

LINCOLN MINING CORPORATION
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INFORMATION CIRCULAR

(As at January 16, 2017, except as indicated)

Lincoln Mining Corporation (the "**Company**") is providing this Information Circular and a form of proxy in connection with management's solicitation of proxies for use at the annual general meeting (the "**Meeting**") of the Company to be held on February 22, 2017 and at any adjournment or postponement thereof. Unless the context otherwise requires, when we refer in this Information Circular to the Company, its subsidiaries are also included. The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact. The Company will pay the cost of solicitation.

APPOINTMENT OF PROXYHOLDER

The purpose of a proxy is to designate persons who will vote the proxy on a shareholder's behalf in accordance with the instructions given by the shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or directors of the Company (the "**Management Proxyholders**").

A shareholder has the right to appoint a person other than a Management Proxyholder, to represent the shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person's name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a shareholder.

VOTING BY PROXY

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Shares represented by a properly executed proxy will be voted or be withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly.

If a shareholder does not specify a choice and the shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.

The enclosed form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

COMPLETION AND RETURN OF PROXY

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, Computershare, 8th floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

NON-REGISTERED HOLDERS

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

In accordance with securities regulatory policy, the Company has distributed copies of the Meeting materials, being the Notice of Meeting, this Information Circular and the Proxy, to the Nominees for distribution to non-registered holders.

Nominees are required to forward the Meeting materials to non-registered holders to seek their voting instructions in advance of the Meeting. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered holder. The Nominees often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Nominee in order that your shares are voted at the Meeting.

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

Non-registered holders who have not objected to their Nominee disclosing certain ownership information about themselves to the Company are referred to as "non-objecting beneficial owners" ("**NOBOs**"), as defined under National Instrument 54-101 ("**NI 54-101**"). Those non-registered holders who have objected to their Nominee disclosing ownership information about themselves to the Company are referred to as "objecting beneficial owners" ("**OBOs**"), as defined under NI 54-101.

Canadian securities legislation permits the Company to forward meeting materials directly to NOBOs. The Company is not sending the Meeting materials directly to NOBOs, but rather has distributed copies of the Meeting materials to the Nominees for distribution to the NOBOs. The Company does not intend to pay for Nominees to deliver the Meeting materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary* to OBOs. As a result, OBOs will not receive the Meeting Materials unless their Nominee assumes the costs of delivery. The Company is not sending the Meeting materials to shareholders using "notice-and-access", as defined under NI 54-101.

REVOCABILITY OF PROXY

In addition to revocation in any other manner permitted by law, a shareholder, his or her attorney authorized in writing or, if the shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office

of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares without par value (referred to as "**shares**" in this Information Circular), of which 25,496,021 shares are issued and outstanding. Persons who are registered shareholders at the close of business on January 16, 2017 will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each share held. The Company has only one class of shares.

To the knowledge of the directors and executive officers of the Company, no person beneficially owns, controls or directs, directly or indirectly, shares carrying 10% or more of the voting rights attached to all outstanding shares of the Company, except the following:

Name	No. of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly	Percentage of Outstanding Shares
Ronald K. Netolitzky	2,847,800	11.17%
C. Channing Buckland ⁽¹⁾	3,399,841	13.33%

- (1) This information is based on a search of the SEDI website (www.sedi.ca) conducted on January 16, 2017, which discloses that 580,041 of these shares are registered in the name of Discretionary Accounts and 1,300,000 of these shares are registered to a RIF.

ELECTION OF DIRECTORS

The directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. In the absence of instructions to the contrary, the enclosed proxy will be voted for the nominees herein listed.

Shareholder approval will be sought to fix the number of directors of the Company at five (5).

The Company is required to have an Audit Committee. Members of the Audit Committee are indicated as note (2) in the table below.

Management of the Company proposes to nominate each of the following persons for election as a director. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name, Jurisdiction of Residence and Position	Principal Occupation or employment and, if not a previously elected Director, occupation during the past 5 years	Previous Service as a Director	Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly ⁽¹⁾
Paul F. Saxton British Columbia, Canada President and CEO	President and CEO & Director of the Company.	Since August 18, 2009	290,138 ⁽³⁾
Andrew F.B. Milligan ⁽²⁾ British Columbia, Canada Director	Director of the Company.	Since August 18, 2009	209,390
Kevin Nishi ⁽²⁾ British Columbia, Canada Director	Chartered Accountant, Smythe LLP chartered accounting firm	Since April 9, 2014	Nil

Name, Jurisdiction of Residence and Position	Principal Occupation or employment and, if not a previously elected Director, occupation during the past 5 years	Previous Service as a Director	Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly ⁽¹⁾
Ronald Coombes ⁽²⁾ British Columbia, Canada Director	Director of the Company Director of Golden Band Resources Inc. President & Director of Copper Lake Resources & Director of the Company	Since July 25, 2013 From March 14, 2013 to April 15, 2016 From July 25, 2013 to 2015	Nil

- (1) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at January 16, 2017, based upon information furnished to the Company by the individual directors. Unless otherwise indicated, such shares are held directly.
- (2) Member of the Audit Committee.
- (3) 60,000 of these shares are registered to Bromley Resources Ltd., a company controlled by Mr. Saxton.

Except as set out below, to the knowledge of the Company, no proposed director:

- (a) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer ("CEO") or chief financial officer ("CFO") of any company (including the Company) that:
 - (i) was the subject, while the proposed director was acting in the capacity as director, CEO or CFO of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or
 - (ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, CEO or CFO but which resulted from an event that occurred while the proposed director was acting in the capacity as director, CEO or CFO of such company; or
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

- (e) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

On May 14, 2009, the British Columbia Securities Commission issued a cease trade order ("**CTO**") against Lincoln Gold Corporation ("**Lincoln Gold**") for failure to file its annual financial statements and related documents, including an annual information form, in respect of the year ended December 31, 2008. On May 27, 2009, Lincoln Gold filed its audited financial statements and related management's discussion and analysis and certificates. However, the CTO remained in effect pending the filing by Lincoln Gold of its annual information form as required at the time by BC Instrument 51-509 *Issuers Quoted in the U.S. Over-the-Counter Markets*. At the time of the CTO, Lincoln Gold was not listed on a Canadian exchange but only traded on the U.S. Over-the-Counter Markets. Effective July 16, 2009, the CTO was revoked following the filing of Lincoln Gold's annual information form.

Andrew Milligan was a director, and Paul Saxton was a director and the CEO, of Lincoln Gold until August 18, 2009 at which time they became directors of the Company as part of the Company's Qualifying Transaction (as defined under the policies of the TSX Venture Exchange ("**TSXV**")), which completed in August 2009. Lincoln Gold ceased to be a reporting issuer in British Columbia as part of the Qualifying Transaction pursuant to which Lincoln Gold amalgamated with a subsidiary of the Company.

Mr. Saxton served as a director of Cross Lake Minerals Ltd. ("**Cross Lake**") from June 15, 2005 until July 31, 2008. After his resignation, on October 14, 2008, Cross Lake obtained court protection under the Companies' Creditors Arrangement Act (Canada) (the "**CCAA**"), to allow it to develop a reorganization plan with its creditors. On October 23, 2008, the Board of Cross Lake was replaced and Mr. Saxton was appointed to the Board to assist with the restructuring plan. As a necessary and merely facilitating step to complete this restructuring plan, Cross Lake made a voluntarily assignment into bankruptcy and filed a short-term proposal under the Bankruptcy and Insolvency Act (Canada). Upon completion of the restructuring plan, the bankruptcy was annulled in May 2009.

Mr. Saxton served as Chairman, Chief Executive Officer and a director of Golden Band Resources Inc. ("**Golden Band**") from February 2013 to August 12, 2016. He continues as a director to the present. On April 8, 2016 Golden Band announced that its senior secured lender, Procon Resources Inc. ("**Procon**") had made demand upon the Company for payment of all amounts due and owing by the company under a credit agreement of approximately \$19.6 million. In addition, Golden Band received a Notice of Intention to Enforce Security under section 244 of the *Bankruptcy and Insolvency Act (Canada)* from the lender. On April 15, 2016, Golden Band announced that it had commenced proceedings to restructure its business and financial affairs by filing a Notice of Intention To Make a Proposal to its Creditors (the "**NOI**" or the "**Proposal**") under section 50.4 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3 (the "**BIA**"). On July 22, 2016, the *Bankruptcy and Insolvency Act* proposal by Golden Band to its creditors was approved by the creditors. On August 12, 2016, Golden Band obtained an Order of the Court of Queen's Bench For Saskatchewan granting it approval to implement the *Bankruptcy and Insolvency Act* proposal by the company to its creditors. Pursuant to the Proposal all existing equity interests of Golden Band were retracted, cancelled and extinguished and new equity interests have been issued to Procon Resources Inc., a private company. Golden Band ceased to be a reporting issuer and was subsequently delisted from the NEX Board of the TSX Venture Exchange.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Compensation Philosophy and Objectives

The Board has the primary responsibility for developing executive compensation strategies for the Company.

The Company does not currently have a Compensation Committee or formal compensation program. The Board meets to discuss and determine management compensation, without reference to formal objectives, criteria or analysis. The general objectives of the Company's compensation strategy are to:

- (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value;
- (b) align management's interests with the long-term interest of shareholders;
- (c) provide a compensation package that is commensurate with other junior mineral exploration companies to enable the Company to attract and retain talent; and
- (d) to ensure that the total compensation package is designed in a manner that takes into account the constraints that the Company is under by virtue of the fact that it is a natural resource company without a history of earnings. The Board ensures that total compensation paid to all Named Executive Officers, as hereinafter defined, is fair and reasonable. The Board relies on the experience of its members in assessing compensation levels.

The Board does not benchmark its executive compensation practices, but from time to time reviews the compensation practices of companies of similar size and stage of development to ensure that the compensation paid is competitive within the Company's industry and geographic location while taking into account the financial and other resources of the Company.

Analysis of Elements

Base salary will be used to provide the Named Executive Officers a set amount of money during the year with the expectation that each Named Executive Officer will perform his responsibilities to the best of his ability and in the best interests of the Company.

The Company considers the granting of incentive stock options to be a significant component of executive compensation as it allows the Company to reward each Named Executive Officer's efforts to increase value for shareholders without requiring the Company to use cash from its treasury. Stock options are generally awarded to directors, officers, consultants and employees at the commencement of employment and periodically thereafter. The terms and conditions of the Company's stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Company's stock option plan.

Option-based awards

The Company's stock option plan will be used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact or contribution to the longer-term operating performance of the Company. The Board has the responsibility to administer the compensation policies related to the executive management of the Company, including option-based awards. See also "Approval and Ratification of Stock Option Plan" below.

In determining the number of options to be granted to the executive officers, the Board takes into account the number of options, if any, previously granted to each executive officer, and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the TSXV, and closely align the interests of the executive officers with the interests of shareholders.

In monitoring or adjusting the option allotments, the Board takes into account its own observations on individual performance (where possible) and its assessment of individual contribution to shareholder value, previous option grants and the objectives set for the Named Executive Officers and the Board. The scale of options is generally commensurate to the appropriate level of base compensation for each level of responsibility. In addition to determining the number of options to be granted pursuant to the methodology outlined above, the Board also makes the following determinations:

- parties who are entitled to participate in the stock option plan;
- the exercise price for each stock option granted, subject to the provision that the exercise price cannot be lower than a prescribed discount permitted by the TSXV from the market price on the date of grant;
- the date on which each option is granted;
- the vesting period, if any, for each stock option;
- the other material terms and conditions of each stock option grant; and
- any re-pricing or amendment to a stock option grant.

The Board makes these determinations subject to and in accordance with the provisions of the Company's stock option plan and the policies of the TSXV. The Board of Directors reviews and approves grants of options on an annual basis and periodically during a financial year. On November 26, 2014, 510,000 options were granted to the Named Executive Officers of the Company (see table "Outstanding Share-Based Awards and Options-Based Awards") with an exercise price of \$0.15 per share and a term of five years. No options were granted during the calendar years 2015 or 2016.

Assessment of Risks Associated with Compensation Policies and Practices

As a result of the Company's small size and limited executive pool, the Company's process for determining executive compensation is relatively simple and does not include formal targets, criteria or analysis. The Board has the responsibility of assessing risk as it pertains to the Company's compensation strategy. The Board has determined that, as at the date of this Information Circular, there are no identified risks arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company. In reaching this determination, the Board considered, for example, that the Company's compensation practices and policies do not include structural inconsistencies that are likely to unduly encourage or cause an executive officer to expose the Company to inappropriate or excessive risks.

The Company has not adopted a policy forbidding directors or officers from purchasing financial instruments that are designed to hedge or offset a decrease in market value of the Company's securities granted as compensation or held, directly or indirectly, by directors or officers. The Company is not, however, aware of any directors or officers having entered into this type of transaction.

Compensation Governance

The Board reviews and recommends the compensation for the Company's executive officers. The Board also oversees the Company's general compensation and benefits policies.

A compensation consultant or advisor has not been retained, at any time since the Company's most recently completed financial year, to assist the Board in determining compensation for any of the Company's directors or executive officers.

Summary Compensation Table

The following table (presented in accordance with National Instrument Form 51-102F6V ("**Statement of Executive Compensation – Venture Issuers**" (the "**Form 51-102F6V**"))) sets forth all annual and long term compensation for services in all capacities to the Company for the three most recently completed financial years of the Company ending on December 31, 2015 (to the extent required by Form 51-102F6V) in respect of each of each of the individuals comprised of the Chief Executive Officer and the Chief Financial Officer, who acted in such capacity for all or any portion of the most recently completed financial year, and each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity (other than the Chief Executive Officer and the Chief Financial Officer), as at December 31, 2015 whose total compensation was, individually, more than \$150,000 for the financial year and any individual who would have satisfied these criteria but for the fact that individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of the most recently completed financial year (collectively the "**Named Executive Officers**" or "**NEOs**").

NEO Name and Principal Position	Year	Salary, Consulting Fee, Retainer or Commission (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)		Value of All Other Compensation (\$)	Total Compensation Accrued (\$)
					Annual Incentive Plans	Long-term Incentive Plans		
Paul Saxton President & CEO since Aug. 18, 2009	2015	Nil	Nil	Nil	Nil	Nil	108,000 (1)	108,000
	2014	Nil	Nil	46,543	Nil	Nil	108,000 (2)	154,543
	2013	Nil	Nil	Nil	Nil	Nil	108,000 (3)	108,000
Eugene Beukman CFO since Mar 1, 2014	2015	Nil	Nil	Nil	Nil	Nil	75,250 (4)	75,250
	2014	Nil	Nil	14,321	Nil	Nil	21,000 (5)	35,321
	2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Jimmy Mah CFO from Dec. 6, 2012 to Feb. 28, 2014	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil

- (1) This amount represents management fees accrued (but not invoiced or paid) to Bromley Resources Ltd., a company owned by Mr. Saxton, for the period from January 1, 2015 to December 31, 2015.
- (2) This amount represents management fees accrued (but not invoiced or paid) to Bromley Resources Ltd., a company owned by Mr. Saxton, for the period from January 1, 2014 to December 31, 2014.
- (3) This amount represents management fees accrued (but not invoiced or paid) to Bromley Resources Ltd., a company owned by Mr. Saxton, for the period from January 1, 2013 to December 31, 2013.
- (4) This amount represents management fees accrued to Pender Street Corporate Consulting Ltd., a company owned by Mr. Beukman, for the period from January 1, 2015 to December 31, 2015.
- (5) This amount represents management fees accrued to Pender Street Corporate Consulting Ltd., a company owned by Mr. Beukman, for the period from January 1, 2014 to December 31, 2014.

Narrative Discussion

Bromley Resources Ltd., a private company owned by Paul Saxton, entered into an executive consulting agreement with the Company effective August 18, 2009 for a period of five years. The agreement was renewed for another five years (until August 2019) under the same terms. Pursuant to the agreement, Mr. Saxton provides management and administration services and acts as the President and Chief Executive Officer of the Company for an annual fee of \$108,000 with such yearly increases as approved by the Board.

Pender Street Corporate Consulting Ltd. ("PSCC"), a private company owned by Eugene Beukman, entered into a contract for management, accounting and administrative services with the Company effective September 8, 2009, as amended January 1, 2014 for a monthly fee of \$5,000.00 per month.

Mr. Mah did not receive any cash compensation or option awards for the year ended December 31, 2014.

See also "Termination and Change of Control Benefits" below.

Incentive Plan Awards

The Company does not have any incentive plans, pursuant to which compensation that depends on achieving certain performance goals or similar conditions within a specified period is awarded, earned, paid or payable to the Named Executive Officer, other than the Company's incentive stock option plan which may be considered to be an "incentive plan" within the meaning of Form 51-102F6.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information concerning all awards outstanding at the end of the most recently completed financial year under incentive plans of the Company, including awards granted before the most recently completed financial year, to the Named Executive Officers:

Name	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options (1) (\$)	Number of Shares or Units of Shares that Have Not Vested (#)	Market or Payout Value of Share-Based Awards that Have Not Vested (\$)
Paul Saxton CEO Aug. 18, 2009 to Present	390,000	\$0.15	November 26, 2019	Nil	N/A	N/A
Eugene Beukman CFO Mar. 1, 2014 to Present	120,000	\$0.15	November 26, 2019	Nil	N/A	N/A
Jimmy Mah CFO Dec. 6, 2012 to Feb. 28, 2014	N/A	N/A	N/A	N/A	N/A	N/A

- (1) This amount is calculated based on the difference between the market value of the securities underlying the options at the end of the most recently completed financial year, being \$0.055 (which represents the adjusted closing price of the shares on the TSXV on December 31, 2015) and the exercise or base price of the option.

Narrative Discussion

During the year ended December 31, 2015, no stock options were granted to directors or Named Executive Officers. Also, there was no re-pricing of stock options under the Stock Option Plan or otherwise during the Company's completed financial year ended December 31, 2015.

Value Vested or Earned During the Year

The value vested or earned during the most recently completed financial year of incentive plan awards granted to Named Executive Officers is as follows:

NEO 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 (\$)
Paul Saxton	Nil	N/A	N/A
Eugene Beukman	Nil	N/A	N/A
Jimmy Mah	N/A	N/A	N/A

(1) This amount is the dollar value that would have been realized computed by obtaining 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 does not have a pension plan that provides for payments or benefits to the Named Executive Officers at, following, or in connection with retirement.

Termination and Change of Control Benefits

Except as discussed below, the Company does not have any contract, agreement, plan or arrangement that provides for payments to a Named Executive Officer following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or its subsidiaries, or a change in a NEO's responsibilities.

Pursuant to Mr. Saxton's consulting agreement, in the event that Mr. Saxton is terminated for any reason other than just cause, he is entitled to a severance payment of up to one year's base fee, depending on length of service. If Mr. Saxton is terminated in the event of a change of control of the Company, or he terminates his engagement within 90 days after the occurrence of a change of control of the Company, Mr. Saxton is entitled to a severance payment of three times his annual base fee. Under the terms of Mr. Saxton's consulting agreement, the estimated incremental payment upon termination by the Company on a change of control of the Company, is that on termination Mr. Saxton is entitled to receive approximately \$330,000, based upon an amount equal to three times his base fee plus \$6,000 estimated for amounts owed in respect of accrued health insurance benefits and in the money option value.

Mr. Mah, the CFO until his resignation February 28, 2014, does not have any contract in connection with termination and change of control benefits.

Mr. Beukman does not have any contract in connection with termination and change of control benefits in his capacity as CFO; however Pender Street Corporate Consulting Ltd. (a company owned by Br. Beukman) is entitled to ninety days' notice if the management, accounting and administrative services contract is terminated.

Director Compensation

The following table sets forth all amounts of compensation provided to the directors, other than directors who are Named Executive Officers, for the Company's most recently completed financial year:

Director Name	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Andrew Milligan	Nil	Nil	Nil	Nil	Nil	\$12,000 ⁽¹⁾	\$12,000
Ronald Coombes	Nil	Nil	Nil	Nil	Nil	\$12,000	\$12,000
Kevin Nishi	Nil	Nil	Nil	Nil	Nil	\$12,000	\$12,000
Robert Schafer	Nil	Nil	Nil	Nil	Nil	\$12,000	\$12,000

- (1) This amount represents director and part-time Chair of the Board fees paid to Glencoe Management Ltd., a company owned by Mr. Milligan, for the period from January 1, 2015 to December 31, 2015.

The Company has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Company or its subsidiaries for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial year or subsequently, up to and including the date of this Information Circular, except as set forth below.

Effective August 1, 2013, the Board approved the payment of a fee to the independent directors in the amount of \$1,000 per month, for services provided as directors and committee members of the Company.

The Company has a stock option plan for the granting of incentive stock options to the directors, officers, employees and consultants. The purpose of granting such options is to assist the Company in compensating, attracting, retaining and motivating the directors of the Company and to closely align the personal interests of such persons to that of the shareholders.

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

The following table sets forth information concerning all awards outstanding at the end of the most recently completed financial year under incentive plans of the Company, including awards granted before the most recently completed financial year, to each of the directors who are not Named Executive Officers:

Director Name	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options ⁽¹⁾ (\$)	Number of Shares or Units of Shares that Have Not Vested (#)	Market or Payout Value of Share-Based Awards that Have Not Vested (\$)
Andrew Milligan	120,000	\$0.15	November 26, 2019	Nil	N/A	N/A
Ronald Coombes	120,000	\$0.15	November 26, 2019	Nil	N/A	N/A
Kevin Nishi	120,000	\$0.15	November 26, 2019	Nil	N/A	N/A
Robert Schafer	120,000	\$0.15	November 26, 2019	Nil	N/A	N/A

- (1) This amount is calculated based on the difference between the market value of the securities underlying the options at the end of the most recently completed financial year, being \$0.055 (which represents the adjusted closing price of the shares on the TSXV on December 31, 2015) and the exercise or base price of the option.
- (2) On December 12, 2016, Robert Schafer resigned as a Director of the Company. He will remain as an advisor to the Company going forward.

Value Vested Or Earned During The Year

The value vested or earned during the most recently completed financial year of incentive plan awards granted to directors who are not Named Executive Officers is as follows:

Director 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 (\$)
Andrew Milligan	Nil	N/A	N/A
Ronald Coombes	Nil	N/A	N/A
Kevin Nishi	Nil	N/A	N/A
Robert Schafer	Nil	N/A	N/A

- (1) This amount is the dollar value that would have been realized computed by obtaining 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.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth the Company's compensation plans under which equity securities are authorized for issuance as at the end of the most recently completed financial year.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	2,024,000	\$0.15	250,602 ⁽¹⁾
Equity compensation plans not approved by security holders	None	N/A	N/A
Total	2,024,000	\$0.15	250,602

- (1) The number of securities remaining available for future issuance under the Company's 10% rolling stock option plan as at the end of the Company's most recently completed financial year, is calculated on the basis of 10% of the Company's issued and outstanding shares as at such date (being 10% of 22,746,021 = 2,274,602).

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Information Circular, there was no indebtedness outstanding of any current or former director, executive officer or employee of the Company or its subsidiaries which is owing to the Company or its subsidiaries or to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries, entered into in connection with a purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Company, no proposed nominee for election as a director of the Company and no associate of such persons:

- (i) is or at any time since the beginning of the most recently completed financial year has been, indebted to the Company or its subsidiaries; or
- (ii) is a person whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries,

in relation to a securities purchase program or other program.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out herein, no person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee of management of the Company for election as a director of the Company and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than the election of directors or the appointment of auditors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person or proposed director of the Company and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect the Company or its subsidiaries, except as set forth below.

In February 2014, Procon completed the divestment of its interests in the Company pursuant to the CFIUS Order as disclosed June 18, 2013. Procon sold its 46,000,000 pre-consolidated common shares of the Company through a private sale at approximately \$0.01127 per share for a total purchase price of \$518,420. In addition, the \$2,300,000 convertible debenture held by Procon (plus approximately \$175,000 in accrued interest) was repaid in full and discharged using funds advanced to the Company through unsecured, non-convertible loans from companies controlled by two, now former, directors of Lincoln (the "**Loans**"). The Loans bear interest at a rate of 6% per annum, payable monthly commencing April 1, 2014 for a term of five years at which point the principal amount owing under the Loans is due. Concurrent with the divestment, the Procon Directors resigned from the Company on February 28, 2014.

On October 20, 2014, the Company issued an aggregate of 6,860,000 common shares at a deemed price of \$0.15 per share to Golden Dreams Limited Partnership ("**GDLP**") in payment and full satisfaction of the Company's promissory note in the amount of \$1,029,000 issued to GDLP as announced May 9, 2014. The general partner of GDLP is a company controlled by Mr. Ronald Netolitzky, who currently

beneficially holds or controls, directly or indirectly, approximately 12.50% after the distribution of Lincoln shares to the GDLP unitholders.

In 2014, the Company also received advances totaling \$305,000 from Mr. Netolitzky and a company controlled by him. During the year 2015, the Company also received additional advances of \$120,000 from Mr. Netolitzky and a company controlled by him. As of the year ended December 31, 2015, total advances were \$425,000. The advances are currently unsecured, non-convertible and non-interest bearing, with no specific repayment schedule.

APPOINTMENT OF AUDITORS

The Company's auditor is Davidson & Company LLP, Chartered Accountants of 1200, 609 Granville Street, Vancouver, British Columbia, V7Y 1G6. Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the reappointment of Davidson & Company LLP, Chartered Accountants to hold office for the ensuing year at a remuneration to be fixed by the directors.

MANAGEMENT CONTRACTS

No management functions of the Company or its subsidiaries are performed to any substantial degree by a person other than the directors or executive officers of the Company or its subsidiaries.

AUDIT COMMITTEE

Audit Committee's Charter

The text of the Company's Audit Committee Charter is set forth in Schedule "A" attached to this Information Circular.

Composition of the Audit Committee

The members of the Audit Committee are Andrew Milligan (Chair), Ronald Coombes and Kevin Nishi, all of whom are considered "financially literate" and independent within the meaning of National Instrument 52-110 ("**NI 52-110**").

Relevant Education and Experience

Andrew Milligan is a business executive who has concentrated on mining ventures over the past 25 years. Mr. Milligan is and has been a director or officer of a number of public mining companies trading on both the American Stock Exchange and the TSXV.

Ronald Coombes is an experienced entrepreneur and fundraiser and has been president of several public mining companies since 2005. He has also served as director and CEO of many junior mining and exploration companies listed on the TSXV.

Kevin Nishi is a Chartered Accountant and currently a partner with accounting firm Smythe LLP. Mr. Nishi also holds a Bachelor's Degree in Business Administration and his extensive background includes accounting and auditing for public companies.

Robert Schafer is a Registered Professional Geologist with advanced degrees in geology and mineral economics. He has over 35 years of experience working internationally with major and junior mining companies. His experience includes implementation of successful exploration strategies, project reviews and valuations leading to acquisitions, and management of exploration teams.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company 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 of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. The Audit Committee Charter requires that all non-audit services be pre-approved by the Audit Committee.

External Auditors Service Fees (By Category)

The aggregate fees billed by the Company's external auditors in each of the last two fiscal years for audit fees are as follows:

Financial Year Ending	Audit Fees⁽¹⁾	Audit Related Fees⁽²⁾	Tax Fees⁽³⁾	All Other Fees⁽⁴⁾
2015	20,400	Nil	10,250	Nil
2014	\$22,032	Nil	\$9,750	Nil

- (1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All Other Fees" include all other non-audit services.

Exemption in Section 6.1 of NI 52-110

The Company is relying on the exemption in Section 6.1 of NI 52-110 from the requirement of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations).

CORPORATE GOVERNANCE DISCLOSURE

Corporate governance refers to the policies and structure of the board of directors of a corporation, whose members are elected by and are accountable to the shareholders of the corporation. Corporate

governance encourages establishing a reasonable degree of independence of the Board of Directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board of the Company is committed to sound corporate governance practices, as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

National Policy 58-201 establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines. However, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore not all guidelines have been adopted. National Instrument 58-101 mandates disclosure of corporate governance practices which disclosure is set out below.

Risk Management

The Board of Directors is responsible for the adoption of a strategic planning process, identification of principal risks and implementing risk management systems, succession planning and the continuous disclosure requirements of the Company under applicable securities laws and regulations. In addition, the Board is tasked with assessing risk as it pertains to the Company's compensation strategy (see also Executive Compensation – "Assessment of Risks Associated with Compensation Policies and Practices" above). The Audit Committee is also tasked with certain risk management responsibilities, as set forth in section 2(e) of the Audit Committee Charter which is attached as Schedule "A" to this Information Circular.

Independence of Members of Board

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A "**material relationship**" is a relationship which could, in the view of the Company's Board, be reasonably expected to interfere with the exercise of a director's independent judgment or in the specified circumstances set forth in section 1.4 of NI 52-110.

The Company's Board may consist of five (5) directors. Currently the Board consists of four (4) directors, three of whom, namely Andrew Milligan, Kevin Nishi and Ronald Coombes, are considered by the Board to be independent based upon the tests for independence set forth in NI 52-110. Paul Saxton is not independent as he is the President and CEO of the Company.

Management Supervision by Board

The CEO and CFO report upon the operations of the Company separately to the Board annually and at such other times throughout the year as is considered necessary or advisable by the directors. The directors are encouraged to meet at any time they consider necessary without any members of management, including the non-independent directors, being present. The Company's auditors, legal counsel and employees may be invited to attend. The Audit Committee, which is composed of independent directors, have the opportunity to meet with the Company's auditors without management being in attendance.

The Board considers that management is effectively supervised by the Board on an informal basis as the Board is actively and regularly involved in reviewing and supervising the operations of the Company and have regular and full access to management. Independent supervision of management is further accomplished by selecting management who demonstrate a high level of integrity and ability and having strong independent Board members. In addition, the Board may appoint from time to time an independent lead director to direct Board operations.

Participation of Directors in Other Reporting Issuers

The participation of the directors in other reporting issuers is described below.

Mr. Saxton is a director of the following reporting issuers:

Name of Reporting Issuer	Market Traded On	Position Held	From	To
Goldcliff Resource Corporation	TSXV	Director	March 2004	Current
Zazu Metals Corporation	TSX	Director	July 2007	Current

Mr. Nishi is a director of the following reporting issuers:

Name of Reporting Issuer	Market Traded On	Position Held	From	To
Miranda Gold Corp.	TSXV	Director	Feb 2015	Current

Orientation and Continuing Education

While the Company does not have formal orientation and training programs, new Board members are provided with:

1. Information respecting the functioning of the Board of Directors, committees and copies of the Company's corporate governance policies;
2. Access to recent, publicly filed documents of the Company, technical reports and the Company's internal financial information; and
3. Access to management and technical experts and consultants.

Board members are encouraged to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management's assistance; and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records. Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business.

Ethical Business Conduct

The Board views good corporate governance as an integral component to the success of the Company and to meet responsibilities to shareholders. The Board has adopted a Code of Conduct that is posted on its website at www.lincolnmining.com and has instructed its management and employees to abide by the Code.

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

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the mining industry are consulted for possible candidates.

Audit Committee

The Board has a charter for the Audit Committee to follow in carrying out its audit and financial review functions. A copy of the charter of the Audit Committee is reproduced in Schedule "A" attached to this Information Circular. The Audit Committee reviews all financial statements of the Company prior to their publication, reviews audits, considers the adequacy of audit procedures, recommends the appointment of independent auditors, reviews and approves the professional services to be rendered by them and reviews fees for audit services. The charter has set criteria for membership which all members of the Audit Committee are required to meet consistent with NI 52-110 and other applicable regulatory requirements. The Audit Committee, as needed, meets separately (without management present) with the Company's auditors to discuss the various aspects of the Company's financial statements and the independent audit.

Board Committees

As the directors are actively involved in the operations of the Company and the size of the Company's operations does not warrant a larger Board of Directors, the Board has determined that additional committees are not necessary at this stage of the Company's development.

Assessments

The Board has no special structure in place for evaluating the effectiveness of the Board, its committees and individual directors. Based on general feedback from individual directors and management, the Board will assess its operations and adequacy of information provided to the Board and make necessary changes.

Expectations of Management

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 goals and objectives.

APPROVAL AND RATIFICATION OF STOCK OPTION PLAN

Effective April 20, 2011, the Board of Directors of the Company approved the adoption of a new 10% rolling stock option plan (the "**Option Plan**") on the same terms as the Company's previous stock option plan but including a number of new features and updates, including certain features that conform with new TSXV policies. Material terms of the Option Plan include, among other things, adjustments for blackout periods and corporate reorganizations, accelerated vesting in the event of a change of control and specific termination provisions for various types of optionees. The Option Plan was first approved by the shareholders of the Company at the 2011 annual general meeting held on June 30, 2011 and by the

TSXV on July 5, 2011. Further details of the Option Plan are contained in the Company's Information Circular dated May 26, 2011.

The purpose of the Option Plan is to allow the Company to grant options to directors, officers, employees and consultants, as additional compensation, and as an opportunity to participate in the success of the Company. The granting of such options is intended to align the interests of such persons with that of the shareholders. Options granted under the Option Plan are exercisable over periods of up to ten years as determined by the Board of Directors of the Company and are required to have an exercise price no less than the closing market price of the Company's shares prevailing on the day before the announcement of the option grant (or, if the grant is not announced, the closing market price prevailing on the day that the option is granted) less a discount of up to 25%, the amount of the discount varying with the market price in accordance with the policies of the TSXV.

Pursuant to the Option Plan, the Board of Directors may from time to time authorize the issue of options to directors, officers, employees and consultants of the Company and its subsidiaries or employees of companies providing management or consulting services to the Company or its subsidiaries. The Option Plan contains no vesting requirements (other than for optionees engaged in investor relations activities), but permits the Board of Directors to specify a vesting schedule in its discretion.

The maximum number of shares which may be issued pursuant to options previously granted and those granted under the Option Plan will be 10% of the issued and outstanding shares at the time of the grant. In addition, the number of shares which may be reserved for issuance to any one individual may not exceed (without shareholder approval) 5% of the issued shares on a yearly basis or 2% if the optionee is engaged in investor relations activities or is a consultant. The number of shares which may be reserved for issuance to insiders of the Company as a group may not exceed (without shareholder approval) 10% of the issued shares on a yearly basis.

The Option Plan provides that, on the death or disability of an option holder, all vested options will expire at the earlier of one year after the date of death or disability and the expiry date of such options. Where an optionee is terminated for cause, any outstanding options (whether vested or unvested) are cancelled as of the date of termination. If an optionee retires or voluntarily resigns or is otherwise terminated by the Company other than for cause, then all vested options held by such optionee will expire at the earlier of (i) the expiry date of such options and (ii) the date which is 90 days (30 days if the optionee was engaged in investor relations activities) after the optionee ceases to be an eligible person under the Option Plan.

The full text of the Option Plan is available for viewing up to the date of the Meeting at the Company's offices at Suite 400, 789 West Pender Street, Vancouver, British Columbia, V6C 1H2 and will also be available for review at the Meeting.

Pursuant to the policies of the TSXV, all such rolling stock option plans which set the number of shares issuable under the plan at a maximum of 10% of the issued and outstanding shares must be approved and ratified by shareholders on an annual basis. See also Executive Compensation – "Option-based Awards" above.

Therefore, at the Meeting, shareholders will be asked to pass an ordinary resolution in the following form:

"BE IT RESOLVED that the Company approve and ratify, subject to regulatory approval, the Company's stock option plan dated effective April 20, 2011 (the "Plan") pursuant to which the directors may, from time to time, authorize the issuance of options to directors, officers, employees and consultants of the Company and its subsidiaries to a maximum of 10% of the issued and outstanding common shares at the time of the grant,

with a maximum of 5% of the Company's issued and outstanding shares being reserved to any one person on a yearly basis."

Recommendation of the Directors

The Board of Directors of the Company has reviewed the proposed resolution and concluded that it is fair and reasonable to the shareholders and in the best interests of the Company.

The Board of Directors of the Company recommends that shareholders vote in favour of the resolution to approve and ratify the Option Plan for the Company.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on the Company's website at www.lincolnmining.com or on SEDAR at www.sedar.com. Shareholders may contact the Company at Suite 400 – 789 West Pender Street, Vancouver, British Columbia, V6C 1H2, or telephone 604-688-7377, or email: info@lincolnmining.com to request copies of the Company's financial statements and MD&A.

Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year which is filed on SEDAR, under the Company's profile.

OTHER MATTERS

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

DATED January 16, 2017.

APPROVED BY THE BOARD OF DIRECTORS

"Paul Saxton"

Paul Saxton
President and CEO

SCHEDULE "A"**LINCOLN MINING CORPORATION (the "Company")
AUDIT COMMITTEE CHARTER****1. MISSION**

Senior management, as overseen by the board of directors, has primary responsibility for the Company's financial reporting, accounting systems and internal controls. The audit committee is a standing committee of the board of directors established to assist the board of directors in fulfilling its responsibilities in this regard.

2. RESPONSIBILITIES

The audit committee shall:

(a) Financial Information

- (i) Review the annual financial statements and related matters and recommend their approval to the board of directors, after discussing matters such as the selection of accounting policies, major accounting judgements, accruals and estimates with management;
- (ii) be responsible for reviewing the results of the external audit, including:
 - A. the auditor's engagement letter;
 - B. the reasonableness of the estimated audit fees;
 - C. the scope of the audit, including materiality, locations to be visited, audit reports required, areas of audit risk, timetable, deadlines and coordination with internal audit;
 - D. the post-audit management letter together with management's response;
 - E. the form of the audit report;
 - F. any other related audit engagements (e.g. audit of the company pension plan);
 - G. pre-approving non audit services performed by the auditor;
 - H. assessing the auditor's performance;
 - I. recommending the auditor for appointment by the board of directors and the compensation of the auditor;
 - J. meeting with the auditors to discuss pertinent matters, including the quality of accounting personnel;
- (iii) ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial

statements (except for disclosure required to be reviewed by the audit committee), and must periodically assess the adequacy of those procedures;

- (iv) establish procedures for:
 - A. the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
 - B. the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- (v) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company;

(b) Interim Financial Statements

- (vi) obtain reasonable assurance on the process for preparing reliable quarterly interim financial statements from discussions with management and, where appropriate, reports from the external and internal auditors;
- (vii) review, or engage the external auditors to review, the quarterly interim financial statements if not reviewed by the board of directors;
- (viii) obtain reasonable assurance from management about the process for ensuring the reliability of other public disclosure documents that contain audited and unaudited financial information;

(c) Accounting System and Internal Controls

- (ix) obtain reasonable assurance from discussions with and(or) reports from management, and reports from external and internal auditors that the Company's accounting systems are reliable and that the prescribed internal controls are operating effectively;
- (x) direct the auditors' examinations to particular areas;
- (xi) request the auditors to undertake special examinations (e.g., review compliance with conflict of interest policies);
- (xii) review control weaknesses identified by the external and internal auditors, together with management's response;
- (xiii) review the appointments of the chief financial officer and key financial executives;
- (xiv) review accounting and financial human resources and succession planning within the Company.

(d) Reporting

- (xv) report to the board of directors following each meeting on the major discussions and decisions made by the audit committee; and

- (xvi) review the audit committee's terms of reference periodically and propose recommended changes to the board of directors.

(e) Risk Management

- (xvi) review, at least annually, and more frequently if necessary, the Company's policies for risk assessment and risk management (the identification, monitoring, and mitigation of risks).
- (xvii) inquire of management and the independent auditor about significant business, political, financial and control risks or exposure to such risk.
- (xviii) request the external auditor's opinion of management's assessment of significant risks facing the Company and how effectively they are being managed or controlled.
- (xiv) assess the effectiveness of the over-all process for identifying principal business risks and report thereon to the Board.

3. COMPOSITION AND REGULATIONS

- (a) The audit committee shall be composed of at least three directors, the majority of whom will be independent in that he or she has no material relationship with the Company that could be reasonably expected to interfere with the exercise of the member's independent judgement.
- (b) All members shall be financially literate in that they are able to understand the level of complexity of the financial statements of the Company and the accounting issues that can reasonably be expected to be raised by the Company's financial statements.
- (c) The members and the chairperson of the audit committee shall be appointed by the board of directors for a one year term and may serve any number of consecutive terms.
- (d) The chairperson of the audit committee shall, in consultation with management and the auditors, establish the agenda for the meetings and ensure that properly prepared agenda materials are circulated to members with sufficient time for study prior to the meeting.
- (e) The audit committee shall have the power, authority and discretion delegated to it by the board of directors which shall not include the power to change the membership of or fill vacancies in the audit committee.
- (f) The audit committee shall conform to the regulations which may from time to time be imposed upon it by the board of directors. The board of directors shall have the power at any time to revoke or override the authority given to or acts done by the audit committee except as to acts done before such revocation or act of overriding and to terminate the appointment or change the membership of the audit committee or fill vacancies in it as it shall see fit.
- (g) The audit committee may meet and adjourn, as they think proper. A majority of the members of the audit committee shall constitute a quorum thereof. Questions arising shall be determined by a majority of votes of the members of the audit committee present, and in the case of an equality of votes, the chairperson shall not have a second or casting vote.
- (h) A resolution approved in writing by all of the members of the audit committee shall be valid and effective as if it had been passed at a duly called meeting. Such resolution shall be filed with the

minutes of the proceedings of the audit committee and shall be effective on the date stated thereon or on the latest date stated in any counterpart.

- (i) The audit committee shall keep regular minutes of its meetings and record all material matters and shall cause such minutes to be recorded in the books kept for that purpose and shall distribute such minutes to the board of directors.
- (j) The audit committee shall have unrestricted and unfettered access to all Company personnel and documents and shall be provided with the resources necessary to carry out its responsibilities.

Approved by the Board April 20, 2011