as the Record Date for the purposes of determining shareholders entitled to receive the Notice of Meeting and vote at the Meeting. The Corporation is authorized to issue an unlimited number of Common Shares without par value of which, as at the Record Date, 9,100,000 Common Shares were issued and outstanding. Each Common Share entitles the holder thereof to one vote for each matter voted at the Meeting.

Holders of Common Shares acquired subsequent to the Record Date and prior to the date of the Meeting are also entitled to attend and vote at the Meeting. If a shareholder has transferred the ownership of any of his, her or its Common Shares after the Record Date and the transferee of those Common Shares produces properly endorsed certificates or otherwise establishes that he, she or it owns Common Shares and demands not later than 10 days before the Meeting, that his or her name be included in the list of persons entitled to vote at the Meeting, then the transferee is entitled to have such Common Shares voted at the Meeting.

The By-laws of the Corporation provide that a quorum for the transaction of business at any meeting of shareholders shall be two (2) persons present each being a shareholder entitled to vote thereat or a duly appointed proxyholder. If a quorum is present at the opening of any meeting of shareholders, the shareholders present or represented may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of any meeting of shareholders, the shareholders present or represented may adjourn the meeting to a fixed time and place but may not transact any other business.

To the knowledge of the directors and senior officers of the Corporation, as at the Record Date, the only shareholders who beneficially own, or control or direct, directly or indirectly, voting securities carrying more than 10% of the voting rights of the total issued and outstanding Common Shares of the Corporation are as follows:

Name	Number of Shares Owned	
	Common Shares	Percentage of Class
Shunyi Yao	1,200,000	13.2%
MillenAsia Resource Inc. <sup>(1)</sup>	4,000,000	44.0%

(1) MillenAsia Resource Inc. is a private company 100% owned by Li Liu, the spouse of Shunyi Yao.

## ADVICE TO BENEFICIAL SHAREHOLDERS OR NON-REGISTERED OWNERS

**The information set forth in this section is of significant importance to many shareholders, as a substantial number of shareholders may not hold Common Shares in their own name.** Shareholders who hold their Common Shares through their brokers, banks, trust companies, trustees or other persons, or who otherwise do not hold their Common Shares in their own name (referred to in this Circular as “**Beneficial Shareholders**” or “**Non-Registered Owner**”) should note that only proxies deposited by shareholders who are registered shareholders (that is, shareholders whose names appear on the records maintained by the Transfer Agent for Common Shares as registered holders of Common Shares) will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those Common Shares will, in all likelihood, not be registered in the shareholder’s name. Such Common Shares will more likely be registered under the name of the shareholder’s broker or an agent of that broker (an “**Intermediary**”). In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for the Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker’s clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in**

**advance of the Meeting.** Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of the shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting.

In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Corporation has distributed copies of the Meeting Materials (i) directly to non-registered owners who have advised their Intermediary that they do not object to the Intermediary providing their ownership information to the issuers whose securities they beneficially own ("**Non-Objecting Beneficial Owners**" or "**NOBOs**"), and (ii) to the clearing agencies and Intermediaries for onward distribution to non-registered owners who have advised their Intermediary that they object to the Intermediary providing their ownership information ("**Objecting Beneficial Owners**" or "**OBOs**").

This Circular, along with the Proxy Form and Notice of Meeting, is being sent to both registered and non-registered owners of the Corporation. If you are a non-registered owner, and the Corporation or its agent has sent these materials directly to you, your name and address about your shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary who holds your shares on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding your shares on your behalf) has assumed responsibility for (i) delivering the materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the enclosed request for voting instructions.

Intermediaries are required to forward the Meeting Materials to Objecting Beneficial Owners unless an Objecting Beneficial Owner has waived the right to receive them. Intermediaries typically use a service company such as Broadridge Financial Solutions Inc. ("**BFS**") in Canada to forward the Meeting Materials to Objecting Beneficial Owners.

The form of proxy supplied to an Objecting Beneficial Owner by its Intermediary is substantially similar to the Instrument of Proxy provided directly to registered shareholders by the Corporation. However, its purpose is limited to instructing the Intermediary how to vote on behalf of the Objecting Beneficial Owner. BFS typically prepares a machine-readable Voting Instruction Form ("**VIF**"), mails those forms to Objecting Beneficial Owners and asks Objecting Beneficial Owners to return the forms to BFS, or otherwise communicate voting instructions to BFS (by way of the Internet or telephone, for example). BFS then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **The Objecting Beneficial Owner who receives a BFS VIF cannot use that form to vote Common Shares directly at the Meeting. The VIFs must be returned to BFS (or instructions respecting the voting of Common Shares must otherwise be communicated to BFS) well in advance of the Meeting in order to have Common Shares voted. If you have any questions respecting the voting of Common Shares held through an Intermediary, please contact that Intermediary for assistance.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his broker, CDS & Co. or other intermediary, the Beneficial Shareholder may attend the Meeting as proxyholder and vote Common Shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder, should enter their own names in the blank space on the Instrument of Proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

All references to shareholders in this Circular and the accompanying Instrument of Proxy and Notice are to registered shareholders unless specifically stated otherwise.

## STATEMENT OF EXECUTIVE COMPENSATION

## Compensation Discussion and Analysis

### Introduction

The objectives of the Corporation's compensation strategy will be to provide adequate levels of base compensation for its President & Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") and any other named executive officers ("NEOs"), as defined in National Instrument 51-102 – *Continuous Disclosure Obligations* ("NI 51-102"), as well as discretionary bonuses to act as incentive mechanisms for achieving corporate goals and objectives, for the 12 month period after giving effect to the Qualifying Transaction, as presented in the filing statement filed on SEDAR on May 14, 2012. These objectives and goals are disclosed in the limited context of the Corporation's compensation programs and should not be understood to be statements of management's expectations or estimates of financial results or other guidance. Management of the Corporation specifically cautions investors not to apply these statements to other contexts. Each NEO will receive a base salary in recognition of the position's day-to-day duties and responsibilities, which constitutes the largest share of the NEOs compensation package. The board of directors will review each NEO's base salary on an annual basis, and may also consider an NEO's qualifications, experience, length of service and past contributions in determining an NEO's base salary. The board of directors may also set, throughout the year, discretionary bonuses to serve as incentive mechanisms for the meeting of particular corporate goals and objectives, or for the Corporation's financial performance.

The board of directors of the Corporation has not conducted a formal evaluation of the implications of the risks associated with the Corporation's compensation policies. Risk management is a consideration of the board of directors when implementing its compensation policies and the board of directors believes that the Corporation's compensation policies do not result in unnecessary or inappropriate risk taking including risks that are likely to have a material adverse effect on the Corporation.

The board of directors of the Corporation established and adopted the 2009 stock option plan (the "**Stock Option Plan**") on October 28, 2009, a copy of which is attached hereto as Schedule "A". The Stock Option Plan will be used to attract, retain and incentivize qualified and experienced personnel. It will be an important part of the Corporation's long-term incentive strategy for its NEOs, as well as for its other directors, officers, other management, employees and consultants (collectively, "eligible persons"), permitting them to participate in any appreciation of the market value of the Common Shares over a stated period of time. The Stock Option Plan is designed to foster a proprietary interest in stock ownership, and to reinforce a commitment to the Corporation's long-term growth, performance and success as well as increasing shareholder value.

The board of directors will review the grant of stock options to NEOs from time to time, based on various factors such as the NEOs level of responsibility and role and importance in the Corporation achieving its corporate goals, objectives and prospects. Previous grants of Options are taken into account when considering new grants of stock options to NEOs.

The Corporation completed its Qualifying Transaction on May 25, 2012, and has been paying compensation to its officers pursuant to a compensation program designed to attract, motivate, reward and retain the personnel required to achieve the Corporation's business goals and objectives.

### Use of Financial Instruments

The Corporation does not have a policy that would prohibit a NEO or director from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director. However, management is not aware of any NEO or director purchasing such an instrument.

### Summary Compensation Table

The following table sets forth all compensation paid for the past three fiscal years ended February 29, 2012, February 28, 2013, and February 28, 2014 for services in all capacities to the Corporation and its subsidiaries in respect of the Corporation's NEOs.

Name and Principal Position	Fiscal Year Ended February 28	Salary (\$)	Share-Based Awards (\$)	Option-Based Awards <sup>(4)</sup> (\$)	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long Term Incentive Plans			
Shunyi Yao <sup>(1)</sup> Chief Executive Officer	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2012	Nil	Nil	1,642	Nil	Nil	Nil	Nil	1,642
Yunkai Cai <sup>(2)</sup> President and Corporate Secretary	2014	102,000	Nil	Nil	Nil	Nil	Nil	Nil	102,000
	2013	76,500	Nil	Nil	Nil	Nil	Nil	Nil	76,500
	2012	Nil	Nil	958	Nil	Nil	Nil	Nil	958
Sheng Wang <sup>(3)</sup> Chief Financial Officer	2014	30,300	Nil	Nil	Nil	Nil	Nil	Nil	30,300
	2013	18,000	Nil	Nil	Nil	Nil	Nil	Nil	18,000
	2012	Nil	Nil	958	Nil	Nil	Nil	Nil	958

- (1) Shunyi Yao was appointed as Chief Executive Officer on August 25, 2010.
- (2) Yunkai Cai was appointed as President and Chief Financial Officer on August 25, 2010 and resigned as Chief Financial Officer on May 25, 2012.
- (3) Sheng Wang was appointed as Chief Financial Officer on May 25, 2012.
- (4) In connection with the Stock options granted on May 7, 2010, the Corporation recognized share-based payments of \$nil for the years ended February 28, 2014 and February 28, 2013, and of \$5,473 for the year ended February 29, 2012 by using the Black-Scholes model. For information on the key assumptions and estimates used, refer to the notes to the Corporation's financial statements for each of those years, copies of which are available on the SEDAR website at [www.sedar.com](http://www.sedar.com). Copies of such financial statements will be provided to securityholders without charge upon request.
- (5) There were no options exercised by the Named Executive Officers during the financial year ended February 28, 2014.
- (6) No stock options were granted during the years ended February 29, 2012, February 28, 2013, and February 28, 2014.

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

The following table sets forth for each NEO all option-based awards outstanding at the end of the financial year ended February 28, 2014. The Corporation did not have any share-based awards outstanding at the end of February 28, 2014.

Name	Option-Based Awards				Share-Based Awards	
	No. of securities underlying unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options <sup>(1)</sup> (\$)	No. of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value of Shares-Based Awards that Have Not Vested (\$)
Shunyi Yao Chief Executive	120,000	0.10	May 7, 2015	Nil	N/A	N/A

Officer						
Yunkai Cai President and Secretary; Former CFO	70,000	0.10	May 7, 2015	Nil	N/A	N/A
Sheng Wang Chief Financial Officer	70,000	0.10	May 7, 2015	Nil	N/A	N/A

(1) This amount is calculated based on the difference between the closing price of the Common Shares on February 28, 2014 of \$0.05, being the most recent day the Common Shares traded on the TSXV for the financial year ended February 28, 2014 and the exercise price of the stock options.

### Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth, for each NEO, information concerning the incentive award plans of the Corporation during the financial year ended February 28, 2014. The only incentive award plan of the Corporation during the financial year was the Stock Option Plan.

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Shunyi Yao Chief Executive Officer	N/A	N/A	N/A
Yunkai Cai President and Secretary; Former CFO	N/A	N/A	N/A
Sheng Wang Chief Financial Officer	N/A	N/A	N/A

### PENSION PLAN BENEFITS

No defined benefit plans were granted to the Corporation's employees, officers or directors during the financial year ended February 28, 2014.

### TERMINATION AND CHANGE OF CONTROL BENEFITS

The Corporation has no contracts, agreements, plans or arrangements with the NEOs' to compensate them in the event of any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Corporation or a change in an NEO's responsibilities.

### DIRECTOR COMPENSATION

Directors of the Corporation do not receive fees for attending the meetings of the board of directors, committees of the board of directors or shareholders. Directors participate in the Corporation's Stock Option Plan. During the financial year ended February 28, 2014, no options to purchase Common Shares were exercised by Directors, and none of the directors of the Corporation earned or were paid any compensation (cash or otherwise) for their services as directors of the Corporation or in any other capacity. The Corporation has no other arrangement for the Directors of the Corporation.

### Stock Option Plan

The Stock Option Plan established by the Corporation provides that the Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with the requirements of the TSX Venture Exchange (the "TSX-V"), grant to directors, officers, employees and consultants of the Corporation, non-

transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance, shall not exceed 10% of the issued and outstanding Common Shares.

On May 7, 2010, the Corporation granted incentive stock options (the “**Stock options**”) to acquire an aggregate of 400,000 Common Shares at an exercise price of \$0.10 per option, which is equal to the market price at grant date, to the directors and officers of the Corporation, which expire 5 years from the date of grant.

In connection with the Stock options granted on May 7, 2010, the Corporation recognized share-based payments of \$nil for the years ended February 28, 2014 and February 28, 2013, and of \$5,473 for the year ended February 29, 2012 by using the Black-Scholes model.

There were no options exercised by the directors and officers of the Corporation during the financial year ended February 28, 2014.

### Director Compensation Table

The following table sets out the compensation paid to the directors of the Corporation for the financial year ended February 28, 2014.

Name <sup>(1)</sup>	Fees earned (\$)	Share-based awards (\$)	Option-based Awards (\$)	Non-equity incentive plan compensation (\$)	Pension Value (\$)	All other compensation (\$)	Total (\$)
John H. Paterson	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Kenny Wan	N/A	N/A	N/A	N/A	N/A	N/A	N/A

(1) Information for Shunyi Yao, the Chief Executive Officer and a director of the Corporation, for Yunkai Cai, the President and Secretary and a director of the Corporation, and for Sheng Wang, the Chief Financial Officer and a director of the Corporation has been provided under the summary compensation table in *Statement of Executive Compensation*.

### Directors’ Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth for the directors of the Corporation all option-based awards outstanding at the end of the financial year ended February 28, 2014. The Corporation did not have any share-based awards outstanding as at February 28, 2014.

Name <sup>(1)</sup>	Option-Based Awards				Share-Based Awards	
	No. of securities underlying unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options <sup>(2)</sup> (\$)	No. of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value of Shares-Based Awards that Have Not Vested (\$)
John H. Paterson	70,000	0.10	May 7, 2015	Nil	N/A	N/A
Kenny Wan	70,000	0.10	May 7, 2015	Nil	N/A	N/A

(1) Information for Shunyi Yao, the Chief Executive Officer and a director of the Corporation, and for Yunkai Cai, the President and Secretary and a director of the Corporation, and for Sheng Wang, the Chief Financial Officer and a director of the Corporation has been provided under the Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards in *Statement of Executive Compensation*.

(2) This amount is calculated based on the difference between the closing price of the Common Shares on February 28, 2014 of \$0.05, being the most recent day the Common Shares traded on the TSXV for the financial year ended February 28, 2014 and the exercise price of the stock options.

### Directors' Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth, for the directors of the Corporation, information concerning the incentive award plans of the Corporation during the financial year ended February 28, 2014. The only incentive award plan of the Corporation during the financial year was the Stock Option Plan.

Name <sup>(1)</sup>	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
John H. Paterson	N/A	N/A	N/A
Kenny Wan	N/A	N/A	N/A

(1) Information for Shunyi Yao, the Chief Executive Officer and a director of the Corporation, for Yunkai Cai, the President and a director of the Corporation, and for Sheng Wang, the Chief Financial Officer and a director of the Corporation has been provided under the Incentive Plan Awards - Value Vested or Earned During the Year in *Statement of Executive Compensation*.

### SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth the number of securities authorized for issuance under the Stock Option Plan as of February 28, 2014:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	400,000 <sup>(1)</sup>	\$0.10	510,000 <sup>(2)</sup>
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	400,000 <sup>(1)</sup>	\$0.10	510,000 <sup>(2)</sup>

(1) On May 7, 2010 the Corporation granted options for an aggregate of 400,000 Common Shares under the Stock Option Plan to the directors and officers of the Corporation.

(2) As at February 28, 2014, the number of stock options that the Corporation was authorized to issue was 910,000 representing 10% of the total number of issued and outstanding common shares. As at February 28, 2014, there were 400,000 stock options issued and exercisable. The remaining 510,000 stock options are available for future issuance.

### INDEBTEDNESS OF DIRECTORS AND THE NEOS

None of the directors, the executive officers or proposed directors of the Corporation or any associate of any such director or officer to the Corporation is, or at any time since the beginning of the Corporation's most recently completed financial year has been, indebted to the Corporation, nor were any of these individuals indebted to any other entity, at any time since the beginning of the most recently completed financial year where that indebtedness has been the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Corporation, including under any securities purchase or other program.

### INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For purposes of the following discussion, "Informed Person" means (a) a Director or Executive Officer of the Corporation; (b) a Director or Executive Officer of a person or company that is itself an Informed Person or a subsidiary of the Corporation; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation or a

combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Corporation, other than the voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Corporation itself if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed below, elsewhere herein or in the Notes to the Corporation's financial statements for the financial year ended February 28, 2014, none of:

- (a) the Informed Persons of the Corporation;
- (b) the proposed nominees for election as a Director of the Corporation; or
- (c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, in any transaction since the commencement of the last financial year of the Corporation or in a proposed transaction which has materially affected or would materially affect the Corporation.

The directors of the Corporation and, where applicable, their respective holding companies, or their associate or affiliate currently hold 6,000,000 Common Shares representing approximately 65.9% of the total outstanding Common Shares of the Corporation

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

### **1. Audited Financial Statements**

The audited financial statements of the Corporation for the fiscal year ended February 28, 2014 and the report of the auditors thereon will be submitted to the Meeting. Receipt at the Meeting of the auditors' report, and the Corporation's financial statements and the management's discussion and analysis for this fiscal period will not constitute approval or disapproval of any matters referred to therein.

### **2. Election of Directors of the Corporation**

The Board of Directors presently consists of five (5) directors to be elected for the ensuing year, to hold office until the next annual meeting of shareholders or until the successors of such directors are duly elected or appointed. The following table sets forth the names of all the persons proposed to be nominated by management of the Corporation for election as directors, the province or state and country of residence of each nominee, the period during which any such person has been a director of the Corporation, their principal occupations or employment at the present time and during the preceding five years, and the number of voting securities of the Corporation beneficially owned, directly or indirectly, or over which control or direction is exercised by each of them as of the date hereof.

<b>Name, Province and Country of Residence</b>	<b>Position</b>	<b>Principal Occupation</b>	<b>Date First Appointed as a Director</b>	<b>No. of Common Shares Held or Controlled and %<sup>(3)</sup> of Outstanding Common Shares</b>
Shunyi Yao <sup>(2)</sup> Ontario, Canada	Chairman, Chief Executive Officer and Director	Businessman, Chief Executive Officer and Director of the Corporation	August 21, 2009	1,200,000 (13.2%)
John H. Paterson <sup>(1)</sup> San Jose., Costa Rica	Director	Engineer and Businessman, Director of the Corporation	August 21, 2009	300,000 (3.3%)
Yunkai (Kent) Cai <sup>(1)</sup> Ontario, Canada	President, Secretary and Director	Geologist, President, Chief Financial Officer, Secretary and Director of the Corporation	August 10, 2009	200,000 (2.2%)
Kenny Wan <sup>(1)</sup> Ontario, Canada	Director	Chartered Accountant, Director of the Corporation	August 21, 2009	200,000 (2.2%) <sup>(4)</sup>
Sheng (Sam) Wang <sup>(2)</sup> British Columbia, Canada	Chief Financial Officer and Director	Certified General Accountant, Director of the Corporation	September 21, 2009	100,000 (1.1%)

Notes:

- (1) Member of the Audit Committee. The Corporation does not have a compensation, nominating or corporate governance committee.
- (2) After giving effect to the Qualifying Transaction on May 25, 2012, Shunyi Yao was appointed as Chairman of the board of directors of the Corporation, Sheng (Sam) Wang was appointed as Chief Financial Officer of the Corporation.
- (3) Based on issued and outstanding shares as at November 14, 2014.
- (4) These shares are held by 1363662 Ontario Ltd., a company which is 100% owned by Kenny Wan.

The Management Designees named in the accompanying Instrument of Proxy (if named and absent contrary directions) intend to vote Common Shares represented thereby for the election of the director nominees named in the foregoing table to the Board. Management of the Corporation has no reason to believe that any of the director nominees will be unable to serve as a director. Each director elected will hold office until the next annual meeting of shareholders or until his successor is duly elected, unless his office is earlier vacated in accordance with the by-laws of the Corporation and the provisions of the *Canada Business Corporations Act* to which the Corporation is subject.

The following is a brief description of the principal occupation of each of the director nominees during the past five years.

### **Shunyi Yao**

Mr. Yao has over 18 years of experience of investment and management in the mining industry. He is the founder and has been the Chairman and Chief Executive Officer of Wuhan Huaze Science & Technology Development Ltd. since August 2003. He is also the founder and has been the Chairman and Chief Executive Officer of Huaze Energy Inc., based in Toronto, Ontario, from January 2007 to the present. Mr. Yao holds a M.Eng. degree from Wuhan University of Technology and received his EMBA from Shanghai Fudan University in June 2009.

### **John H. Paterson**

Mr. Paterson is a professional mining engineer who brings with him over 30 years of experience of company management and business development with both major and junior mining companies. He was formerly the President and CEO of Aurogin Resources Ltd. (TSX-V) from April 2002 to August 2007, which developed the El Sastre gold mine in Guatemala prior to merging with Morgain Minerals Inc. (which formed Castle Gold Corporation and subsequently Argonaut Gold). Mr. Paterson was the President of Geomaque Explorations Inc. (TSX) from 1991 to 2001 during which time the company developed the San Francisco mine in Mexico and the Vueltas del Rio Mine in Honduras. He is currently the President & CEO of Centram Geothermal Inc, a private renewable energy company focused on Central America. He also currently serves on the boards of Plato Gold

Corp. (TSX-V: PGC), NWM Mining Corporation (TSX-V: NWM). He received his B.Sc.(Eng.) degree and M.Sc. (Eng.) degree both in mining from Queen's University in Kingston.

### **Yunkai (Kent) Cai**

Mr. Cai has over 20 years of experience in conducting mineral exploration and development, project management, property evaluations, company management and operation, and geo-scientific studies throughout Canada, China and Indonesia. From December 2003 to January 2006, Mr. Cai was the Executive Vice President and General China Manager of McVicar Resources Inc. (TSX-V:MCV). He is currently the President and a director, and one of the founders for McVicar Energy Inc. from March 2005 to the present. He has also acted as the President and a director of Huaze Energy Inc. since its incorporation on January 11, 2007. He holds a B.Eng. degree, M.Eng. degree, and a Ph.D. degree in Geology from China University of Geosciences.

### **Kenny Wan**

Mr. Wan has been a Chartered Accountant since 1987 and has been the principal of his own public accounting firm since 1996. Prior to forming his own firm, Mr. Wan specialized in information system audits while working for a major Canadian financial institution and a major Canadian public media company. He was the Chief Executive Officer and a Director of Active Growth Capital Inc. (TSX-V: ACK) between August 2008 and November 2010. Mr. Wan obtained a Bachelor of Business Administration and a Master of Business Administration, both from York University in Toronto.

### **Sheng (Sam) Wang**

Mr. Wang was the Senior Accounting Manager and Business Development Manager of Hanwei Energy Services Corp. (TSX:HE) between December 2006 and September 2007. He was the Accounting Manager of Y&O Ventures Corp, the predecessor of Hanwei Energy Services Corp, between January 2006 and December 2006. Mr. Wang founded Canadian Regal International Finance Inc. in September 2004, and has been its president since its founding. He is also a founder and president of Canadian Green Biotech Inc., a health food distributor, since January 2001. From November 2010 to April 2011, Mr. Wang was a director and audit committee chair of Xianburg Data Systems Canada Corporation (TSXV: XDS). Mr. Wang was the Chief Executive Officer, Chief Financial Officer, and a Director of Genius World Investments Limited (NEX: GNW.H) from December 2007 to September 2012. He is currently chief financial officer of Julian Resources Inc. (TSXV: JLR), and a director and Chief Financial Officer of CINS Holding Corp. (CSE: CHD), a technology company listed on the Canadian Securities Exchange ("CSE"). Mr. Wang is a Certified General Accountant. He obtained a B.A. from Shenzhen University in China in 1992 and a MBA from York University, Ontario in 2000.

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

Other than as otherwise described herein, no proposed director of the Corporation, is as of the date of this Circular or has been, within the 10 years preceding the date of this Circular, a director, chief executive officer or chief financial officer of any issuer that:

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

Other than as otherwise described herein, no proposed director of the Corporation:

- is, as of the date of this Circular, or has been within 10 years preceding this date, 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
- has, within the ten years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement, or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

### **Committees of the Directors**

The audit committee (the “**Audit Committee**”) of the Corporation is comprised of three (3) directors, being Messrs. Yunkai (Kent) Cai, Kenny Wan and John H. Paterson.

### **3. Appointment of Auditors**

Shareholders will be asked to vote for the re-appointment of MNP LLP, Chartered Accountants, Vancouver, British Columbia, as auditors of the Corporation for the ensuing year and to authorize the Board of Directors of the Corporation to fix their remuneration. The auditors will hold office until the next annual meeting of shareholders or until their successors are duly appointed. **Unless such authority is withheld, the Management Designees, if named as proxy in the accompanying Instrument of Proxy, intend to vote the Common Shares represented by any such proxy in favour of a resolution re-appointing MNP LLP, Chartered Accountants, as auditors for the Corporation for the ensuing year.**

## **PARTICULARS OF SPECIAL BUSINESS TO BE ACTED UPON AT THE MEETING**

### **1. Annual Approval of Stock Option Plan**

Pursuant to the TSX-V Policy 4.4 – *Incentive Stock Options* (the “**Option Policy**”), the Corporation is required to receive yearly re-approval for a rolling stock option plan. The Board of Directors of the Corporation adopted and approved the Stock Option Plan on October 28, 2009. The below summary of the Stock Option Plan is qualified in full by full text of the Stock Option Plan, a copy of which is attached hereto as Schedule “A”. In addition, a copy of the Stock Option Plan is available for review on SEDAR at [www.sedar.com](http://www.sedar.com) under the Company’s profile.

The Stock Option Plan provides that the Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with the TSX-V requirements, grant to directors, officers, employees and consultants of the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the total issued and outstanding Common Shares of the Corporation, exercisable for a period of up to five years from the date of the grant. The purpose of the Stock Option Plan is to advance the interests of the Corporation, through the grant of options, by providing an incentive mechanism to foster the interest of Eligible Persons (as defined in the Stock Option Plan) in the success of the Corporation and its affiliates; encouraging Eligible Persons to remain with the Corporation or its affiliates, and by attracting new directors, officers, employees and consultants.

In connection with the foregoing, the maximum number of Common Shares reserved for issuance in any 12 month period: a) to any one optionee other than a consultant shall not exceed 5% of the issued and outstanding Common Shares at the date of the grant; b) to any consultant shall not exceed 2% of the issued and outstanding Common Shares at the date of the grant; c) to all persons conducting investor relations activities shall not exceed 2% of the issued and outstanding number of Common Shares at the date of the grant; d) to “Insiders” (as such

term is defined in the policies of the TSX-V) of the Corporation shall not 10% of the issued and outstanding Common Shares of the Corporation.

As at the date of this Circular, the Corporation had 400,000 stock options issued and outstanding which were granted in connection with the Corporation's initial public offering. The stock options are exercisable at \$0.10 per share until May 7, 2015. There were no options exercised by the directors and officers of the Corporation during the financial year ended February 28, 2014.

Options currently granted under the Stock Option Plan have a maximum term of 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of six months after such death, subject to the expiry date of such option and further provided that the option terminates immediately if cessation was for cause.

Accordingly, at the Meeting, shareholders will be asked to consider, and if thought appropriate, to approve an ordinary resolution in the following form:

**“BE IT RESOLVED THAT:**

1. Subject to any necessary regulatory approval, the Corporation's stock option plan in the form set out in Schedule “A” to the management information circular of the Corporation dated November 20, 2014 is hereby approved.
2. Any one of a group comprised of the directors and officers of the Corporation is hereby authorized to do on behalf of the Corporation all acts and things and execute such other documents and instruments as may be necessary or desirable in the opinion of the director or officer to carry out and give effect to the intent of these resolutions, such documents and instruments to be in such form as the director or officer may approve, such approval to be conclusively evidenced by the director's or officer's signature thereto.

The Board of the Corporation recommends the approval of the Stock Option Plan. To be effective, the resolution to approve the Stock Option Plan must be approved by not less than a majority of the votes cast by the holders of Common Shares present in person, or represented by proxy, at the Meeting.

**Unless otherwise indicated, the Management Designees named in the accompanying Instrument of Proxy will vote the Common Shares represented by such Instrument of Proxy in favour of such resolution.**

## **CORPORATE GOVERNANCE**

National Policy 58-101- *Disclosure of Corporate Governance Practices* requires the Corporation to disclose, on an annual basis, its corporate governance practices set out below.

### **Board of Directors**

The Board of Directors is responsible for overseeing the management of the Corporation and the conduct of the Corporation's affairs to protect shareholder interests. The Board of Directors facilitates its exercise of independent supervision over the Corporation's management through the operation of the Audit Committee, meetings of the Board and by ensuring that the Board includes a number of independent directors.

The five (5) directors of the Corporation are presently Shunyi Yao, John Paterson, Yunkai (Kent) Cai, Kenny Wan and Sheng (Sam) Wang, two (2) of whom, John Paterson and Kenny Wan are independent. Shunyi Yao, the Chairman and Chief Executive Officer of the Corporation, Yunkai (Kent) Cai, the President, and Secretary of the Corporation, and Sheng (Sam) Wang, the Chief Financial Officer of the Corporation are considered to be non-independent directors.

The role of the Corporation's Chairman is to chair all meetings of the Board in a manner that promotes meaningful discussion, and to lead the Board to enhance the Board's effectiveness in meeting its responsibilities. The Chairman's responsibilities include ensuring that the Board works together as a cohesive team. In addition, the Chairman encourages discussion and communication between the Board and management and setting the strategic direction and processes of the Board and committees.

## Directorships

The following directors are currently a director of one or more other reporting issuers as set out below:

Name	Name of Reporting Issuer	Name of Exchange or Market
John H. Paterson	Plato Gold Corp. NWM Mining Corporation	TSX-V TSX-V
Sheng (Sam) Wang	CINS Holding Corp.	CSE

## Orientation and Continuing Education

The Corporation does not have a formal orientation or continuing education program for its Board of Directors. All of the current directors are familiar with the Corporation's business and affairs. In addition, most of the directors have or have had experience with public companies. New directors are provided with the policies of the Board of Directors, publicly filed documents of the Corporation and other relevant corporate and business information. As directors are nominated only for a one-year term, if a director is no longer able to meet his or her obligations as a director, he or she will not be nominated for the subsequent term.

## Ethical Business Conduct

A Code of Business Conduct and Ethics (the "Code") has been adopted by the Board of Directors of the Corporation to summarize the standards of business conduct that must guide its actions. This Code applies to all directors, officers, and employees of Corporation and its subsidiaries, if any. A copy of the Code may be obtained from the Corporation upon request.

The Board takes steps to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer of the Corporation has a material interest, which include ensuring that directors and officers are familiar with the rules concerning reporting conflicts of interest and obtaining direction from the Corporation's Chief Executive Officer and/or the Corporation's legal counsel, as appropriate, regarding any potential conflicts of interest.

The Corporation has issued and circulated this Code to all officers, directors and employees to deter wrongdoing and to promote: (a) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (b) the avoidance of conflicts of interest, including disclosure to an appropriate person of any material transaction or relationship that reasonably could be expected to give rise to such a conflict; (c) confidentiality with respect to corporate information; (d) the protection and proper use of corporate assets and opportunities; (e) compliance with applicable governmental laws, rules and regulations; (f) the prompt internal reporting of any violations of this Code to an appropriate person or person identified in the Code; and (g) accountability for adherence to the Code.

## Nomination of Directors

The Board of Directors is responsible for identifying new candidates for nomination to the Board. The recruitment of directors has generally resulted from recommendations made by current directors and officers of

the Corporation based on corporate law and regulatory requirements as well as relevant education and experience related to the Corporation's business.

## **Compensation**

None of the Board of Directors currently earns any cash compensation for their services as at the date of this Circular. The CEO, President, and CFO receive compensation in an amount commensurate with their duties and responsibilities.

## **Other Board Committees**

Given the Corporation's size, and its development stage, the Board does not currently have a compensation committee or any committees other than the Audit Committee, particulars of which are described below.

## **Assessments**

The Board of Directors monitors the adequacy of information given to directors. The Board does not consider that formal assessments would be useful at this stage of the Corporation's development, but satisfies itself on an informal basis, from time to time, that its members and its committees are performing effectively.

## **AUDIT COMMITTEE**

Pursuant to National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”), the Corporation is required to disclose annually in its management information circular certain information with respect to the composition of the audit committee of the Board of Directors (the “**Audit Committee**”), and its relationship with its independent auditor.

The primary function of the Audit Committee is to assist the Corporation's Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Corporation to regulatory authorities and shareholders, the Corporation's systems of internal controls regarding finance and accounting and the Corporation's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Corporation's policies, procedures and practices at all levels. The Audit Committee also reviews and appraises the performance of the Corporation's external auditors, and provides an open avenue of communication among the Corporation's auditors, financial and senior management and the Board of Directors.

## **Audit Committee Charter**

The Audit Committee has a formal charter that specifically defines its roles and responsibilities, attached hereto as Schedule “B”.

## **Composition of the Audit Committee**

The Audit Committee of the Corporation is currently comprised of three (3) directors; Yunkai (Kent) Cai, Kenny Wan and John H. Paterson, all of whom are financially literate. Mr. Wan and Mr. Paterson qualify as independent directors as defined in NI 52-110.

## **Audit Committee Oversight**

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

## Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-Audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemptions) of NI 52-110.

## Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in Section 2(j) of the Audit Committee Charter attached hereto as Schedule "B".

## External Auditor Service Fees (by Category)

The aggregate fees incurred by the Corporation to its external auditors during the two most recently completed financial years are as follows:

Financial Year Ended	Audit Fees <sup>(1)</sup>	Audit Related Fees <sup>(2)</sup>	Tax Fees <sup>(3)</sup>	All Other Fees <sup>(4)</sup>
February 28, 2014	\$12,000	Nil	\$1,500	Nil
February 28, 2013	\$14,700	Nil	\$3,000	Nil

### Notes:

- (1) **Audit Fees:** Audit fees were paid for professional services rendered by the auditors for the audit of the Corporation's annual financial statements as well as services provided in connection with statutory and regulatory filings.
- (2) **Audit-Related Fees:** Audit-related fees are fees paid for professional services rendered by the auditors.
- (3) **Tax Fees:** Tax fees paid for tax compliance, tax advice and tax planning professional services. These services would include reviewing tax returns and assisting in responses to government tax authorities.
- (4) **All Other Fees:** Fees such as those payable for professional services which include accounting advice.

## Venture Issuer Exemption

The Corporation has relied on the exemption provided in section 6.1 of NI 52-110 as the Corporation is a "venture issuer" as that term is defined under NI 52-110 and is exempt from the requirements of Part 3 (Composition of Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

## ADDITIONAL INFORMATION

Financial information is provided in the Corporation's audited financial statements and related management's discussion and analysis for the year ended February 28, 2014. Copies of the above and additional information relating to the Corporation can be obtained on SEDAR at [www.sedar.com](http://www.sedar.com) or can be obtained free of charge by contacting the Corporation at 133 Richmond St W, Suite 203 Toronto, Ontario M5H 2L3, Telephone: (416) 366-1888.

## APPROVAL OF BOARD OF DIRECTORS

The contents and sending of the Notice of Annual General and Special Meeting of the Corporation's shareholders and this Management Information Circular have been approved by the Board of Directors of the Corporation.

**DATED** at Toronto, Ontario this 20<sup>th</sup> day of November 2014.

## BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "Yunkai Cai"  
Yunkai (Kent) Cai  
President,  
Secretary and Director

Schedule "A"  
MILLENMIN VENTURES INC.

**2009 STOCK OPTION PLAN  
ARTICLE I INTRODUCTION**

1.1 Purpose of Plan

The purpose of this Plan is to advance the interests of the Corporation, through the grant of Options, by:

- (a) providing an incentive mechanism to foster the interest of Eligible Persons in the success of the Corporation and its Affiliates;
- (b) encouraging Eligible Persons to remain with the Corporation or its Affiliates; and
- (c) attracting new Directors, Officers, Employees and Consultants.

1.2 Definitions

- (a) "Affiliate" means with respect to a company, a second company that is a parent or subsidiary of the first company or that is controlled by the same company or individual as the first company.
- (b) "Associate" has the meaning ascribed thereto in the Securities Act.
- (c) "Board" means the board of directors of the Corporation, or any committee of the board of directors to which the duties of the board of directors hereunder are delegated.
- (d) "Capital Pool Company" means a CPC as this term is defined in the CPC Policy;.
- (e) "Change of Control" means:
  - (i) any Person, or combination of Persons acting jointly or in concert, acquiring or becoming the beneficial owner of, directly or indirectly, more than 50% of the voting securities of the Corporation, whether through the acquisition of previously issued and outstanding voting securities of the Corporation or of voting securities of the Corporation that have not been previously issued, or any combination thereof or any other transaction having a similar effect; and
  - (ii) amalgamation, merger or arrangement of the Corporation with or into another where the holders of Shares immediately prior to the transaction will hold less than 51% of the voting securities of the resulting entity upon completion of the transaction.
- (f) "Corporation" means MillenMin Ventures Inc., and includes any successor corporation thereto.
- (g) "Consultant" means, in relation to the Corporation, an individual or a Consultant Company, other than a Director, Officer, Employee or Management Company Employee of the Corporation, that:
  - (i) is engaged to provide on an ongoing bona fide basis, consulting, technical, management or other services to the Corporation or to an Affiliate of the Corporation, other than services provided in relation to a distribution;
  - (ii) provides the services under a written contract between the Corporation or the Affiliate and the individual or the Consultant Company;
  - (iii) in the reasonable opinion of the Corporation, spends or will spend a significant amount of time and attention on the affairs and business of the Corporation or an Affiliate of the Corporation; and

- (iv) has a relationship with the Corporation or an Affiliate of the Corporation that enables the individual to be knowledgeable about the business and affairs of the Corporation,
- and while the Corporation is a Capital Pool Company, Consultant means, where permitted by Securities Laws, a technical consultant whose particular industry expertise is in relation to the business of the Vendors or the Target Company (as those terms are defined in the CPC Policy).
- (h) “Consultant Company” means for an individual Consultant, a company or partnership of which the individual is an employee, shareholder or partner.
- (i) “CPC Policy” means “Policy 2.4 – Capital Pool Companies” of the TSX Venture Exchange.
- (j) “Director” means a director of the Corporation or any of its Subsidiaries.
- (k) “Disinterested Shareholder Approval” has the meaning ascribed thereto in “Policy 4.4 – Incentive Stock Options” of the TSX Venture Exchange.
- (l) “Eligible Person” means an Employee, Management Company Employee, Director, Officer or Consultant of the Corporation or any of its Subsidiaries and, except in relation to a Consultant Company, includes a company that is wholly-owned by such persons; provided that, while the Corporation is a Capital Pool Company, Eligible Person means a Director, Officer or Consultant.
- (m) “Employee” means:
- (i) an individual who is a bona fide employee of the Corporation or of any Subsidiary of the Corporation under the *Income Tax Act* (Canada);
- (ii) an individual who works full-time for the Corporation or of any Subsidiary of the Corporation providing bona fide services normally provided by an employee and who is subject to the same control and direction by the Corporation over the details and methods of work as an employee of the Corporation, but for whom income tax deductions are not made at source; or
- (iii) an individual who works for the Corporation or a Subsidiary of the Corporation on a continuing and regular basis for a minimum amount of time per week, providing bona fide services normally provided by an employee and who is subject to the same control and direction by the Corporation over the details and methods of work as an employee of the Corporation, but for whom income tax deductions are not made at source.
- (n) “Exchange” means the TSX Venture Exchange or any other stock exchange on which the Shares are listed.
- (o) “Insider” of the Corporation shall mean a Participant who is an “insider” of the Corporation as defined in the Securities Act.
- (p) “Investor Relations Activities” means the activities as defined under the rules and policies of the Exchange.
- (q) “Management Company Employee” means an individual who is a bona fide employee of a company providing management services to the Corporation, which are required for the ongoing successful operation of the business enterprise of the Corporation, but excluding a person engaged in Investor Relations Activities.
- (r) “Market Price” means, as of any date, the value of the Shares, determined as follows:

- (i) if the Shares are listed on the TSX Venture Exchange, the Market Price shall be the closing price of the Shares on the TSX Venture Exchange for the last market trading day prior to the date of the grant of the Option less any discount permitted by the TSX Venture Exchange;
  - (ii) if the Shares are listed on The Toronto Stock Exchange, the Market Price shall be the closing price of the Shares on The Toronto Stock Exchange for the last market trading day prior to the date of the grant of the Option;
  - (iii) if the Shares are listed on an exchange other than the TSX Venture Exchange or The Toronto Stock Exchange, the Market Price shall be the closing price of the Shares (or the closing bid, if no sales were reported) as quoted on such exchange for the last market trading day prior to the date of the grant of the Option; and
  - (iv) if the Shares are not listed on an exchange, the Market Price shall be determined in good faith by the Board.
- (s) “Officer” means a senior officer of the Corporation or any of its Subsidiaries.
  - (t) “Option” means an option to purchase Shares granted under the terms of the Plan.
  - (u) “Option Commitment” means the notice of grant of an Option delivered by the Corporation hereunder to an Optionee and substantially in the form of Exhibit A hereto.
  - (v) “Option Period” means the period during which an Option may be exercised.
  - (w) “Optionee” means a Participant to whom an Option has been granted under the terms of the Plan.
  - (x) “Participant” means, in respect of the Plan, a person who elects to participate in the Plan.
  - (y) “Person” has the meaning ascribed thereto in the Securities Act.
  - (z) “Plan” means the Stock Option Plan established and operated pursuant to Article II hereof, as the same may be amended from time to time.
  - (aa) “Securities Act” means the *Securities Act*, R.S.B.C., 1996 c. 418, as amended.
  - (bb) “Securities Laws” means the applicable securities legislation or regulations of any jurisdiction of Canada, or the applicable bylaws, rules or other regulatory instruments of a self regulatory body, exchange or quotation and trade reporting system.
  - (cc) “Share Compensation Arrangement” means the Plan described herein and any other stock option, stock option plan, employee stock purchase plan or any other compensation or incentive mechanism involving the issuance or potential issuance of Shares to one or more Eligible Persons.
  - (dd) “Shares” means the common shares of the Corporation.
  - (ee) “Subsidiary” has the meaning ascribed thereto in the Securities Act.

## **ARTICLE II STOCK OPTION PLAN**

### **2.1 Participation**

Options to purchase Shares may be granted hereunder to Eligible Persons.

## 2.2 Determination of Option Recipients

The Board shall make all necessary or desirable determinations regarding the granting of Options to Eligible Persons and may take into consideration the present and potential contributions of a particular Eligible Person to the success of the Corporation and any other factors which it may deem proper and relevant.

## 2.3 Exercise Price

The exercise price per Share shall be determined by the Board but, in any event, shall not be lower than the Market Price of the Shares. Any reduction in the exercise price of an Option held by an Optionee who is an Insider of the Corporation at the time of the proposed reduction will require Disinterested Shareholder Approval; provided that, while the Corporation is a capital Pool Company, the exercise price per Share for an Option granted shall not be less than the greater of the IPO Share (as this term is defined in the CPC Policy) price and the Discounted Market Price.

## 2.4 Grant of Options

The Board may at any time authorize the granting of Options to such Eligible Persons as it may select for the number of Shares that it shall designate, subject to the provisions of the Plan. A Director of the Corporation to whom an Option may be granted shall not participate in the decision of the Board to grant such Option. The date of each grant of Options shall be determined by the Board when the grant is authorized. For Options granted to Employees, Consultants or Management Company Employees, the Corporation represents that the Optionee is a bona fide Employee, Consultant or Management Company Employee, as the case may be.

## 2.5 Option Commitment

Each Option granted to an Optionee shall be evidenced by an Option Commitment detailing the terms of the Option and upon delivery of the Option Commitment to the Optionee by the Corporation the Optionee shall have the right to purchase the Shares underlying the Option at the exercise price set out therein, subject to any provisions as to the vesting of the Option.

## 2.6 Terms of Options

The periods within which Options may be exercised and the number of Shares which may be exercised in any such period shall be determined by the Board at the time of granting the Options provided, however, that all Options shall be exercisable during a period not extending beyond five years from the date of the Option grant.

## 2.7 Exercise of Option

Subject to the provisions of the Plan, an Option may be exercised from time to time by delivery to the Corporation of a written notice of exercise specifying the number of Shares with respect to which the Option is being exercised and accompanied by payment in full of the exercise price of the Shares to be purchased. Certificates for such Shares shall be issued and delivered to the Optionee within a reasonable time following the receipt of such notice and payment. While the Corporation is a Capital Pool Company, no Option granted pursuant to the Plan may be exercised before the Completion of the Qualifying Transaction (as defined in the CPC Policy) unless the Optionee agrees in writing to deposit the Shares acquired into escrow until the issuance of the Final Exchange Bulletin (as defined in the CPC Policy).

## 2.8 Hold Period

If required by the Exchange, in addition to any resale restrictions under Securities Laws, all stock options and any Shares issued on the exercise of stock options shall be legended with a four month Exchange hold period commencing on the date the Options were granted.

## 2.9 Vesting

Options granted pursuant to the Plan are exercisable by an Optionee and vest over a period of eighteen months as follows:

- (a) 25% of the initial aggregate number of Shares which may be purchased under the Option will vest on the date of grant;
- (b) 25% of the initial aggregate number of Shares which may be purchased under the Option will vest on the date which is six months after the date of grant;
- (c) 25% of the initial aggregate number of Shares which may be purchased under the Option will vest on the date which is twelve months after the date of grant; and
- (d) 25% of the initial aggregate number of Shares which may be purchased under the Option will vest on the date which is eighteen months after the date of grant.

#### 2.10 Lapsed Options

If Options are surrendered, terminated or expire without being exercised in whole or in part, new Options may be granted covering the Shares not purchased under such lapsed Options.

#### 2.11 Death of Optionee

If an Optionee ceases to be an Eligible Person due to its death, any Option held by it at the date of death shall be exercisable by the legal representative(s) of the estate of the Optionee. All such Options shall be exercisable only to the extent that the Optionee was entitled to exercise the Option at the date of death and only for six months after the date of death or prior to the expiration of the Option Period in respect thereof, whichever is sooner.

#### 2.12 Termination of Employment

If an Optionee ceases to be an Employee or other Eligible Person, other than as a result of termination with cause, or ceases to act as a Director of the Corporation or any of its Subsidiaries, any Option held by such Optionee at the effective date thereof shall be exercisable only to the extent that the Optionee is entitled to exercise the Option and only for 60 days thereafter (or such longer period as may be prescribed by law) or prior to the expiration of the Option Period in respect thereof, whichever is sooner. Notwithstanding the foregoing, Options granted to an Optionee who is engaged in Investor Relations Activities must expire within 30 days after the Optionee ceases to be employed to provide Investor Relations Activities. In the case of an Optionee being dismissed from employment or service for cause, the Option shall immediately terminate and shall no longer be exercisable as of the date of such dismissal.

Options granted under the Plan to a Participant while the Corporation is a Capital Pool Company that does not continue as a Director, Officer, Employee or Consultant of the Resulting Issuer (as this term is defined in the CPC Policy), have a maximum term of the later of 12 months after the Completion of the Qualifying Transaction (as this term is defined under the CPC Policy) and 90 days after the Participant ceases to be a Director, Officer, Employee or Consultant of the Resulting Issuer.

#### 2.13 Effect of Reorganization, Amalgamation or Merger

If the Corporation is reorganized, amalgamated or merges with or into another company, any Shares receivable on the exercise of an Option shall be converted into the securities, property or cash which the Optionee would have received upon such reorganization, amalgamation or merger if the Optionee had exercised his Option immediately prior to the record date applicable to such reorganization, amalgamation or merger, and the exercise price shall be adjusted appropriately by the Board and such adjustment shall be effective and binding for all purposes of the Plan.

#### 2.14 Change of Control

In the event of an offer being made, either to the Corporation or to the shareholders of the Corporation, by a person acting at arm's length to the Corporation, as that term is defined in the *Income Tax Act (Canada)*, by which a Change of Control is proposed, whether with the co-operation of the Board or otherwise, then prior to the

completion of such Change of Control, the Board may, in its sole and absolute discretion, cause any or all outstanding Options issued to Eligible Persons pursuant to the Plan (except only those which are subject to cancellation), whether vested or unvested, to vest and be exercisable as at such time as the Board may determine.

#### 2.15 Adjustment in Shares Subject to the Plan

If there is any change in the Shares of the Corporation through or by means of a declaration of stock dividends or consolidations, subdivisions or reclassifications of Shares, or otherwise, the number of Shares subject to any Option, the exercise price therefor and the maximum number of Shares which may be issued under the Plan in accordance with Section 3.1 (a) shall be adjusted appropriately by the Board and such adjustment shall be effective and binding for all purposes of the Plan.

### **ARTICLE III GENERAL**

#### 3.1 Maximum Number of Shares

- (a) The aggregate number of Shares that may be reserved for issuance pursuant to this Plan to all Participants shall not exceed 10% of the Shares outstanding from time to time (including outstanding Options).
- (b) The aggregate number of Shares reserved for issuance pursuant to this Plan or any other Share Compensation Arrangement (pre-existing or otherwise) to any one Participant within a 12 month period shall not exceed 5% of the Shares outstanding at the time of the grant.
- (c) The aggregate number of Shares reserved for issuance pursuant to this Plan or any other Share Compensation Arrangement (pre-existing or otherwise) to any one Consultant within a 12 month period shall not exceed 2% of the Shares outstanding at the time of the grant.
- (d) The aggregate number of Shares reserved for issuance pursuant to this Plan or any other Share Compensation Arrangement (pre-existing or otherwise) to an Employee conducting Investor Relations Activities within a 12 month period shall not exceed 2% of the Shares outstanding at the time of the grant; provided that, while the Corporation is a Capital Pool Company, no Shares may be reserved for issuance to any persons conducting Investor Relations Activities.
- (e) The aggregate number of Shares reserved for issuance pursuant to this Plan or any other Share Compensation Arrangement (pre-existing or otherwise) to Insiders shall not exceed 10% of the Shares outstanding from time to time.
- (f) The aggregate number of Options which may be granted pursuant to this Plan or any other Share Compensation Arrangement (pre-existing or otherwise) to Insiders within a 12 month period shall not exceed 10% of the Shares outstanding from time to time.
- (g) While the Corporation is a Capital Pool Company and until the completion of a Qualifying Transaction (as this term is defined in the CPC Policy), the aggregate number of Shares that may be reserved for issuance pursuant to Options shall not exceed 10% of the Shares to be outstanding as at the closing of the Corporation's initial public offering and the number of Shares reserved under option for issuance to any individual Director or Officer may not exceed 5% of the Shares to be outstanding after the closing of the Corporation's initial public offering.

#### 3.2 Transferability

Options are not assignable or transferable other than by will or by the applicable laws of descent. During the lifetime of an Optionee, all Options may only be exercised by the Optionee.

### 3.3 Employment

Nothing contained in the Plan shall confer upon any Optionee any right with respect to employment or continuance of employment with the Corporation or any Subsidiary, or interfere in any way with the right of the Corporation or any Subsidiary, to terminate the Optionee's employment at any time. Participation in the Plan by an Optionee is voluntary.

### 3.4 No Shareholder Rights

An Optionee shall not have any rights as a shareholder of the Corporation with respect to any of the Shares covered by an Option until the Optionee exercises such Option in accordance with the terms of the Plan and the issuance of the Shares by the Corporation.

### 3.5 Record Keeping

The Corporation shall maintain a register in which shall be recorded the name and address of each Optionee, the number of Options granted to an Optionee, the details thereof and the number of Options outstanding.

### 3.6 Necessary Approvals

The Plan shall be effective only upon the approval of both the Board and the shareholders of the Corporation by ordinary resolution. The obligation of the Corporation to sell and deliver Shares in accordance with the Plan is subject to the approval of any governmental authority having jurisdiction or any stock exchanges on which the Shares are listed for trading which may be required in connection with the authorization, issuance or sale of such Shares by the Corporation. If any Shares cannot be issued to any Optionee for any reason including, without limitation, the failure to obtain such approval, then the obligation of the Corporation to issue such Shares shall terminate and any exercise price paid by an Optionee to the Corporation shall be returned to the Optionee.

### 3.7 Administration of the Plan

The Board is authorized to interpret the Plan from time to time and to adopt, amend and rescind rules and regulations for carrying out the Plan. The interpretation and construction of any provision of the Plan by the Board shall be final and conclusive. Administration of the Plan shall be the responsibility of the appropriate officers of the Corporation and all costs in respect thereof shall be paid by the Corporation.

### 3.8 Income Taxes

As a condition of and prior to participation in the Plan, a Participant shall on request authorize the Corporation in written form to withhold from any remuneration otherwise payable to such Participant any amounts required by any taxing authority to be withheld for taxes of any kind as a consequence of such participation in the Plan.

### 3.9 Amendments to the Plan

The Board may from time to time, subject to applicable law and to the prior approval, if required, of the Exchange or any other regulatory body having authority over the Corporation or the Plan or, if required by the rules and policies of the Exchange, the shareholders of the Corporation, suspend, terminate or discontinue the Plan at any time, or amend or revise the terms of the Plan or of any Option granted under the Plan and the Option Commitment relating thereto, provided that no such amendment, revision, suspension, termination or discontinuance shall in any manner adversely affect any Option previously granted to an Optionee under the Plan without the consent of that Optionee.

### 3.10 No Representation or Warranty

The Corporation makes no representation or warranty as to the future market value of any Shares issued in accordance with the provisions of the Plan.

3.11 Interpretation

The Plan will be governed by and construed in accordance with the laws of the Province of British Columbia and the laws of Canada applicable therein.

3.12 Compliance with Applicable Law

If any provision of the Plan or any agreement entered into pursuant to the Plan contravenes any law or any order, policy, by-law or regulation of any regulatory body or stock exchange having authority over the Corporation or the Plan then such provision shall be deemed to be amended to the extent required to bring such provision into compliance therewith.

Schedule “B”  
MILLENMIN VENTURES INC.

**AUDIT COMMITTEE CHARTER**

The following Audit Committee Charter was adopted by the Audit Committee of the Board of Directors and the Board of Directors of MILLENMIN VENTURES INC. (the “Company”):

*Mandate*

The primary function of the audit committee (the “Committee”) is to assist the Company’s Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company’s systems of internal controls regarding finance and accounting and the Company’s auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels. The Committee’s primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company’s financial reporting and internal control system and review the Company’s financial statements;
- review and appraise the performance of the Company’s external auditors; and
- provide an open avenue of communication among the Company’s auditors, financial and senior management and the Board of Directors.

*Composition*

The Committee shall be comprised of a minimum three directors as determined by the Board of Directors. If the Company ceases to be a “venture issuer” (as that term is defined in Multilateral Instrument 52-110), then all of the members of the Committee shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

If the Company ceases to be a “venture issuer” (as that term is defined in Multilateral Instrument 52-110), then all members of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company’s Audit Committee Charter, the definition of “financially literate” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company’s financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders’ meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

*Meetings*

The Committee shall meet a least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

*Responsibilities and Duties*

To fulfill its responsibilities and duties, the Committee shall:

## **1. Documents/Reports Review**

- (a) review and update this Audit Committee Charter annually; and
- (b) review the Company's financial statements, MD&A and any annual and interim earnings press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

## **2. External Auditors**

- (a) review annually, the performance of the external auditors who shall be ultimately accountable to the Company's Board of Directors and the Committee as representatives of the shareholders of the Company;
- (b) obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1;
- (c) review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors;
- (d) take, or recommend that the Company's full Board of Directors take appropriate action to oversee the independence of the external auditors, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- (e) recommend to the Company's Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval;
- (f) recommend to the Company's Board of Directors the compensation to be paid to the external auditors;
- (g) at each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements;
- (h) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company;
- (i) review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements; and
- (j) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
  - (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided,
  - (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services, and

- (iii) such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

### **3. Financial Reporting Processes**

- (a) in consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external;
- (b) consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;
- (c) consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management;
- (d) review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments;
- (e) following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
- (f) review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements;
- (g) review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented;
- (h) review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;
- (i) review certification process;
- (j) establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
- (k) establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

### **4. Other**

- (a) review any related-party transactions;
- (b) engage independent counsel and other advisors as it determines necessary to carry out its duties; and
- (c) to set and pay compensation for any independent counsel and other advisors employed by the Committee."