ABACUS MINING & EXPLORATION CORPORATION

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MANAGEMENT INFORMATION CIRCULAR

containing information as at July 30, 2015 unless otherwise noted

SOLICITATION OF PROXIES

Solicitation of Proxies by Management

This Management Information Circular ("Circular") is being furnished in connection with the solicitation of proxies by the management of Abacus Mining & Exploration Corporation (the "Company") for use at the Annual General Meeting of the shareholders of the Company to be held on September 15, 2015 (the "Meeting") at the time and place and for the purposes set forth in the accompanying Notice of Meeting and any adjournment thereof.

Cost and Manner of Solicitation

While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone, facsimile or electronically by the directors and regular employees of the Company or other proxy solicitation services. In accordance with National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), arrangements have been made to forward solicitation materials to the beneficial owners of common shares of the Company ("**Common shares**"). All costs of solicitation will be borne by the Company.

APPOINTMENT AND REVOCATION OF PROXIES

Appointment of Proxy

A shareholder entitled to vote at the Meeting may, by means of a properly executed and deposited proxy, appoint a proxyholder or one or more alternate proxyholders, who need not be shareholders of the Company, to attend and act at the Meeting for the shareholder and on the shareholder's behalf.

The individuals named in the enclosed form of proxy are the President and the Chief Financial Officer of the Company (the "**Management Designees**"). **A SHAREHOLDER HAS THE RIGHT TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM OR HER AT THE MEETING AND MAY DO SO BY INSERTING SUCH PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY.** A proxy will not be valid unless the completed, dated and signed form of proxy is deposited with Computershare Trust Company of Canada, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment thereof. Proxies may be deposited with Computershare Trust Company of Canada using one of the following methods:

BY MAIL:	**Computershare Trust Company of Canada** **Proxy Department** **100 University Avenue, 9th Floor** **Toronto, Ontario, M5J 2Y1**
YOU ARE ALTERNATIVELY ABLE TO VOTE BY TELEPHONE OR THE INTERNET. YOU WILL NEED TO PROVIDE YOUR CONTROL NUMBER, HOLDER ACCOUNT NUMBER AND ACCESS NUMBER (located on Proxy form accompanying this Circular)	
BY TELEPHONE:	**1-866-732-8683 (Toll Free North America)** **+312-588-4290 (International Direct Dial)**
BY INTERNET:	**www.investorvote.com**

Revocation of Proxy

A shareholder who has given a proxy may revoke it by an instrument in writing duly executed by the shareholder or by his attorney authorized in writing or, where the shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered to the registered office of the Company, 2800 Park Place, 666 Burrard Street, Vancouver, British Columbia, V6C 2Z7, at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof, or to the chair of the Meeting on the day of the Meeting or, if adjourned, any reconvening thereof or in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

In addition, a proxy may be revoked by a shareholder properly completing, executing and depositing another form of proxy bearing a later date at the offices of Computershare Trust Company of Canada within the time period and in the manner set out under the heading "Appointment of Proxy" above or by the shareholder personally attending the Meeting, withdrawing his or her prior proxy and voting the shares.

Voting of Proxies and Exercise of Discretion by Proxyholders

Unless a poll is called for or required by law, voting at the Meeting will be by a show of hands. Common shares represented by a properly completed, executed and deposited proxy are only entitled to be voted on any poll and, where a choice with respect to any matter to be acted upon has been specified in the form of proxy, the shares will, on a poll, be voted or withheld from voting in accordance with the specification so made.

IF A CHOICE WITH RESPECT TO ANY MATTER IS NOT CLEARLY SPECIFIED IN THE PROXY, THE MANAGEMENT DESIGNEES WILL VOTE THE SHARES REPRESENTED BY THE PROXY "FOR" SUCH MATTER.

The enclosed form of proxy when properly completed, executed and deposited and not revoked confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the accompanying Notice of Meeting, and with respect to other matters which may properly come before the Meeting. In the event that amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the Management Designees to vote in accordance with their best judgment on such matters or business. At the date of this Circular, management knows of no such amendment, variation or other matter which may be presented to the Meeting.

Advice to Beneficial Holders of Common Shares

Only registered holders of Common shares or the persons they validly appoint as their proxies are permitted to vote at the Meeting. However, in many cases, Common shares beneficially owned by a person (a "**Non-Registered Holder**") are registered either: (i) in the name of an intermediary (an "**Intermediary**") (including banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans) that the

Non-Registered Holder deals with in respect of the Common shares, or (ii) in the name of a clearing agency (such as the Canadian Depository for Securities Limited) of which the Intermediary is a participant.

*Distribution to Non-Objecting Beneficial Owners ("**NOBOs**")*

In accordance with the requirements of the Canadian Securities Administrators and NI 54-101, the Company will have caused its agent to distribute copies of the Notice of Meeting and this Circular (collectively, the "**meeting materials**") as well as a Voting Instruction Form directly to those Non-Registered Holders who have provided instructions to an Intermediary that such Non-Registered Holder does not object to the Intermediary disclosing ownership information about the beneficial owner.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for Voting Instruction Form enclosed with mailings to NOBOs.

The meeting materials distributed by the Company's agent to NOBOs include a Voting Instruction Form. Please carefully review the instructions on the Voting Instruction Form for completion and deposit.

*Distribution to Objecting Beneficial Owners ("**OBOs**")*

In addition, the Company will have caused its agent to deliver copies of the meeting materials to the clearing agencies and Intermediaries for onward distribution to those Non-Registered Holders who have provided instructions to an Intermediary that the beneficial owner objects to the Intermediary disclosing ownership information about the beneficial owner.

Intermediaries are required to forward the meeting materials to OBOs unless an OBO has waived his or her right to receive them. Intermediaries often use service companies such as Broadridge to forward the meeting materials to OBOs. Generally, those OBOs who have not waived the right to receive meeting materials will either:

(a) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile stamped signature), which is restricted as to the number of shares beneficially owned by the OBO, but which is otherwise uncompleted. This form of proxy need not be signed by the OBO. In this case, the OBO who wishes to submit a proxy should properly complete the form of proxy and deposit it with Computershare Trust Company of Canada in the manner set out above in this Circular, with respect to the Common shares beneficially owned by such OBO; **OR**

(b) more typically, be given a voting registration form which is not signed by the Intermediary and which, when properly completed and signed by the OBO and returned to the Intermediary or its service company, will constitute authority and instructions (often called a "**proxy authorization form**") which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label containing a bar-code or other information. In order for the form of proxy to validly constitute a proxy authorization form, the OBO must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit the OBO to direct the voting of the Common shares he or she beneficially owns.

Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the persons named in the form and insert the Non-Registered Holder's name in the blank space provided. In either case, Non-Registered Holders should carefully follow the instructions, including those regarding when and where the proxy or proxy authorization form is to be delivered.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Voting Securities

The Company's authorized share structure consists of an unlimited number of Common shares without par value. As at **July 30, 2015**, the Company has issued and outstanding **214,157,611** fully paid and non-assessable Common shares, each Common share carrying the right to one vote. **The Company has no other classes of voting securities.**

Record Date

Any shareholder of record at the close of business on July 30, 2015 (the "**Record Date**") who either personally attends the Meeting or who has submitted a properly executed and deposited form of proxy in the manner and subject to the provisions described above and which has not been revoked shall be entitled to vote or to have his or her shares voted at the Meeting.

Principal Holders

To the knowledge of the directors or executive officers of the Company, as at July 30, 2015, the only person or company who beneficially owns, or controls or directs, directly or indirectly over Common shares carrying more than 10% of the voting rights attached to all outstanding Common shares is:

Name	No. of Common Shares	Percentage
Teck Resources Limited	39,251,176	18.33%

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

Other than as disclosed below or elsewhere in this Circular, none of the persons who have been directors or executive officers of the Company at any time since the beginning of the Company's last completed financial year, no proposed nominee for election as a director of the Company, and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of directors or the appointment of auditors.

STATEMENT OF EXECUTIVE COMPENSATION

General Provisions

For the purposes of this Circular:

"**Board**" or "**Board of Directors**" means the board of directors of the Company;

"**CEO**" or "**Chief Executive Officer**" of the Company means an individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"**CFO**" or "**Chief Financial Officer**" of the Company means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"**equity incentive plan**" means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of International Financial Reporting Standards 2 *Share-based Payment*;

"**executive officer**" of the Company means an individual who is the Chairman or Vice-Chairman of the Board, the President, a Vice-President in charge of a principal business unit, division or function including sales, finance or production, an officer of the Company or any of its subsidiaries who performs a policy making function in respect of the Company, or any other individual who performs a policy making function in respect of the Company;

"**incentive plan**" means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

"**incentive plan award**" means compensation awarded, earned, paid or payable under an incentive plan;

"**NEO**" or "**Named Executive Officer**" means each of the following individuals:

(a) a CEO;

(b) a CFO;

(c) each of the Company's three most highly compensated executive officers, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6 *Statement of Executive Compensation* for that financial year; and

(d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year;

"**non-equity incentive plan**" means an incentive plan or portion of an incentive plan that is not an equity incentive plan;

"**option-based award**" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features;

"**plan**" includes any plan, contract, authorization or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons; and

"**share-based award**" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

Compensation Discussion and Analysis

Objectives of Compensation Strategy

The objectives of the Company's compensation strategy are:

- to continue to attract, retain and motivate executives with the requisite skills, experience and commitment necessary to achieve the Company's goals and objectives for the aggressive development of the Company's Ajax property, which is situated near the city of Kamloops, British Columbia ("**Afton-Ajax project**");

- to continue to strengthen the Company's senior management team and structure an independent Board to oversee the affairs of the Company by providing fair, competitive and cost-effective compensation to the Company's executives;

- to maintain the alignment of the interests of management with those of the shareholders; and

- to provide rewards for outstanding corporate and individual performance.

The Company has established a Compensation Committee which has been given the authority to assess the performance of the Company's senior executives and determine their compensation. The Compensation Committee also reviews, reports and provides recommendations to the Board of Directors.

The Board of Directors has granted the Compensation Committee the authority to:

- develop or approve the corporate goals and objectives relevant to the compensation of the Chief Executive Officer;

- evaluate the Chief Executive Officer's performance and determine or make recommendations to the Board of Directors of the Company with respect to the CEO's compensation level based on the evaluation; and

- make recommendations to the Board with respect to non-CEO officer and director compensation, incentive-compensation plans and equity-based plans.

The Compensation Committee consists of three directors, namely Michael D. McInnis, Victor Lazarovici and Louis G. Montpellier (Chair). Victor Lazarovici and Louis G. Montpellier are independent directors. Mr. McInnis was an independent director until he was appointed President, CEO and Chairman on February 1, 2014. The Board believes that the members of the Compensation Committee collectively have the knowledge, experience and background required to fulfill their mandate. A summary of their relevant skills and experience is as follows:

Mr. McInnis has over 35 years of experience in mineral exploration and managing publicly traded companies. He has held board and executive positions with many public resource companies and is experienced in reviewing budgets, financial statements and related disclosure. He has previous experience on committees of other public companies.

Mr. Lazarovici has a broad range of experience in management, financial and analytical roles. He has over 20 years as a global metals and mining analyst and is and has been director of several other public companies. Prior to entering the financial sector, Mr. Lazarovici spent over 14 years in the corporate sector in engineering, financial management and corporate development roles.

Mr. Montpellier has approximately 30 years of experience in the mining and corporate finance sectors and has been practising law since 1981. Mr. Montpellier has worked exclusively in the capital markets as counsel to emerging issuers and listed public companies engaged in mineral exploration and mining. Mr. Montpellier has served as director and officer for numerous publicly listed mineral exploration companies.

The participation of the members of the Compensation Committee in other reporting issuers as directors is described in Schedule "A".

The Board is satisfied that the composition of the Compensation Committee ensures an objective process for determining compensation. All members of the Compensation Committee have had significant experience in the mining sector, including the junior exploration sector and on other Boards of Directors.

What the Compensation Strategy is Designed to Reward

The Compensation Committee endeavors to ensure that the Company's compensation strategy effectively compensates, motivates and rewards senior management of the Company on the basis of individual and corporate performance, both short term and long term, while keeping in mind the duty that the Company owes to its shareholders.

Each Element of Compensation

Compensation includes base salary, grants of stock options and bonuses based on available funds. The amount of bonus paid, if any, is based on individual performance and achievement of corporate responsibilities, accountabilities and overall contribution to the Company.

How the Company Determines the Amount for each Element

The Compensation Committee is responsible for making recommendations to the Board for compensation levels.

When determining compensation policies and individual compensation levels for the Named Executive Officers, the Compensation Committee takes into consideration a variety of factors. These factors include the overall financial and operating performance of the Company, the Compensation Committee and the Board's overall assessment of each executive's individual performance and his contribution towards meeting corporate objectives, levels of responsibility, length of service and industry comparables.

How Each Element Fits the Company's Compensation Objectives

The salary for each Named Executive Officer is primarily determined having regard to his position, responsibilities, the assessment of such individual's performance and overall corporate performance as presented by management to the Board and the Compensation Committee. The base salaries of executive officers are reviewed annually and adjusted when considered appropriate.

The Compensation Committee will consider whether it is appropriate and in the best interests of the Company to award a discretionary cash bonus to the Named Executive Officers and if so, in what amount. A cash bonus may be awarded to reward extraordinary performance that has led to increased value for shareholders through property acquisitions or divestitures, the formation of new strategic or joint venture relationships, capital raising efforts or achieving satisfaction of predetermined and agreed upon performance criteria. Demonstrations of extraordinary personal commitment to the Company's interests, the community and the industry may also be rewarded through a cash bonus.

The Compensation Committee may from time to time recommend the grant of stock options to the Company's executive officers under the Company's stock option plan ("**Stock Option Plan**"). All grants of options are reviewed and approved by the Board. Grants of stock options are intended to enforce and encourage the executive officer's commitment to the Company's growth and the enhancement of share value and to reward executive officers for the Company's performance. The grant of stock options, as a key component of the executive compensation package, enables the Company to attract and retain qualified executives. The Compensation Committee reviews option balances and recommends grants to newly hired executive officers at the time of their employment, and considers further grants to executive officers from time to time thereafter to such executive officers. The amount and terms of outstanding options held by an executive are taken into account when determining whether and how new option grants should be made to the executive. The number of Common shares which may be subject to option in favour of any one individual is limited under the terms of the Stock Option Plan.

The Compensation Committee has not formally considered the risks associated with the Company's compensation policies and practices. The Company's compensation policies and practices give greater weight toward long-term incentives to mitigate the risk of encouraging short term goals at the expense of long term sustainability.

The Company does not have a formal policy prohibiting an NEO or director from purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation and held, directly or indirectly, by the NEO or director. However, there is an understanding that the Company's NEOs and directors will not purchase such financial instruments, and no NEO or director has purchased any such financial instruments as at the date of this Circular.

Employment and Services Contracts

Effective January 13, 2011, the Company entered into an employment contract with Ian M. MacNeily, the former Chief Financial Officer and Executive Vice President of the Company until March 31, 2014; effective August 7, 2014, the Company entered into an agreement with Venturex Consulting and Jeannine P.M. Webb (principal of Venturex Consulting), the Chief Financial Officer of the Company, which agreement was amended on February 16, 2015 to include the services of Secretary; effective July 20, 2010, the Company entered into an employment contract with James D. Excell, the President and Chief Executive Officer of the Company until January 31, 2014; and, effective February 1, 2014, the Company entered into an agreement with Michael D. McInnis, the, the Chairman, President and Chief Executive Officer of the Company (collectively, the "**Named Executives**").

By way of an agreement dated effective July 20, 2010 between the Company and James D. Excell, Mr. Excell was appointed President and Chief Executive Officer of the Company at an annual salary of $300,000. Mr. Excell was expected to contribute 100% of his working time to his duties as President and Chief Executive Officer of the Company. Effective October 1, 2013, Mr. Excell's salary was voluntarily reduced by 50% to preserve the cash resources of the Company. Mr. Excell resigned as a director, President and CEO of the Company effective February 1, 2014

By way of an agreement dated effective January 13, 2011 between the Company and Ian M. MacNeily, Mr. MacNeily's position as Executive Vice President and Chief Financial Officer of the Company was affirmed at an annual salary of $236,000. Mr. MacNeily was expected to contribute approximately 100% of his working time to his duties as Chief Financial Officer of the Company. Effective October 1, 2013, Mr. MacNeily's salary was voluntarily reduced by 50% to preserve the cash resources of the Company. Mr. MacNeily resigned as Executive Vice President and Chief Financial Officer of the Company effective March 31, 2014 and remained as an independent consultant to the Company until August 7, 2014.

By way of an agreement dated effective August 7, 2015 between the Company, Venturex Consulting and Jeannine P.M. Webb, Ms. Webb's position as Chief Financial Officer of the Company was affirmed. The agreement was amended effective February 16, 2015 to add the position of Secretary. Ms. Webb is compensated on an hourly rate, and expected to contribute a sufficient number of hours to fulfill her duties as Chief Financial Officer and Secretary of the Company. Pursuant to the agreement, as amended, between the Company and Ms. Webb, either party can terminate the agreement on 90 days' notice.

By way of a consulting agreement dated effective February 1, 2014 between the Company and Michael D. McInnis, Mr. McInnis' positions as Chief Executive Officer, President and Chairman of the Company was affirmed at a monthly rate of $5,000 until January 31, 2015. The agreement was renewed until January 31, 2016 and does not provide for termination or change of control benefits. Mr. McInnis is expected to contribute sufficient time to fulfill his duties as Chief Executive Officer and President of the Company.

Each agreement outlines the Named Executive's position and responsibility and sets out the term of employment and matters such as compensation and, where appropriate, vacation. Remuneration for these individuals is subject to annual review. At the discretion of the Board of Directors of the Company, Named Executives may receive a cash bonus reflecting favourable performance of the Company and the Named Executive. The Named Executives may also receive incentive options to purchase Common shares, at the discretion of the Board of Directors of the Company and subject to the Stock Option Plan.

The agreements with the Named Executives include provisions that restrict the use of confidential information of the Company by the Named Executives and provide for the return of Company property and documents upon termination of employment.

Share-based and option-based awards

The Company uses the same process to grant option-based awards to executive officers and NEOs. This process is described under "Compensation Discussion and Analysis - How Each Element Fits the Company's Compensation Objectives". The Company does not grant share-based awards.

Compensation Governance

The Company's Compensation Committee assesses performance and determines the remuneration of senior officers. The Compensation Committee also administers the Stock Option Plan. The Compensation Committee may recommend to the Board the granting of stock options to directors of the Company as well as determine directors' fees, if any, from time to time. Directors may also be compensated in cash and/or equity for their expert advice and contribution towards the success of the Company. The form and amount of such compensation will be evaluated by the Compensation Committee, which will be guided by the following goals: (i) compensation should be commensurate with the time spent by directors in meeting their obligations and reflective of the compensation paid by companies similar in size and business to the Company; and (ii) the structure of the compensation should be simple, transparent and easy for shareholders to understand. Shareholders will be given the opportunity to vote on all new or substantially revised equity compensation plans for directors as required by regulatory policies.

The role of the Compensation Committee is primarily to administer the Stock Option Plan and to determine the remuneration of senior officers of the Company.

Information regarding the Compensation Committee and its members is provided under "Compensation Discussion and Analysis - Objectives of Compensation Strategy".

Information regarding the compensation consultant or advisor of the Company is provided under "Compensation Discussion and Analysis - How the Company Determine the Amount for each Element".

No compensation consultant or advisor has, at any time since the Company's most recently completed financial year, been retained to assist the Board of Directors or the Compensation Committee in determining compensation for any of the Company's directors or executive officers.

Summary Compensation

The Company has a Stock Option Plan in place for the purpose of attracting and motivating directors, officers, employees and consultants of the Company and maintaining and advancing the interests of the Company by affording such persons the opportunity to acquire an equity interest in the Company through rights granted under the Stock Option Plan to purchase Common shares of the Company. Other than the Stock Option Plan, the Company does not have any share-based awards or pension plans in place.

The following table sets forth all compensation paid by the Company or a subsidiary of the Company during the Company's three most recently completed fiscal years in respect of the individuals who were, during the fiscal year ended December 31, 2014, Named Executive Officers of the Company. None of the Named Executive Officers received any "share-based awards" or any non-equity long term incentive plan pay grants in 2014.

Summary Compensation Table

Name and principal position	Year	Salary ($)	Share-based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation ($)		Pension value ($)	All other compen-sation ($)	Total Compen-sation ($)
					Annual incentive plans	Long-term incentive plans			
MICHAEL D. MCINNIS Chairman, President, CEO	2014 2013 2012	Nil $ 33,750 $ 45,000	N/A N/A N/A	Nil $ 40,478(2) $ 35,600(3)	N/A N/A N/A	N/A N/A N/A	N/A N/A N/A	$77,500(8) Nil Nil	$ 77,500 $ 74,228 $ 80,600
JAMES D. EXCELL Former President, CEO(1)	2014 2013 2012	$ 41,670 $262,500 $300,000	N/A N/A N/A	Nil $ 22,488(2) $ 89,000(3)	N/A N/A N/A	N/A N/A N/A	N/A N/A N/A	Nil Nil Nil	$ 41,670 $284,988 $389,000
JEANNINE P.M. WEBB CFO and Secretary (6)	2014	$ 16,000	N/A	Nil	N/A	N/A	N/A	Nil	$ 16,000
IAN M. MACNEILY Former Executive Vice President, CFO and Secretary (7)	2014 2013 2012	$ 36,000 $206,500 $236,000	N/A N/A N/A	Nil $ 22,488(2) $ 44,500(3)	N/A N/A N/A	N/A N/A N/A	N/A N/A N/A	$26,000(5) Nil Nil	$ 62,000 $228,988 $280,500
THOMAS A. MCKEEVER Former Executive Chairman of the Board (4)	2014 2013 2012	$ 27,820 $ 78,103 $ 98,998	N/A N/A N/A	Nil $ 53,970(2) $ 53,400(3)	N/A N/A N/A	N/A N/A N/A	N/A N/A N/A	Nil Nil Nil	$ 27,820 $132,073 $152,398

Notes:

(1) Mr. Excell resigned as a director, President and CEO of the Company effectively February 1, 2014 and Mr. McInnis assumed the role of President and CEO at that time.

(2) The Company calculated the compensation cost by using the Black-Scholes model assuming a risk free interest rate of 1.871%, a dividend yield of nil, the expected annual volatility of the Company's share price of 100.2% and an expected life of the options of five years.

(3) The Company calculated the compensation cost by using the Black-Scholes model assuming a risk free interest rate of 1.326%, a dividend yield of nil, the expected annual volatility of the Company's share price of 104% and an expected life of the options of five years.

(4) Mr. McKeever retired as Executive Chairman of the Company on February 1, 2014 and Mr. McInnis assumed the role of Chairman at that time.

(5) On May 28, 2014, the Company issued 400,000 common shares to Mr. MacNeily in satisfaction of indebtedness on termination of employment. The shares were valued at a market value of $0.065 per share for total value of $26,000.

(6) Ms. Webb was appointed Chief Financial Officer on August 7, 2014 and Secretary on February 16, 2015.

(7) Mr. MacNeily was employed by the Company until March 31, 2014, and was an independent consultant to the Company until August 7, 2014.

(8) Mr. McInnis received $55,000 in consulting fees pursuant to a consulting agreement dated effective February 1, 2014 and $22,500 in director's fees.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table discloses the particulars of all awards for each NEO outstanding at the end of the Company's financial year ended December 31, 2014, including awards granted by the Company or any subsidiary of the Company before this most recently completed financial year:

	Option-based Awards				**Share-based Awards**		
Name	**Number of Securities underlying unexercised options (#)(1)**	**Option exercise price ($)**	**Option expiration date**	**Value of un-exercised in-the-money options ($)(2)**	**Number of shares or units of shares that have not vested (#)**	**Market or payout value of share-based awards that have not vested ($)**	**Market or payout value of vested share-based awards not paid out or distributed ($)**
MICHAEL D. MCINNIS	200,000 200,000 450,000	$0.19 $0.235 $0.12	August 27, 2015 January 26, 2017 October 8, 2018	Nil Nil Nil	N/A	N/A	N/A
JAMES D. EXCELL	1,000,000 500,000 250,000	$0.18 $0.235 $0.12	July 21, 2015 January 26, 2017 October 8, 2018	Nil Nil Nil	N/A	N/A	N/A
THOMAS A. MCKEEVER	500,000 300,000 600,000	$0.19 $0.235 $0.12	August 27, 2015 January 26, 2017 October 8, 2018	Nil Nil Nil	N/A	N/A	N/A

Notes:

(1) All of the grants listed above are grants by the Company of options to purchase Common shares pursuant to the Stock Option Plan. Each option entitles the holder to purchase one Common share.

(2) "In-the-money options" means the excess of the market value of the Company's shares on December 31, 2014 over the exercise price of the options. The last trading price of the Company's shares on the TSX Venture Exchange ("**TSX-V**") on December 31, 2014 was $0.04.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table summarizes the value of each incentive plan award vested or earned by each NEO during the financial year ended December 31, 2014:

Name	**Option-based awards – Value vested during the year ($) (1)**	**Share-based awards – Value vested during the year ($)**	**Non-equity incentive plan compensation – Value earned during the year ($)**
MICHAEL D. MCINNIS	Nil	N/A	N/A
JAMES D. EXCELL	Nil	N/A	N/A
THOMAS A. MCKEEVER	Nil	N/A	N/A

Note:

(1) "Value vested during the year" means the aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date. This amount is calculated by determining the difference between the market price of the underlying securities at exercise and the exercise or base price of the options under the option-based award on the vesting date.

Pension Plan Benefits

The Company has no pension plans (whether defined contribution or defined benefit) that provide for payments or benefits to any NEO at, following or in connection with retirement. In addition, the Company has no deferred compensation plans.

Termination and Change of Control Benefits

Other than as set forth in "Compensation Discussion and Analysis - Employment Contracts", the Company is not a party to any contract, agreement, plan or arrangement that provides for payments to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, or a change of control of the Company, its subsidiaries or affiliates or a change in the Named Executive Officer's responsibilities.

Director Compensation

The following table provides details of compensation provided by the Company or any subsidiary of the Company to its directors for the financial year ended December 31, 2014. The Company has no pension plans, share-based awards, or other arrangements for non-cash compensation to directors of the Company, except stock options.

Director Compensation Table

The following table discloses all amounts of compensation provided by the Company to its directors who are not NEOs for the financial year ended December 31, 2014:

Name	Fees earned ($)	Share-based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation ($)	Pension value ($)	All other compen-sation ($)	Total ($)
LOUIS G. MONTPELLIER	$22,500	N/A	Nil (1)	N/A	N/A	Nil	$22,500
VICTOR LAZAROVICI	$22,500	N/A	Nil (1)	N/A	N/A	Nil	$22,500

Note:

(1) The Company did not grant stock options during the financial year ended December 31, 2014.

Louis G. Montpellier and Victor Lazarovici each received $3,750 per month, paid quarterly, for director's fees until July 1, 2013 at which time the director's fees were reduced by 50% to $1,875 per month. Directors are entitled to be reimbursed for expenses incurred by them in their capacity as directors; these amounts are not treated as compensation by the Company.

There are no arrangements for the compensation of directors for committee participation or special assignments.

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

The following table discloses the particulars of all awards outstanding for each director, who is not an NEO as at the end of the Company's financial year ended December 31, 2014, including awards granted by the Company or any subsidiary of the Company before this most recently completed financial year:

	Option-based Awards				Share-based Awards		
Name	**Number of Securities underlying unexercised options (#)(1)**	**Option exercise price ($)**	**Option expiration date**	**Value of unexercised in-the-money options ($)(2)**	**Number of shares or units of shares that have not vested (#)**	**Market or payout value of share-based awards that have not vested ($)**	**Market or payout value of vested share-based awards not paid out or distributed ($)**
LOUIS G. MONTPELLIER	150,000 200,000 550,000	$0.19 $0.235 $0.12	August 27, 2015 January 26, 2017 October 8, 2018	Nil Nil Nil	N/A	N/A	N/A
VICTOR LAZAROVICI	150,000 200,000 550,000	$0.19 $0.235 $0.12	August 27, 2015 January 26, 2017 October 8, 2018	Nil Nil Nil	N/A	N/A	N/A

Notes:

(1) All the grants listed above are grants by the Company of options to purchase Common shares pursuant to the Stock Option Plan. Each option entitles the holder to purchase one Common share.

(2) "In-the-money options" means the excess of the market value of the Company's shares on December 31, 2014 over the exercise price of the options. The trading price of the Company's shares on the TSX-V on December 31, 2014 was $0.04.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table summarizes the value of each incentive plan award vested or earned by each director who is not an NEO during the financial year ended December 31, 2014:

Name	**Option-based awards – Value vested during the year ($) (1)**	**Share-based awards – Value vested during the year ($)**	**Non-equity incentive plan compensation – Value earned during the year ($)**
LOUIS G. MONTPELLIER	Nil	N/A	N/A
VICTOR LAZAROVICI	Nil	N/A	N/A

Note:

(1) "Value vested during the year" means the aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date. This amount is calculated by determining the difference between the market price of the underlying securities at exercise and the exercise or base price of the options under the option-based award on the vesting date.

MANAGEMENT CONTRACTS

Joint Venture with KGHM

The Company's joint venture company, KGHM Ajax Mining Inc. ("**KGHM Ajax**"), was created in accordance with the terms and conditions of a Joint Venture Agreement (the "**JV Agreement**") between the Company and KGHM Polska Miedź S.A. The JV Agreement sets out the parameters for the development of the Afton-Ajax project and surrounding area (the "**Ajax Project**"). Until September 1, 2012, the Company was the operator for the Ajax Project, and KGHM Ajax reimbursed the Company for expenses incurred as the operator of the Ajax Project. Pursuant to an audit completed during the year ended December 31, 2014 by the Canada Revenue Agency ("CRA") in respect of income tax withholdings for services provided by a non-resident consultant during the years 2009 to 2012 (the "CRA Audit"), a total of $241,173 was assessed by CRA and included in the statements of comprehensive loss during the year ended December 31, 2014. The amount assessed by CRA included $110,776 pertaining to the period during which the Company was operator for the Ajax Project. At December 31, 2014, all amounts owing by the Company in respect of this matter had been satisfied, and the

Company was owed $110,776 plus applicable GST (for a total of $116,314) by KGHM Ajax (received by the Company subsequent to December 31, 2014).

The following is a summary of amounts that the Company reimbursed or had reimbursable to the Company during the years ended December 31, 2014 and 2013:

Amounts reimbursed to the Company	**2014**	**2013**
Exploration and evaluation, and acquisition expenditures for mineral interests	0	$ 3,696
Contract wages	$110,776	4,276
Office and administrative expenditures	0	15,394
Total	**$110,776**	**$23,366**

Compensation of Key Management Personnel

Key management personnel consist of the directors and executive officers of the Company. The remuneration, including share-based payments, of key management personnel during the years ended December 31, 2014 and 2013 follow:

Compensation of key management personnel	**2014**	**2013**
Accounting (Jeannine P.M. Webb & Ian MacNeily)	$ 22,000	-
Consulting (Michael McInnis & Ian MacNeily)	59,167	$ 78,103
Salaries and contract wages (James Excell & Ian MacNeily)	68,500	469,000
Share based payments – stock options	117,352	143,644
Directors' fees (Michael McInnis, Louis Montpellier, Thomas McKeever, Victor Lazarovici)	91,153	113,560
Total	**$358,172**	**$804,307**

Key managements personnel were not paid post-retirement benefits or other long-term benefits during the years ended December 31, 2014 and 2013.

Effective July 1, 2013, the directors of the Company decreased their directors' fees by 50%. Effective October 1, 2013, the executive directors of the Company decreased their salaries by 50%, and effective April 1, 2014, ceased receiving a salary.

On May 28, 2014, the Company issued 400,000 common shares to Ian M. MacNeily, the then CFO of the Company, in satisfaction of an indebtedness on termination of employment. The shares were valued at market value of $0.065 per share for total value of $26,000.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Company's compensation plans (consisting of the Stock Option Plan) under which equity securities of the Company are authorized for issuance at December 31, 2014:

Equity Compensation Plan Information

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	7,555,000	$0.18	16,954,135

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 not approved by securityholders	Nil	N/A	N/A
Total	7,555,000		16,954,135

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

During the financial year ended December 31, 2014, no current or former director, executive officer, employee, proposed management nominee for election as a director of the Company nor any of their respective associates, is, or has been at any time since the beginning of a last completed financial year, indebted to the Company or any of its subsidiary, nor has any such person been indebted to any other entity where such indebtedness is a subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding, provided by the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purposes of this Circular, "**informed person**" means:

(a) a director or executive officer of the Company;

(b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;

(c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company, or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company other than voting securities held by the person or company as underwriter in the course of a distribution; and

(d) the Company if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Other than as set out in this Circular, no informed person, no proposed director of the Company and no associate or affiliate of any such informed person or proposed director, has any material interest, direct or indirect, in any transaction since the commencement of the Company's last completed financial year or in any proposed transaction, which, in either case, has materially affected or would materially affect the Company or any of its subsidiaries.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITORS

National Instrument 52-110 - *Audit Committee* of the Canadian Securities Administrators ("**NI 52-110**") requires the Company, as a venture issuer, to disclose annually in its information circular certain information concerning the constitution of its audit committee and its relationship with its independent auditors, as set forth in the following.

The Company's Audit Committee is governed by an Audit Committee Charter, a copy of which is available online at www.sedar.com, attached as Schedule "A" to the Company's information circular dated May 15, 2006.

The Company's Audit Committee is comprised of three directors, Thomas A. McKeever, Louis G. Montpellier (Chair) and Victor Lazarovici. As defined in NI 52-110, Louis G. Montpellier and Victor Lazarovici are "independent". Each Audit Committee member possesses education or experience that is relevant for the performance of their responsibilities as Audit Committee members, and is financially literate. Thomas A. McKeever has over 40 years of business experience in the global metals and mining industry. Louis G. Montpellier has been a lawyer since 1981 and has worked exclusively in the capital markets as counsel to emerging issuers and listed public companies engaged in mineral exploration and mining. Mr. Lazarovici has a broad range of experience in management, financial and analytical roles. He has over 20 years as a global metals and mining analyst and is and has been director of other public companies, and has chaired the audit committee of two other companies. Prior to entering the financial sector, Mr. Lazarovici spent over 14 years in the corporate sector in engineering, financial management and corporate development roles.

Since the commencement of the Company's most recently completed financial year, the Board of Directors has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Since the effective date of NI 52-110, the Company has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditors, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditors in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

The Audit Committee must pre-approve any engagement of the external auditors for any non-audit services to the Company in accordance with applicable law and policies and procedures to be approved by the Board. The engagement of non-audit services will be considered by the Board on a case by case basis.

In the following table, "Audit Fees" are fees billed by the Company's external auditors for services provided in auditing the Company's annual financial statements for the subject year. "Audit-Related Fees" are fees not included in audit fees that are billed by the auditors for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements. "Tax Fees" are fees billed by the auditors for professional services rendered for tax compliance, tax advice and tax planning. "All Other Fees" are fees billed by the auditors for products and services not included in the foregoing categories.

The fees paid by the Company to its auditors in each of the last two fiscal years, by category, are as follows:

Financial Year Ending	**Audit Fees**	**Audit Related Fees**	**Tax Fees(1)**	**All Other Fees**
December 31, 2014	$26,520	Nil	$2,000	Nil
December 31, 2013	$28,000	Nil	$2,000	Nil

Note:

(1) Fees related to the preparation of the Company's T-2 corporate income tax return and the General Index of Financial Information required by Canada Revenue Agency.

The Company is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

National Instrument 58-101 - *Disclosure of Corporate Governance Practices* ("**NI 58-101**") requires issuers to disclose their governance practices in accordance with that instrument. A discussion of the Company's governance practices within the context of NI 58-101 is set out in Schedule "A" to this Circular.

PARTICULARS OF MATTERS TO BE ACTED UPON

Set the Number of Directors

The shareholders of the Company will be asked to vote to set the number of directors at four. **Unless such authority is withheld, the Management Designees, if named as proxyholders, intend to vote the Common shares represented by any such proxy in favour of a resolution setting the number of directors of the Company at four.**

Election of Directors

The Board of Directors currently consists of four directors and it is intended to elect four directors for the ensuing year.

The term of office of each of the present directors expires at the Meeting. The persons named below will be presented for election at the Meeting as management's nominees and unless such authority is withheld, the Management Designees intend to vote for the election of these nominees. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director will hold office until the next annual general meeting of the Company or until his successor is elected or appointed, unless his office is earlier vacated in accordance with the Articles of the Company, or with the provisions of the *Business Corporations Act* (British Columbia).

As at the date hereof, the members of the Audit Committee are Thomas A. McKeever, Louis G. Montpellier (Chair) and Victor Lazarovici, the members of the Nominating and Corporate Governance Committee are Michael D. McInnis, Louis G. Montpellier and Victor Lazarovici (Chair), and the members of the Compensation Committee are Michael D. McInnis, Louis G. Montpellier (Chair) and Victor Lazarovici. The Company does not have an Executive Committee.

The following table sets out the names of the nominees for election as directors, the province or state, and country of residence, all offices of the Company now held by each of them, their present principal occupation or employment, the period of time for which each has been a director of the Company, and the number of Common shares or number of securities of each class of voting securities of the Company's subsidiaries beneficially owned, or controlled or directed, directly or indirectly, by each proposed director, as of July 30, 2015:

Name, Present Office and Province and Country of Residence[(1)]	Principal Occupation or Employment[(1)]	Date First Appointed as a Director	No. of Common Shares Beneficially Held or Controlled[(1) (2)]
MICHAEL D. McINNIS Director, President, CEO, Chairman *British Columbia, Canada*	President and CEO of Riverstone Resources Inc. from October 1996 to December 2012; Vice-Chair of True Gold Mining Inc. (formerly Riverstone Resources Inc.) from December 2012 to June 15, 2015; President and CEO of Gateway Gold Corp. from May 2002 to December 2008; Professional Engineer from 1975 to present	June 27, 2002	305,000
THOMAS A. McKEEVER Director *Connecticut, U.S.A.*	Director of Houston Exploration Company from 2005 to June 2007; Chairman of Sempra Metals Group from 2002 to 2006	March 15, 2007	288,000
KERRY SPONG Nominee *British Columbia, Canada*	Self-employed Accountant. Director and CFO of Primary Metals Inc. from October 2004 to October 2007; CFO of Riverstone Resources Inc. (now True Gold Mining Inc.) from February 2005 to October 2011; CFO of Gitennes Explorations Inc. from July 2004 to present; CFO of Canasil Resources Inc. from November 2006 to present; Director and CFO of Blackheath Resources Inc. from May 2011 to present	N/A	0

Name, Present Office and Province and Country of Residence[(1)]	Principal Occupation or Employment[(1)]	Date First Appointed as a Director	No. of Common Shares Beneficially Held or Controlled[(1) (2)]
JOHN McCONNELL Nominee *British Columbia, Canada*	Director of Victoria Gold Corp. since July 31, 2007 and President and CEO from February 2011 to present; Executive Vice President of Victoria Gold Corp. from January 2009 to February 2011; Director of Hudson Resources Inc. from January 2010 to present; President and CEO of Western Keltic Mines Inc. from April 2006 to March 2008; Vice President of NWT Projects, De Beers Canada Ltd. from 2001 to 2006	N/A	0

Notes:

(1) The information as to province and country of residence, present principal occupation or employment and the number of Common shares beneficially owned or controlled, is not within the knowledge of the management of the Company and has been furnished by the respective nominees.

(2) Does not include stock options held by the directors as follows:

Option Holders	Number of Shares	Exercise Price	Expiry Date
Michael D. McInnis	200,000	$0.19	August 27, 2015
	200,000	$0.235	January 26, 2017
	450,000	$0.12	October 8, 2018
	500,000	$0.05	February 20, 2020
Thomas A. McKeever	500,000	$0.19	August 27, 2015
	300,000	$0.235	January 26, 2017
	600,000	$0.12	October 8, 2018

Cease Trade Orders or Bankruptcies

To the Company's knowledge except as disclosed herein, no proposed director of the Company:

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

(i) was subject to a cease trade or similar order or an order that denied the relevant company access to an exemption under securities legislation, that was in effect for a period of more than thirty consecutive days (an "**Order**") that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

(ii) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) is, as at the date of the Circular, or has been within 10 years before the date of the Circular, a director or executive officer of any company (including the Company and any personal holding companies) 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

(c) has, within the 10 years before the date of the Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Penalties and Sanctions

To the Company's knowledge, no proposed director or personal holding companies of any proposed director of the Company has been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Appointment of Auditors

The shareholders of the Company will be asked to vote for the re-appointment of Smythe Ratcliffe LLP, Chartered Accountants, as auditors of the Company for the ensuing year, and authorize the directors to fix their remuneration. **Unless such authority is withheld, the Management Designees, if named as proxyholders, intend to vote the Common shares represented by any such proxy in favour of a resolution re-appointing Smythe Ratcliffe LLP, Chartered Accountants, as auditors for the Company for the ensuing year,** to hold office until the close of the next annual general meeting of shareholders or until the firm of Smythe Ratcliffe LLP, Chartered Accountants is removed from office or resigns.

GENERAL

Unless otherwise directed, it is Management's intention to vote proxies in favour of the resolutions set forth herein. All ordinary resolutions require, for the passing of the same, a simple majority of the votes cast at the Meeting by the holders of Common shares**.**

OTHER BUSINESS

Management of the Company knows of no matter to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Circular. **However, if any other matters properly come before the Meeting, it is the intention of the Management Designees to vote on the same in accordance with their best judgment of such matters.**

SHAREHOLDER PROPOSALS

ANY SHAREHOLDER WHO INTENDS TO PRESENT A PROPOSAL AT THE COMPANY'S 2016 ANNUAL GENERAL MEETING OF SHAREHOLDERS MUST SEND THE PROPOSAL TO THE COMPANY'S CORPORATE SECRETARY AT THE REGISTERED OFFICE OF THE COMPANY, 2800 – 666 BURRARD STREET, VANCOUVER, BC V6C 2Z7. IN ORDER FOR THE PROPOSAL TO BE INCLUDED IN THE COMPANY'S PROXY MATERIALS SENT TO THE SHAREHOLDERS, IT MUST BE RECEIVED BY THE COMPANY NO LATER THAN JUNE 15, 2016, AND MUST COMPLY WITH THE REQUIREMENTS OF SECTION 188 OF THE *BUSINESS CORPORATIONS ACT* (BRITISH COLUMBIA). THE COMPANY IS NOT OBLIGATED TO INCLUDE ANY SHAREHOLDER PROPOSAL IN ITS PROXY MATERIALS FOR THE 2016 ANNUAL GENERAL MEETING IF THE PROPOSAL IS RECEIVED AFTER THE JUNE 15, 2016 DEADLINE.

ADDITIONAL INFORMATION

Additional information concerning the Company is available on SEDAR at www.sedar.com. Financial information concerning the Company is provided in the Company's comparative annual Financial Statements and Management's Discussion and Analysis for the year ended December 31, 2014.

Shareholders wishing to obtain a copy of the Company's Financial Statements and Management's Discussion and Analysis may contact the Company as follows:

Abacus Mining & Exploration Corporation
615 - 800 West Pender Street
Vancouver, BC V6C 2V6
Telephone: (604) 682-0301
Fax: (604) 682-0307
www.amemining.com

DIRECTORS' APPROVAL

The contents of this Management Information Circular and the sending thereof to the shareholders of the Company have been approved by the Board.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Michael D. McInnis*"
President, CEO and Chairman

Vancouver, British Columbia
July 30, 2015

SCHEDULE "A"

ABACUS MINING & EXPLORATION CORPORATION
(the "**Company**")

DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

CORPORATE GOVERNANCE DISCLOSURE REQUIREMENT	OUR CORPORATE GOVERNANCE PRACTICES
1. **Board of Directors**	
a) Disclose the identity of directors who are independent.	a) The Company has two independent directors, namely: Louis G. Montpellier and Victor Lazarovici.
b) Disclose the identity of directors who are not independent, and describe the basis of that determination.	b) The Company has two directors who are not independent because they are, or were within the last three years, executive officers or consultants of the Company, namely: Michael D. McInnis, President, CEO and Chairman and Thomas A. McKeever, the former Executive Chairman of the Board. Mr. McKeever resigned as the Executive Chairman of the Board on February 1, 2014.
c) Disclose whether or not a majority of directors are independent. If a majority of directors are not independent, describe what the board of directors (the "**Board"**) does to facilitate its exercise of independent judgement in carrying out its responsibilities.	c) The Board presently consists of two directors who are independent. The Board facilitates its exercise of independent supervision over the Company's management through meetings of the Board. The Board is of the view that the current Board structure encourages open and candid discussion among independent directors.
d) If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.	d) The following directors of the Company are currently also directors of other reporting issuers as listed: • Michael D. McInnis: Canasil Resources Inc. (TSX-V) and Victoria Gold Corp. (TSX-V). • Louis G. Montpellier: InZinc Mining Ltd. (formerly Lithic Resources Ltd.) (TSX-V) and Independence Gold Corp. (TSX-V). • Victor Lazarovici: Selwyn Resources Ltd. (TSX-V).
e) Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the Company's most recently completed financial year. If the independent directors do not hold such meetings, describe what the Board does to facilitate open and candid discussion among its independent directors.	e) The independent directors of the Board do not hold regularly scheduled meetings. The Board holds meetings as required, at which the opinion of the independent directors is sought and duly acted upon for all material matters relating to the Company.

CORPORATE GOVERNANCE DISCLOSURE REQUIREMENT	OUR CORPORATE GOVERNANCE PRACTICES
f) Disclose whether or not the chair of the Board is an independent director. If the Board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the Board has neither a chair that is independent nor a lead director that is independent, describe what the Board does to provide leadership for its independent directors.	f) The Chairman of the Board, Michael D. McInnis, is not an independent director. However, Louis G. Montpellier and Victor Lazarovici are independent directors. The Board provides leadership to its independent directors by encouraging members to bring forth agenda items, having access to members of management and information regarding the Company's activities, and by retaining outside advisors when necessary.
g) Disclose the attendance record of each director for all Board meetings held since the beginning of the Company's most recently completed financial year.	g) The Board of the Company has not held a formal meeting since the beginning of the Company's most recently completed financial year.
2. **Board Mandate -** Disclose the text of the Board's written mandate. If the Board does not have a written mandate, describe how the Board delineates its role and responsibilities.	The Board does not have a written mandate. The Board delineates its role and responsibilities as follows: a) develop, monitor and, where appropriate, modify the Company's strategic plan; b) review and, where appropriate, approve the financial and business goals and objectives, major corporate actions and internal controls of the Company; c) regularly monitor the effectiveness of management policies and decisions; d) select, evaluate and compensate the CEO and other senior officers and review management succession planning; e) assess major risks facing the Company and review options for their mitigation; f) ensure that the Company's business is conducted with the highest standards of ethical conduct and in conformity with applicable laws and regulations; g) review, with input from the Audit Committee, the financial performance and financing reporting of the Company and assess the scope, implementation and integrity of the Company's internal control systems; h) appoint the officers of the Company, ensuring that they are of the calibre required for their roles and planning their succession as appropriate from time to time; and i) establish and oversee committees of the Board as appropriate, approve their mandates and approve any compensation of their members.

CORPORATE GOVERNANCE DISCLOSURE REQUIREMENT	OUR CORPORATE GOVERNANCE PRACTICES
3. **Position Descriptions**	
a) Disclose whether or not the Board has developed written position descriptions for the chair and the chair of each Board committee. If the Board has not developed written position descriptions for the chair and/or the chair of each Board committee, briefly describe how the Board delineates the role and responsibilities of each such position.	a) The Board has not developed written position descriptions for the chair and the chair of each Board committee. The role of the chair of each committee is to preside over all meetings of the Board, consult regarding agendas and information sent to the Board and notify other Board members regarding any legitimate shareholder concerns of which he becomes aware. The Chairs of the Audit Committee, the Nominating and Corporate Governance Committee and the Compensation Committee, in consultation with each committee member, will determine the frequency and length of committee meetings and will develop the committee's agenda.
b) Disclose whether or not the Board and CEO have developed a written position description for the CEO. If the Board and CEO have not developed such a position description, briefly describe how the Board delineates the role and responsibilities of the CEO.	b) The Board and CEO have not developed a written position description for the CEO. The directors are kept fully informed of management actions that have a material impact on the operation and performance of the Company. All material contracts and agreements are put before the Board for approval and/or ratification. The Board has charged the CEO with the responsibilities for the day to day running of the Company and to propose strategic direction, policies and financial goals for the review, consideration and approval of the Board.
4. **Orientation and Continuing Education**	
a) Briefly describe what measures the Board takes to orient new directors regarding: i. the role of the Board, committees and its directors; and ii. the nature and operation of the Company's business.	a) The CEO is responsible for providing an orientation for new directors. Director orientation and on-going training includes presentations by senior management to familiarize directors with the Company's strategic plans, its properties, its significant financial, accounting and risk management issues, its compliance programs, its principal officers and its internal and independent auditors.
b) Briefly describe what measures, if any, the Board takes to provide continuing education for its directors. If the Board does not provide continuing education, describe how the Board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.	b) The CEO is responsible for periodically providing materials to all directors on subjects relevant to their duties as directors of the Company. The directors attend conferences and seminars relevant to their particular expertise.

CORPORATE GOVERNANCE DISCLOSURE REQUIREMENT	OUR CORPORATE GOVERNANCE PRACTICES
5. **Ethical Business Conduct**	
a) Disclose whether or not the Board has adopted a written code for the directors, officers and employees. If the Board has adopted a written code: i. disclose how a person or company may obtain a copy of the code; ii. describe how the Board monitors compliance with its code, or if the Board does not monitor compliance, explain whether and how the Board satisfies itself regarding compliance with its code; and iii. provide a cross-reference to any material change report filed since the beginning of the Company's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.	a) The Company does not have a written code of ethical business conduct for its directors, officers and employees. The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance objectives and goals. Each director, officer and employee is expected to comply with relevant corporate and securities laws, with the terms of their employment agreement and with the *Corporate Disclosure Policy*, *Insider Trading Policy* and *Whistleblower Policy* adopted by the Board.
b) Describe any steps the Board takes to ensure directors exercise independent judgement in considering transactions and agreements in respect of which a director or executive officer has a material interest.	b) Under corporate law, the directors are required to disclose to the Board (and to any applicable committee) any financial interest or personal interest in any contract or transaction that is being considered by the Board or committee for approval that they or an associate may have. The interested director shall abstain from voting on the matter and, in most cases, should leave the meeting while the remaining directors discuss and vote on such matter. Disclosed conflicts of interest are documented in the minutes of the meeting.
c) Describe any other steps the Board takes to encourage and promote a culture of ethical business conduct.	c) The Board has instructed the Company to circulate the Company's *Corporate Disclosure Policy, Insider Trading Policy* and *Whistleblower Policy* to all officers and employees of the Company and, where appropriate, to third parties with a connection to the Company.

CORPORATE GOVERNANCE DISCLOSURE REQUIREMENT	OUR CORPORATE GOVERNANCE PRACTICES
6. Nomination of Directors	
a) Disclose who identifies new candidates for Board nomination.	a) When a Board vacancy occurs or is contemplated, any director may make recommendations to the Board as to qualified individuals for nomination to the Board. The Nominating and Corporate Governance Committee's responsibilities are to review on an annual basis the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board and any perceived needs. In addition, on an annual basis, the Committee will assess the Board's compliance with laws and policies relating to the independence of certain Board members. The Board has delegated to the Nominating and Corporate Governance Committee the authority set out in the Nominating Committee Charter which includes the Nominating and Corporate Governance Committee forming and delegating authority to sub-committees and the Nominating and Corporate Governance Committee retaining persons having special competencies to assist the Nominating and Corporate Governance Committee in fulfilling its responsibilities. The process to be taken by the Nominating and Corporate Governance Committee for nomination of candidates for election to the Board includes the Nominating and Corporate Governance Committee identifying the need to add new Board members, with careful consideration of the mix of qualifications, skills and experiences represented on the Board; the Chair of the Nominating and Corporate Governance Committee coordinates the search for qualified candidates with input from management and other Board members; the Nominating and Corporate Governance Committee may engage a search firm to assist in identifying potential nominees; prospective candidates are interviewed; the Nominating and Corporate Governance Committee will recommend a nominee and seek full Board endorsement of the selected candidate based on its judgment as to which candidate will best serve the interest of the Company's shareholders. While the Company currently has a Nominating and Corporate Governance Committee consisting of Michael D. McInnis, Louis G. Montpellier and Victor Lazarovici, Mr. McKeever, Mr. Spong and Mr. McConnell were recommended for election as directors to the Board by Mr. McInnis, without reference to or review by the Nominating Committee.
b) Disclose the process of identifying new candidates for Board nomination.	b) In identifying new candidates, the directors will take into account the mix of director characteristics and diverse experiences, perspectives and skills appropriate for the Company at that time.

CORPORATE GOVERNANCE DISCLOSURE REQUIREMENT	OUR CORPORATE GOVERNANCE PRACTICES
7. **Compensation**	
a) Describe the process by which the Board determines the compensation for the Company's directors and officers.	a) The Company's Compensation Committee assesses performance and determines the remuneration of senior officers. The Compensation Committee also administers the Company's stock option plan. The Compensation Committee may recommend to the Board the granting of stock options to directors of the Company as well as determine directors' fees, if any, from time to time. Directors may also be compensated in cash and/or equity for their expert advice and contribution towards the success of the Company. The form and amount of such compensation will be evaluated by the Compensation Committee, which will be guided by the following goals: (i) compensation should be commensurate with the time spent by directors in meeting their obligations and reflective of the compensation paid by companies similar in size and business to the Company; and (ii) the structure of the compensation should be simple, transparent and easy for shareholders to understand. Shareholders will be given the opportunity to vote on all new or substantially revised equity compensation plans for directors as required by regulatory policies.
b) Disclose whether or not the Board has a compensation committee composed entirely of independent directors. If the Board does not have a compensation committee composed entirely of independent directors, describe what steps the Board takes to ensure an objective process for determining such compensation.	b) The Company's Compensation Committee is comprised of Michael D. McInnis, Louis G. Montpellier (Chair) and Victor Lazarovici. Mr. Montpellier and Mr. Lazarovici are considered "independent" as that term is defined in NI 52-110.
c) If the Board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.	c) The role of the Compensation Committee is primarily to administer the Company's stock option plan and to determine the remuneration of senior officers of the Company. Please refer to the "Compensation Discussion and Analysis" of this Circular for more details regarding the Company's compensation strategy.
8. **Other Board Committees** - If the Board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.	8. There are no committees of the Board other than the Audit Committee, the Nominating and Corporate Governance Committee and the Compensation Committee.
9. **Assessments -** Disclose whether or not the Board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessment. If assessments are not regularly conducted, describe how the Board satisfies itself that the Board, its committees, and its individual directors are performing effectively.	9. Assessments are not regularly conducted for the Board, committees, or individual directors. The assessment of the performance of the Board is determined by the Board and the Chairman of the Board based on the expertise, contributions and participation of individual directors in meetings of the Board and its committees. Committee chairmen are responsible for the evaluation of the effectiveness and performance of the committee members.