

**GALWAY METALS INC.**

**NOTICE OF MEETING  
AND  
MANAGEMENT INFORMATION CIRCULAR  
WITH RESPECT TO  
THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON JUNE 20, 2018**

Dated: May 18, 2018

## GALWAY METALS INC.

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual and special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Galway Metals Inc. (the “**Corporation**”) will be held at the offices of DSA Corporate Services Inc. at 82 Richmond Street East, Toronto, Ontario M5C 1P1, on June 20, 2018 at 10:00 a.m. (Toronto time), for the following purposes:

1. to receive and consider the financial statements of the Corporation for the year ended December 31, 2017 and the report of the auditors thereon;
2. to appoint PricewaterhouseCoopers LLP, Chartered Accountants as the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
3. to elect the directors of the Corporation for the ensuing year;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve, for the ensuing year, the Corporation’s incentive stock option plan that was adopted on December 17, 2012; and
5. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

An “**ordinary resolution**” is a resolution passed by at least a majority of the votes cast by Shareholders who voted in respect of that resolution at the Meeting, while a “**special resolution**” is a resolution passed by a majority of not less than two-thirds ( $\frac{2}{3}$ ) of the votes cast by Shareholders who voted in respect of that resolution.

The nature of the business to be transacted at the Meeting is described in further detail in the management information circular of the Corporation dated May 18, 2018 under the section entitled *Matters to be Acted Upon*.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is May 16, 2018 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

#### **Website Where Meeting Materials are Posted**

Electronic copies of the Circular, financial statements of the Corporation for the year ended December 31, 2017 (“**Financial Statements**”) and management’s discussion and analysis of the Corporation’s results of operations and financial condition for 2017 (“**MD&A**”) may be found on the Corporation’s SEDAR profile at [www.sedar.com](http://www.sedar.com) or on the Corporation’s website at [www.galwaymetalsinc.com](http://www.galwaymetalsinc.com) under “Company”.

#### **Voting**

All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy. A “beneficial” or “non-registered” Shareholder will not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the common shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting. Shareholders who are unable to attend the Meeting in person, or any adjournments or postponements thereof, are requested to complete, date and sign the enclosed form of proxy (registered holders) or voting instruction form (beneficial holders) and return it in the envelope provided. To be effective, the enclosed form of proxy or voting instruction form must be mailed or faxed so as to reach or be deposited with Computershare (in the case of registered holders) at 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, Attn: Proxy Department, prior to the Proxy Deadline, failing which such votes may not be counted, or your intermediary (in the case of beneficial holders) with sufficient time for them to file a proxy by the Proxy Deadline. Proxies may also be voted online at [www.investorvote.com](http://www.investorvote.com). SHAREHOLDERS ARE REMINDED TO REVIEW THE CIRCULAR BEFORE VOTING.

DATED this 18<sup>th</sup> day of May, 2018.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
GALWAY METALS INC.**

*“Robert Hinchcliffe”*

Robert Hinchcliffe  
President, Chief Executive Officer and Director

## GALWAY METALS INC.

### MANAGEMENT INFORMATION CIRCULAR

**This Circular is furnished in connection with the solicitation of proxies by management of the Corporation for use at the annual and special meeting (the “Meeting”) of Shareholders to be held at 10:00 a.m. (Toronto time) on June 20, 2018 at the offices of DSA Corporate Services Inc. at 82 Richmond Street East, Toronto, Ontario M5C 1P1, for the purposes set forth in the Notice of Annual And Special Meeting of Shareholders (the “Notice”).** References in this Circular to the Meeting include any adjournment(s) or postponement(s) thereof. It is expected that the solicitation of proxies will be primarily by mail, however, proxies may also be solicited by the officers, directors and employees of the Corporation by telephone, electronic mail, telecopier or personally. These persons will receive no compensation for such solicitation other than their regular fees or salaries. The cost of soliciting proxies in connection with the Meeting will be borne directly by the Corporation.

### GENERAL INFORMATION RESPECTING THE MEETING

The board of directors of the Corporation (the “Board”) has fixed the close of business on May 16, 2018 as the record date, being the date for the determination of the registered Shareholders entitled to receive notice of, and to vote at, the Meeting. All duly completed and executed proxies must be received by the Corporation’s registrar and transfer agent, Computershare Investor Services Inc. (“Computershare”), at 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, Attn: Proxy Department, Tel: 1-866-732-8683 or online at [www.investorvote.com](http://www.investorvote.com), by not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof.

In this Circular, unless otherwise indicated, all dollar amounts “\$” are expressed in United States dollars.

Unless otherwise stated, the information contained in this Circular is as of May 18, 2018.

#### **Voting of and Exercise of Discretion by Proxies**

The common shares in the capital stock of the Corporation (“Common Shares”) represented by the form of proxy delivered to registered Shareholders (if same is properly executed and is received at the offices of Computershare at the address provided herein, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof), will be voted at the Meeting, and, where a choice is specified in respect of any matter to be acted upon, will be voted or withheld from voting in accordance with the specification made on any ballot that may be called for. **In the absence of such specification, proxies in favour of management will be voted in favour of all resolutions described below. The form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice and with respect to other matters which may properly come before the Meeting.** At the time of the filing of this Circular, management knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters that are not now known to management should properly come before the Meeting, the form of proxy will be voted on such matters in accordance with the best judgment of the named proxies.

#### **Appointment of Proxies**

The persons named in the form of proxy are officers and/or directors of the Corporation. A Shareholder desiring to appoint some other person, who need not be a Shareholder, to represent him or her at the Meeting, may do so by inserting such person’s name in the blank space provided in the form of proxy or by completing another proper form of proxy and, in either case, depositing the completed and executed proxy at the offices of Computershare, at the address provided herein, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof.

A Shareholder forwarding the form of proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the Shareholder giving the proxy wishes to confer a

discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The Common Shares represented by the form of proxy submitted by a Shareholder will be voted in accordance with the directions, if any, given in the form of proxy.

To be valid, a form of proxy must be executed by a Shareholder or a Shareholder's attorney duly authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or, by a duly authorized officer or attorney.

### **Revocation of Proxies**

A proxy given pursuant to this solicitation may be revoked at any time prior to its use. A Shareholder who has given a proxy may revoke the proxy by:

- (i) completing and signing a proxy bearing a later date and depositing it at the offices of Computershare;
- (ii) depositing an instrument in writing executed by the Shareholder or by the Shareholder's attorney duly authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or, by a duly authorized officer or attorney either with Computershare at any time up to and including the last business day preceding the day of the Meeting or any adjournment(s) or postponement(s) thereof or with the Chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment(s) or postponement(s) thereof; or
- (iii) in any other manner permitted by law.

Such instrument will not be effective with respect to any matter on which a vote has already been cast pursuant to such proxy.

### **Voting by Non-Registered Shareholders**

Only registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. Most Shareholders are "non-registered" or "beneficial" Shareholders ("**Non-Registered Shareholders**") because the Common Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Common Shares. Common Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary ("**Intermediary**") that the Non-Registered Shareholder deals with in respect of the Common Shares; or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. ("**CDS**")) of which the Intermediary is a participant. In accordance with applicable securities law requirements, the Corporation will have distributed copies, via mail or electronically, of the Notice, this Circular, the form of proxy and a request card for interim materials (collectively, the "**Meeting Materials**") to the clearing agencies and Intermediaries for distribution to Non-Registered Shareholders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either:

- (i) be given a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a "**voting instruction form**") which the Intermediary must follow. Typically, the voting instruction form will consist of a one page pre-printed form. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in Canada and the United States. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Non-Registered Shareholders and asks Non-Registered Shareholders to return the forms to Broadridge or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of the Common Shares to be represented at the Meeting. Sometimes, instead of the one page pre-printed form, the

voting instruction form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label with a bar-code and other information. In order for the form of proxy to validly constitute a voting instruction form, the Non-Registered Shareholder 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. **A Non-Registered Shareholder who receives a voting instruction form cannot use that form to vote his or her Common Shares at the Meeting;** or

- (ii) 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 Common Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and deposit it with Computershare at 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, Attn: Proxy Department, Tel: 1-866-732-8683.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting, or any adjournment(s) or postponement(s) thereof, (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the voting instruction form and insert the Non-Registered Shareholder or such other person's name in the blank space provided. **In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the voting instruction form is to be delivered.**

A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive Meeting Materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive Meeting Materials and to vote, which is not received by the Intermediary at least seven (7) days prior to the Meeting.

Non-Registered Shareholders fall into two categories: those who object to their identity being made known to the issuers of securities which they own ("**Objecting Beneficial Owners**" or "**OBOs**") and those who do not object to their identity being made known to the issuers of the securities they own ("**Non-Objecting Beneficial Owners**" or "**NOBOs**"). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from intermediaries. Pursuant to NI 54-101, issuers may obtain and use the NOBO list in connection with any matter relating to the affairs of the issuer, including the distribution of proxy-related materials directly to NOBOs. The Corporation is not sending Meeting Materials directly to the NOBOs. The Corporation will use and pay intermediaries and agents to send the Meeting Materials and also intends to pay for intermediaries to deliver the Meeting Materials to the OBOs.

Electronic copies of the Circular, financial statements of the Corporation for the year ended December 31, 2017 ("**Financial Statements**") and management's discussion and analysis of the Corporation's results of operations and financial condition for 2017 ("**MD&A**") may be found on the Corporation's SEDAR profile at [www.sedar.com](http://www.sedar.com) or on the Corporation's website at [www.galwaymetalsinc.com](http://www.galwaymetalsinc.com) under "Company". **Shareholders are reminded to review this Circular before voting.**

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

Other than as disclosed herein, no director or executive officer of the Corporation who has held such position at any time since the beginning of the Corporation's last financial year, each proposed nominee for election as a director of the Corporation, and associates or affiliates of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting.

## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share capital of the Corporation consists of an unlimited number of Common Shares without par value. As at the date hereof, there are 74,915,908 Common Shares issued and outstanding.

Each Common Share entitles the holder thereof to one vote on all matters to be acted upon at the Meeting. The record date for the determination of Shareholders entitled to receive notice of the Meeting has been fixed at May 16, 2018 (the “**Record Date**”). All such holders of record of Common Shares on the Record Date are entitled either to attend and vote thereat in person the Common Shares held by them or, provided a completed and executed proxy shall have been delivered to the Corporation’s transfer agent, Computershare, within the time specified in the Notice, to attend and to vote thereat by proxy the Common Shares held by them.

To the knowledge of the directors and executive officers of the Corporation, as of the date hereof, no person or company beneficially owns, controls or directs, directly or indirectly, voting securities of the Corporation carrying 10% or more of the voting rights attached to all outstanding Common Shares of the Corporation, other than as set out below:

Name of Shareholder	Number of Common Shares <sup>(1)(2)</sup>	Percentage of Common Shares <sup>(1)(2)</sup>
Robert Hinchcliffe	10,967,384	14.64%

**Notes:**

- (1) The information as to Common Shares beneficially owned, controlled or directed, not being within the knowledge of the Corporation, has been obtained by the Corporation from publicly disclosed information and/or furnished by or on behalf of the respective Shareholder listed above.
- (2) On a non-diluted basis.

## EXECUTIVE COMPENSATION

### Compensation Discussion and Analysis

The purpose of this Compensation Discussion and Analysis is to provide information about the Corporation’s executive compensation philosophy, objectives, and processes and to discuss compensation decisions relating to the Corporation’s Chief Executive Officer, Chief Financial Officer, and, if applicable, its three most highly compensated individuals acting as, or in a like capacity as, executive officers of the Corporation whose total compensation for the most recently completed financial year was individually equal to more than \$150,000 (the “**NEOs**” or “**Named Executive Officers**”), during the Corporation’s most recently completed financial year, being the financial year ended December 31, 2017 (the “**Last Financial Year**”). The only NEOs of the Corporation during the Last Financial Year were Robert Hinchcliffe, the President and Chief Executive Officer, Robert Suttie, the Chief Financial Officer, Larry Strauss, the Vice President of Corporate Development and Mari Trowbridge, Vice President of Administration.

#### *Compensation Process*

The Corporation does not currently have a compensation committee. The Board, as a whole, reviews matters relating to the compensation of executive officers of the Corporation. Directors who are also members of management recuse themselves from a meeting, or portion of a meeting, of the Board where such individual’s compensation is discussed and abstain from voting in respect of the approval of such compensation.

The Board relies on the knowledge and experience of the directors thereon to set appropriate levels of compensation for senior officers. Neither the Corporation nor the Board currently has any contractual arrangement with any executive compensation consultant who has a role in determining or recommending the amount or form of senior officer compensation.

#### **Principles/Objectives of the Compensation Program**

The primary goal of the Corporation’s executive compensation program is to attract, motivate and retain top quality individuals at the executive level. The program is designed to ensure that the compensation provided to the

Corporation's senior officers is determined with regard to the Corporation's business strategy and objectives and financial resources, and with the view of aligning the financial interests of the senior officers with the financial interests of Shareholders.

### Compensation Program Design and Analysis of Compensation Decisions

Standard compensation arrangements for the Corporation's senior officers are composed of the following elements, which are linked to the Corporation's compensation and corporate objectives as follows:

Compensation Element	Link to Compensation Objectives	Link to Corporate Objectives
Base Salary and/or Consulting Fees	Attract and Retain	Competitive pay ensures access to skilled employees necessary to achieve corporate objectives.
Bonuses	Motivate and Reward	Short-term incentives motivate and reward senior officers to increase Shareholder value by the achievement of short-term corporate strategies and objectives.
Stock Options	Motivate and Reward Align interests with shareholders	Long-term incentives motivate and reward senior officers to increase Shareholder value by the achievement of long-term corporate strategies and objectives.

### Performance and Compensation

The Corporation is an exploration stage mining company and does not expect to be generating revenues from operations in the foreseeable future. As a result, the use of traditional performance standards such as corporate profitability is not considered by the Board to be appropriate in the evaluation of corporate or NEO performance. The compensation of senior officers is based, in part, on trends in the mineral exploration industry as well as achievement of the Corporation's business plans. The Board did not establish any quantifiable criteria during the Last Financial Year with respect to base compensation payable or the amount of equity compensation granted to NEOs and did not benchmark against a peer group of companies.

#### *Base Salaries and Consulting Fees*

The Corporation provides senior officers with base salaries or consulting fees which represent their minimum compensation for services rendered, or expected to be rendered. NEOs' base compensation depends on the scope of their experience, responsibilities, leadership skills, performance, length of service, general industry trends and practices competitiveness, and the Corporation's existing financial resources. Base salaries are reviewed annually by the Board.

#### *Bonuses*

The Corporation may, in its discretion, award annual incentives by way of cash bonuses in order to motivate executives to achieve short-term corporate goals, and encourage continued high standards of performance. The success of NEOs in achieving their individual objectives and their contributions to the Corporation in reaching its overall goals are factors in the determination of their annual bonus.

#### *Stock Options*

The grant of options pursuant to the Corporation's stock option plan is an integral component of the compensation arrangements of the senior officers of the Corporation. The Board believes that the grant of options to senior officers and Common Share ownership by such officers serves to motivate such officers to strive towards achievement of the Corporation's long-term strategic objectives, which will benefit all Shareholders. Options are awarded to employees

of the Corporation by the Board. Decisions with respect to options granted are based upon the individual's level of responsibility and their contribution towards the Corporation's goals and objectives, and additionally may be awarded in recognition of the achievement of a particular goal or extraordinary service. The Board considers the overall number of options that are outstanding relative to the number of outstanding Common Shares in determining whether to make any new grants of options and the size of such grants.

During the Last Financial Year, based on the foregoing factors, the Board granted an aggregate of 1,315,000 stock options to purchase Common Shares.

#### *Compensation Risk Considerations*

The Board is responsible for considering, establishing and reviewing executive compensation programs, and whether the programs encourage unnecessary or excessive risk taking. The Corporation believes the programs are balanced and do not motivate unnecessary or excessive risk taking. The Corporation does not currently have a policy that restricts directors or NEOs from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity. However, to the knowledge of the Corporation, as of the date of hereof, no director or NEO of the Corporation has participated in the purchase of such financial instruments.

Base salaries are fixed in amount thus do not encourage risk taking. While annual incentive awards focus on the achievement of short term or annual goals and short term goals may encourage the taking of short-term risks at the expense of long term results, the Corporation's annual incentive award program represents a small percentage of employee's compensation opportunities. Annual incentive awards are based on various personal and company-wide achievements. Such performance goals are subjective and include achieving individual and/or corporate targets and objectives, as well as general performance in day-to-day corporate activities which would trigger the award of a bonus payment to the NEO. The determination as to whether a target has been met is ultimately made by the Board and the Board reserves the right to make positive or negative adjustments to any bonus payment if they consider them to be appropriate. Funding of the annual incentive awards is capped at the company level and the distribution of funds to the executive officers is at the sole discretion of the Board.

Stock option awards are important to further align employees' interests with those of the Shareholders. The ultimate value of the awards is tied to the Corporation's stock price and since awards are staggered and subject to long-term vesting schedules, they help ensure that NEOs have significant value tied in long-term stock price performance.

#### **Summary Compensation Table**

The following table provides information for the Last Financial Year and the years ended December 31, 2016 and December 31, 2015 regarding compensation earned by each of the following NEOs:

Name and principal position	Year Ended Dec 31	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Robert Hinchcliffe <i>President &amp; Chief Executive Officer</i>	2017	200,000 <sup>(1)</sup>	Nil	Nil	N/A	N/A	Nil	Nil	200,000
	2016	200,000 <sup>(1)</sup>	Nil	Nil	N/A	N/A	Nil	Nil	200,000
	2015	200,000 <sup>(1)</sup>	Nil	Nil	N/A	N/A	Nil	Nil	200,000
	2014	200,000 <sup>(1)</sup>	Nil	Nil	N/A	N/A	Nil	Nil	200,000
Robert Suttie <i>Chief Financial</i>	2017	18,000 <sup>(2)</sup>	Nil	Nil	N/A	N/A	Nil	Nil	18,000
	2016	18,000 <sup>(2)</sup>	Nil	18,040 <sup>(3)</sup>	N/A	N/A	Nil	Nil	36,040

<i>Officer</i>	2015	18,000 <sup>(2)</sup>	Nil	Nil	N/A	N/A	Nil	Nil	18,000
	2014	18,000 <sup>(2)</sup>	Nil	Nil	N/A	N/A	Nil	Nil	18,000
Larry Strauss <sup>(4)</sup> <i>Vice President of Corporate Development</i>	2017	200,000	Nil	Nil	N/A	N/A	Nil	Nil	200,000
	2016	170,490	Nil	90,200 <sup>(3)</sup>	N/A	N/A	Nil	Nil	260,690
	2015	160,415	Nil	Nil	N/A	N/A	Nil	Nil	160,415
	2014	N/A	N/A	N/A	N/A	N/A	Nil	Nil	N/A
Mari Trowbridge <i>Vice President of Administration</i>	2017	50,000	Nil	Nil	N/A	N/A	Nil	Nil	50,000
	2016	50,000	Nil	72,160	N/A	N/A	Nil	Nil	122,160
	2015	50,000	Nil	Nil	N/A	N/A	Nil	Nil	50,000
	2014	50,000	N/A	N/A	N/A	N/A	Nil	Nil	50,000

Notes

- (1) On June 7, 2013, Mr. Hinchcliffe entered into an employment agreement with the Corporation with an annual base salary of US\$200,000. During fiscal years 2014, 2015, 2016, and 2017, Mr. Hinchcliffe elected not to receive salary increases he was entitled to.
- (2) Robert Suttie is a party to entered into a consulting agreement effective January 1, 2013 among the Corporation and Marrelli Support Services Inc. (the "Consultant"), pursuant to which the Corporation agreed to pay the Consultant, in consideration of the provision by the Consultant of consulting services to the Corporation, the sum of \$1,500 per month. Services include all accounting services to the Corporation and the services of Robert Suttie as the Chief Financial Officer of the Corporation who shall undertake those duties and responsibilities normally associated with the position of Chief Financial Officer, including the preparation of all financial statements and management discussion and analysis reports. Mr. Suttie's compensation is in Canadian Dollars
- (3) On September 21, 2016, the Company granted an aggregate of 1,435,000 stock options to officers, directors, employees and consultants of the Company for a period of 10 years, at an exercise price of CDN\$0.51 per share, vesting immediately upon grant. Robert Suttie has received 50,000 options, Larry Strauss has received 250,000 options and Mari Trowbridge has received 200,000 options. The stock options were valued at the grant date at \$517,736, using the Black-Scholes option pricing model, based on a risk-free rate of 1.19%, an expected life of 10 years, an expected volatility of 110.04% and an expected dividend yield of 0%.
- (4) Mr. Strauss' compensation is in Canadian Dollars

**Incentive Plan Awards**

The following table provides information regarding the incentive plan awards for each NEO outstanding as of December 31, 2017:

**OUTSTANDING SHARE AWARDS AND OPTION AWARDS**

Name	Option-based Awards				Share-based Awards	
	Number of Common Shares underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(1)</sup>	Number of shares or units of shares that have not vested (#)	Market or payout value of share awards that have not vested (\$)
Robert Hinchcliffe	Nil	N/A	N/A	N/A	N/A	N/A
Robert Suttie	50,000	0.51	September 21, 2027	Nil	N/A	N/A
Larry Strauss	400,000 250,000	0.10 0.51	December 4, 2023 September 21, 2027	100,000	N/A N/A	N/A N/A

Mari Trowbridge	525,000	0.10	December 4, 2023	131,250	N/A	N/A
	200,000	0.51	September 21, 2027		N/A	N/A

Notes:

- (1) Aggregate dollar amount of in-the-money unexercised options held as at December 31, 2017. This figure is computed based on the difference between the market value of the Common Shares on the TSX Venture Exchange as at December 31, 2017 and the exercise price of the option. The closing price of the Common Shares on the TSX Venture Exchange on December 31, 2017 was \$0.35.

The following table provides information regarding the value vested or earned on incentive plan awards for each NEO during the Last Financial Year:

#### **INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED DURING THE YEAR**

Name	Option-based awards – Value vested during the year <sup>(1)</sup> (\$)	Share-based awards – Value vested (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Robert Hinchcliffe	N/A	N/A	N/A
Robert Suttie <sup>(2)</sup>	Nil	N/A	N/A
Larry Strauss	Nil	N/A	N/A
Mari Trowbridge	Nil	N/A	N/A

Notes:

- (1) Calculated based on the closing price of the Common Shares on the TSX Venture Exchange at the vesting date less the exercise price of the vested options multiplied by the number of vested options.
- (2) The stock options granted on September 21, 2016 to Mr. Suttie vest as to one-half (½) on March 21, 2017, one-quarter (¼) on September 21, 2017 and one-quarter (¼) on March 21, 2018. The closing price of the Common Shares on the TSX Venture Exchange on December 31, 2017 was \$0.35.

#### **Pension Plan Benefits**

As at the date of this Circular, the Corporation does not have any pension plans.

#### **Termination and Change of Control Benefits**

##### ***Employment Agreements***

Other than as described below, there are no agreements, compensation plans, contracts or arrangements whereby a NEO is entitled to receive payments from the Corporation in the event of the resignation, retirement or other termination of the NEO's employment with the Corporation, change of control of the Corporation or a change in the NEO's responsibilities following a change in control.

##### ***Robert Hinchcliffe***

Pursuant to the executive employment agreement between the Corporation and Robert Hinchcliffe dated June 7, 2013, in the event that Mr. Hinchcliffe's employment is terminated by the Corporation other than for cause, or in the event that Mr. Hinchcliffe gives notice of a voluntary termination of his employment for any reason within 18 months following a Change of Control (as defined below), the Corporation shall pay Mr. Hinchcliffe: (i) a lump sum amount equal to 2.99 times his base salary at the time of his termination; (ii) a lump sum equal to 2.99 times the higher of: (a) the most recent Incentive Bonus; or (b) \$30,000; and (iii) if Mr. Hinchcliffe elects to continue medical coverage for himself and eligible dependents under the Corporation's group health plan at the same coverage levels then in effect (if any), the Corporation shall pay the monthly payments of the applicable premium on Mr. Hinchcliffe's behalf for a period of up to 18 months (or until eligibility first ceases) following such termination.

*Larry Strauss*

Pursuant to the executive employment agreement between the Corporation and Larry Strauss dated January 12, 2016, in the event that Mr. Strauss' employment is terminated by the Corporation other than for cause, or in the event that Mr. Strauss gives notice of a voluntary termination of his employment for any reason within 18 months following a Change of Control (as defined below), the Corporation shall pay Mr. Strauss: (i) a lump sum amount equal to two and one-half (2.5) times his base salary at the time of his termination; and (ii) if Mr. Strauss elects to continue medical coverage for himself and eligible dependents under the Corporation's group health plan at the same coverage levels then in effect (if any), the Corporation shall pay the monthly payments of the applicable premium on Mr. Strauss behalf for a period of up to 18 months (or until eligibility first ceases) following such termination. In case Mr. Strauss gives notice of a voluntary termination of his employment for any reason within 18 months following a Change of Control the Corporation will also pay to Mr. Strauss a lump sum equal to two and one-half (2.5) times the higher of: (a) the most recent Incentive Bonus; or (b) seventeen thousand five-hundred dollars (\$17,500.00).

*Mari Trowbridge*

Pursuant to the executive employment agreement between the Corporation and Mari Trowbridge dated June 7, 2017, in the event that Ms. Trowbridge's employment is terminated by the Corporation other than for cause, or in the event that Ms. Trowbridge gives notice of a voluntary termination of his employment for any reason within 18 months following a Change of Control (as defined below), the Corporation shall pay Ms. Trowbridge: (i) a lump sum amount equal to two and one-half (2.5) times her base salary at the time of his termination; and (ii) if Ms. Trowbridge elects to continue medical coverage for herself and eligible dependents under the Corporation's group health plan at the same coverage levels then in effect (if any), the Corporation shall pay the monthly payments of the applicable premium on Ms. Trowbridge behalf for a period of up to 18 months (or until eligibility first ceases) following such termination. In case Ms. Trowbridge gives notice of a voluntary termination of his employment for any reason within 18 months following a Change of Control the Corporation will also pay to Ms. Trowbridge a lump sum equal to two and one-half (2.5) times the higher of: (a) the most recent incentive bonus; or (b) seven thousand five-hundred dollars (\$7,500.00).

A "**Change of Control**" is defined in Mr. Hinchcliffe's, Mr. Strauss's and Ms. Trowbridge's employment agreements with the Corporation as to the occurrence of any of the following events: (a) any *person* (within the meaning of Section 13(d) or 14(d) of the Securities and Exchange Act of 1934), group or entity, directly or indirectly becomes in a single transaction or series of transactions the *beneficial owner* (within the meaning of Rule 13(d)-3 under the Securities and Exchange Act of 1934) of securities of the Corporation representing at least 20% of the combined voting power of the Corporation; (b) the Shareholders approve a merger, consolidation, recapitalization, or reorganization of the Corporation, or a reverse stock split of any class of voting securities of the Corporation, or the consummation of any such transaction if Shareholder approval is not obtained, other than any such transaction which would result in at least 60% of the total voting power represented by the voting securities of the Corporation or the surviving entity outstanding immediately after such transaction being beneficially owned by persons who together beneficially owned at least 80% of the combined voting power of the voting securities of the Corporation outstanding immediately prior to such transaction; provided that such continuity of ownership (and preservation of relative voting power) shall be deemed to be satisfied if the failure to meet such 60% threshold is due solely to the acquisition of voting securities by an employee benefit plan of the Corporation or such surviving entity or of any subsidiary of the Corporation or such surviving entity; (c) the Shareholders approve a plan of complete liquidation of the Corporation, an agreement for the sale or disposition by the Corporation of all or 51% or more of its assets (or any transaction or series of transactions having a similar effect), or the Corporation sells all or 51% or more of the Common Shares to any person or entity other than a direct affiliate of the Corporation; or (d) during any period of two (2) consecutive years, individuals who at the beginning of such period constitute the Board, together with any new director whose election by the Board or nomination for election by Shareholders was approved by a vote of at least two-thirds ( $\frac{2}{3}$ ) of the directors then still in office who either were directors at the beginning of the period or whose election or nomination for election was previously so approved, cease for any reason to constitute at least a majority of the Board.

## Estimated Incremental Payment on Change of Control or Termination

The following table summarizes the estimated incremental payments that would be provided by the Corporation to each Mr. Hinchcliffe, following, or in connection with one of the termination scenarios below. The actual amount Mr. Hinchcliffe would receive on a termination of employment can only be determined at that time as it will depend on a number of variables. The amounts noted below assume that the termination event took place on December 31, 2017.

Name	Triggering Event	Base Salary/Total Cost Remuneration Package (US\$)	Bonus (US\$)	Options (US\$)	Other Benefits (US\$) <sup>(1)</sup>	Total (US\$)
Robert Hinchcliffe	Change of Control	600,000	89,700	Nil	15,012	703,731
	Termination without Cause	600,000	89,700	Nil	15,012	703,731
Larry <sup>(2)</sup> Strauss	Change of Control	500,000	43,750	Nil	15,105	558,852
	Termination without Cause	500,000	43,750	Nil	15,102	558,852
Mari Trowbridge	Change of Control	125,000	18,750	Nil	21,231	164,981
	Termination without Cause	125,000	18,750	Nil	21,231	164,981

Notes:

- (1) The NEOs are entitled to insurance coverage for up to 18 month following termination without cause or in case of Change of Control for Mr. Hinchcliffe and in case of termination without cause for Mr. Strauss and Ms. Trowbridge. The value of health benefits of Mr. Hinchcliffe and Ms. Trowbridge is \$834.00 and \$1,179.50 per month respectively and the value of health benefits of Mr. Strauss is \$839 per month.
- (2) Mr. Strauss' compensation is in Canadian Dollars

## Director Compensation

The Board determines the level of compensation for directors. The Board reviews directors' compensation as needed, taking into account time commitment, risks and responsibilities to ensure that the amount of compensation adequately reflects the responsibilities and risks of being a director and makes adjustments as deemed necessary.

As of the date hereof, the Board has not adopted a cash compensation program for its directors with respect to general director's duties, meeting attendance, or for additional service on Board committees. However, directors are reimbursed for all reasonable out-of-pocket expenses incurred in attending Board, committee or shareholder meetings and otherwise incurred in carrying out their duties as directors of the Corporation.

Directors may receive option grants as determined by the Board pursuant to the Corporation's incentive stock option plan. The exercise price of such options is determined by the Board, but shall in no event be less than the market price of the Common Shares at the time of the grant of the options.

### DIRECTOR COMPENSATION TABLE

The following table provides information regarding compensation paid to the Corporation's directors, other than the NEOs, during the Last Financial Year:

Name <sup>(1)</sup>	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
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Name <sup>(1)</sup>	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Robb Doub <sup>(3)</sup>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Alfonso Gómez Rengifo	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Joseph Cartafalsa	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Mike Sutton <sup>(3)</sup>	76,168	Nil	Nil	Nil	Nil	Nil	76,168

Notes

- (1) Any compensation received Mr. Hinchcliffe and Mr. Strauss in their capacity as a director of the Corporation is reflected in the Summary Compensation Table for the Named Executive Officers in this Circular.
- (3) On December 21, 2017, the Corporation announced the resignation of Robb Doub.
- (4) Mr. Sutton's compensation is in Canadian Dollars

### Incentive Plan Awards

The following table provides information regarding the incentive plan awards for each director outstanding as of December 31, 2017:

#### OUTSTANDING SHARE AWARDS AND OPTIONS AWARDS

Name <sup>(1)</sup>	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 (\$) <sup>(2)</sup>	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Robb Doub <sup>(3)</sup>	600,000	0.10	Dec. 4, 2023	150,000	N/A	N/A
Alfonso Gómez Rengifo	600,000	0.10	Dec. 4, 2023	150,000	N/A	N/A
Joseph Cartafalsa	600,000	0.10	Dec. 4, 2023	150,000	N/A	N/A
Michael Sutton	400,000 250,000	0.10 0.51	Dec. 4, 2023 September 21, 2027	100,000 Nil	N/A	N/A

Notes:

- (1) Mr. Hinchcliffe and Larry Strauss were directors and NEOs during the Last Financial Year. Any compensation received by them in their capacity as directors of the Corporation is reflected in the Summary Compensation Table for the NEOs in this Circular.
- (2) Aggregate dollar amount of in-the-money unexercised options held as at December 31, 2017. This figure is computed based on the difference between the market value of the Common Shares on the TSX Venture Exchange as at December 31, 2017 and the exercise price of the option. The closing price of the Common Shares on the TSX Venture Exchange on December 31, 2017 was \$0.35.
- (3) On December 21, 2017, the Corporation announced the resignation of Robb Doub.

The following table provides information regarding the value vested or earned on incentive plan awards for each director during the year ended December 31, 2017:

## INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED DURING THE YEAR

Name <sup>(1)</sup>	Option awards – Value vested during the year <sup>(2)</sup> (\$)	Share awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Robb Doub <sup>(3)</sup>	N/A	N/A	N/A
Alfonso Gómez Rengifo	N/A	N/A	N/A
Joseph Cartafalsa	N/A	N/A	N/A
Michael Sutton	N/A	N/A	N/A

**Notes:**

- (1) Mr. Hinchcliffe was a director and Named Executive Officer during the Last Financial Year. Any compensation received by him in his capacity as a director of the Corporation is reflected in the Summary Compensation Table for the Named Executive Officers in this Circular.
- (2) Calculated based on the closing price of the Common Shares on the TSX Venture Exchange at the vesting date less the exercise price of the vested options multiplied by the number of vested options.
- (3) On December 21, 2017, the Corporation announced the resignation of Robb Doub.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

### Stock Option Plan

The Corporation adopted an incentive stock option plan dated December 17, 2012 (the “**Plan**”), and the Plan is the Corporation’s only equity compensation plan. As of the date of this Circular, the Corporation has 6,625,000 options outstanding to purchase Common Shares.

The Plan is a rolling stock option plan, under which 10% of the outstanding Common Shares at any given time are available for issuance thereunder. The purpose of the Plan is to advance the interests of the Corporation by (i) providing certain employees, officers, directors or consultants of the Corporation, employees of any subsidiary of the Corporation, and a corporation that is wholly-owned by any of the foregoing (collectively, the “**Optionees**”) with additional performance incentives; (ii) encouraging Common Share ownership by the Optionees; (iii) increasing the proprietary interest of the Optionees in the success of the Corporation; (iv) encouraging the Optionees to remain with the Corporation; and (v) attracting new employees, officers, directors and consultants to the Corporation.

The following information is intended to be a brief description and summary of the material features of the Plan.

- (a) The aggregate maximum number of Common Shares available for issuance from treasury under the Plan at any given time is 10% of the outstanding Common Shares as at the date of grant of an option under the Plan.
- (b) No options shall be granted to any Optionee if such grant could result, at any time, in:
  - (i) the issuance of any one individual, within a one-year period, of a number of Common Shares exceeding 5% of the issued and outstanding Common Shares;
  - (ii) the issuance to any one consultant, within any 12 month period, of a number of Common Shares exceeding 2% of the issued and outstanding Common Shares; and
  - (iii) the issuance to employees conducting investor relations activities, within any 12 month period, of an aggregate number of Common Shares exceeding 2% of the issued and outstanding Common Shares;

unless permitted otherwise by any applicable stock exchange.

- (c) The term of an option shall not exceed 10 years from the date of grant of the option, subject to extension where the expiry date falls within a Blackout Period (as defined in the Plan).
- (d) An option shall vest and may be exercised in whole or in part at any time during the term of such option after the date of the grant as determined by the Board, subject to extension where the expiry date falls within a Blackout Period (as defined in the Plan).
- (e) Options may be granted by the Corporation pursuant to the recommendations of the Board or a committee appointed to administer the Plan from time to time provided and to the extent that such decisions are approved by the Board.
- (f) An option shall be personal to the Optionee and shall be non-assignable and non-transferable (whether by operation of law or otherwise), except that an option may be assigned between a company that is wholly-owned by an Optionee and the Optionee associated with the company.
- (g) An option and all rights to purchase Common Shares pursuant thereto shall expire and terminate immediately upon the Optionee who holds such option ceasing to be an Optionee provided that, in the case of termination of employment not for cause, such option and all rights to purchase Common Shares thereto shall expire and terminate: i) in the case of an Optionee not engaged in investor relations activities, 90 days following notice of termination of employment or on the expiry time, whichever is earlier; and ii) in the case of an Optionee who is engaged in investor relations activities, 30 days following notice of termination to provide such investor relation activities or on the expiry time, whichever is earlier.
- (h) In the event that an Optionee dies before the expiry of an option, the Optionee's legal representative(s) may, subject to the terms of the option and the Plan, exercise the option to the extent that the Optionee was entitled to do so at the date of the Optionee's death at any time up to and including, but not after, a date 12 months following the date of the Optionee's death or on the expiry time, whichever is earlier.

### Equity Compensation Plan Information

The following table provides details of the equity securities of the Corporation authorized for issuance as of the financial year ended December 31, 2017 pursuant to the Corporation's equity compensation plan currently in place:

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights (b)</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))<sup>(1)</sup></b>
Equity compensation plans approved by securityholders	6,725,000	\$0.23	751,591
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
<b>Total</b>	<b>6,725,000<sup>(2)</sup></b>	<b>-</b>	<b>751591</b>

Notes:

- (1) Based on a total of 7,476,591 stock options issuable pursuant to the Plan, representing 10% of the issued and outstanding Common Shares as at the date of this circular.

(2) Representing approximately 8.84% of the issued and outstanding Common Shares as at the date of this circular.

## MATTERS TO BE ACTED UPON

### Appointment of Auditors

PricewaterhouseCoopers LLP, Chartered Accountants (“PWC”) are the independent registered certified auditors of the Corporation. PWC was first appointed as auditors of the Corporation on December 18, 2012.

**Unless the Shareholder has specifically instructed in the form of proxy that the Common Shares represented by such proxy are to be withheld or voted otherwise, the persons named in the proxy will vote FOR the appointment of PWC as auditors of the Corporation to hold office until the next annual meeting of Shareholders or until a successor is appointed and to authorize the Board to fix the remuneration of the auditors.**

### Election of Directors

The Corporation’s Articles of Incorporation provide that the Board consist of a minimum of three (3) and a maximum of 10 directors. At the Meeting, the following six (6) persons named hereunder (each, a “**Management Nominee**”) will be proposed for election as directors of the Corporation. Management does not contemplate that any of the nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, it is intended that discretionary authority shall be exercised by the persons named in the accompanying proxy to vote the proxy for the election of any other person or persons in place of any nominee or nominees unable to serve. Each director elected will hold office until the close of the next annual meeting of Shareholders of the Corporation, or until his or her successor is duly elected unless prior thereto he resigns or his office becomes vacant by reason of death or other cause.

Shareholders have the option to (i) vote for all of the directors of the Corporation listed in the table below; (ii) vote for some of the directors and withhold for others; or (iii) withhold for all of the directors. **Unless the Shareholder has specifically instructed in the form of proxy or voting instruction form that the Common Shares represented by such proxy or voting instruction form are to be withheld or voted otherwise, the persons named in the proxy or voting instruction form will vote FOR the election of each of the proposed nominees set forth below as directors of the Corporation.**

The following table, among other things, sets forth the name of all persons proposed to be nominated for election as directors, their place of residence, position held, and periods of service with, the Corporation, or any of its affiliates, their principal occupations and the approximate number of Common Shares of the Corporation beneficially owned, controlled or directed, directly or indirectly, by them:

Name, Province or State and Country of Residence	Date First Became a Director	Present Principal Occupation and Positions Held During the Preceding Five Years	Number of Common Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Direction is Exercised <sup>(1)</sup>
Robert Hinchcliffe <sup>(2)</sup> <i>New York, USA</i>	May 9, 2012	Director, president and Chief Executive Officer of the Corporation and Galway Gold Inc. since May 9, 2012; President and Chief Executive Officer of Galway Resources Ltd. (May 30, 2005 to December 20, 2012).	10,967,384

Name, Province or State and Country of Residence	Date First Became a Director	Present Principal Occupation and Positions Held During the Preceding Five Years	Number of Common Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Direction is Exercised <sup>(1)</sup>
Alfonso Gómez Rengifo <sup>(2)</sup> <i>Bogotá, Colombia</i>	December 20, 2012	Country Manager (Colombia) of the Galway Gold Inc. (December 2012 to Present); Country Manager (Colombia) of Galway Resources Ltd. (March, 2011 to December, 2012); Administrative Manager (Colombia) of Galway Resources Ltd. (2006 to 2012).	437,500
Joseph Cartafalsa <i>New York, USA</i>	December 20, 2012	Attorney at Putney, Twombly, Hall & Hirson LLP (1997 to February 2018); Attorney at Ogletree Deakins (February 2018 to present).	1,645,851
Larry Strauss <i>Ontario, Canada</i>	November 6, 2014	Vice President of Corporate Development of the Corporation (December 2012 to present); Managing Director of Galway Resources Ltd., Mining analyst and director of GMP Securities (September 1999 to March 2007).	775,000
Michael Sutton <i>Ontario, Canada</i>	November 6, 2014	Chief Geologist, Kirkland Lake Gold Inc. (2001 to 2007); Consultant Vault Minerals, Kirkland Lake Gold Inc. (2007 to 2009); Senior Geologist at Vault Minerals (acquired by Queenston Mining in 2010) (2009 to 2016) Consulting geologist (2016 to present).	1,537,673
Rob White <sup>(2)</sup> <i>Maryland, USA</i>	April 23, 2018	Price Waterhouse Financial Advisory Services 1995-1998, PwC Financial Advisory Service (1998 to 1999); PwC Securities (1999 to 2001); M&T Bank (2001 to present).	Nil

Notes:

- (1) The information with respect to the Common Shares beneficially owned, controlled or directed is not within the direct knowledge of the Corporation and has been furnished by the respective individuals.
- (2) Member of the Audit Committee. Rob White is the Chairman.

As a group, the proposed directors beneficially own, control or direct, directly or indirectly, 15,363,408 Common Shares, representing approximately 20.5% of the issued and outstanding Common Shares as of the date hereof.

*Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions*

No Management Nominee is as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that:

- (a) was subject to a cease trade order, an order similar to a cease trade 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 while such individual was acting in the capacity as director, chief executive officer or chief financial officer; or
- (a) was subject to a cease trade order, an order similar to a cease trade 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 such

individual ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while such proposed director was acting in the capacity as director, chief executive officer or chief financial officer.

No Management Nominee (or any personal holding company of any such individual) is as of the date of this Circular, or has been within ten (10) years before the date of this Circular, a director or executive officer of any company (including the Corporation) that, while such individual 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.

No Management Nominee (or any personal holding company of any such individual) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such individual.

No Management Nominee (or any personal holding company of any such individual) 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 investor in making an investment decision.

### **Stock Option Plan Approval**

The TSX-V requires all listed companies with a 10% rolling stock option plan to obtain annual shareholder approval of such a plan. Shareholders will be asked at the Meeting to vote on a resolution to reapprove the Plan that was originally adopted by the Corporation on December 17, 2012.

The Plan provides that the Board may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Corporation, or any subsidiary of the Corporation, the option to purchase Common Shares. The Plan provides for a floating maximum limit of 10% of the outstanding Common Shares as permitted by the policies of the TSX-V. As at the date hereof, this represents 7,491,590 Common Shares available under the Plan.

Outstanding options to purchase a total of 6,625,000 Common Shares have been issued to directors, officers, employees and consultants of the Corporation and remain outstanding. As at the date hereof, the number of Common Shares remaining available for issuance under the Plan is 866,591. For a brief description of the Plan, please see: “*Securities Authorized for Issuance Under Equity Compensation Plans – Stock Option Plan*”.

The full text of the Plan will be supplied free of charge to Shareholders upon written request made directly to the Corporation at its registered head office located at 82 Richmond Street East Suite 200, Toronto, Ontario M5C 1P1, Attention: Chief Executive Officer.

#### *Shareholder Approval for the Plan*

Shareholders will be asked to consider and, if deemed advisable, to pass an ordinary resolution approving the Plan (the “**Stock Option Plan Resolution**”), which, to be effective, must be passed by not less than a majority of the votes cast by the holders of Common Shares present in person, or represented by proxy, at the Meeting.

**The Board recommends that Shareholders vote FOR the Stock Option Plan Resolution. Unless the Shareholder has specifically instructed in the form of proxy or voting instruction form that the Common Shares represented by such proxy or voting instruction form are to be voted against the Stock Option Plan Resolution, the persons named in the proxy or voting instruction form will vote FOR the Stock Option Plan Resolution.**

## Other Matters

Management of the Corporation knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice. However, if any other matter properly comes before the Meeting, the form of proxy furnished by the Corporation will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

## STATEMENT OF CORPORATE GOVERNANCE

### Board of Directors

The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Corporation. The Board is committed to a high standard of corporate governance practices. The Board believes that this commitment is not only in the best interest of the Shareholders, but that it also promotes effective decision making at the Board level.

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“NI 58-101”) defines an “independent director” as a director who has no direct or indirect “material relationship” with the issuer. A “material relationship” is as a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a member’s independent judgment. The Board maintains the exercise of independent supervision over management by ensuring that the majority of its directors are independent.

The Board is currently comprised of six (6) directors being Robert Hinchcliffe, Rob White, Alfonso Gómez Rengifo, Joseph Cartafalsa, Larry Strauss and Michael Sutton. Messrs. White, Gómez and Cartafalsa are independent within the meaning of NI 58-101. Messrs. Hinchcliffe, Strauss and Sutton are not independent as Messrs. Hinchcliffe and Strauss are officers of the Corporation and thereby have a “material relationship” with the Corporation.

The Board believes that it functions independently of management and reviews its procedures on an ongoing basis to ensure that it is functioning independently of management. The Board meets without management present, as circumstances require. When conflicts arise, interested parties are precluded from voting on matters in which they may have an interest. In light of the suggestions contained in National Policy 58-201 – *Corporate Governance Guidelines*, the Board convenes meetings, as deemed necessary, of the independent directors, at which non-independent directors and members of management are not in attendance.

### Other Public Company Directorships

The following members of the Board currently hold directorships in other reporting issuers as set forth below:

Name of Director	Name of Reporting Issuer	Market
Robert Hinchcliffe	Galway Gold Inc.	TSX-V
Alfonso Gómez Rengifo	Galway Gold Inc.	TSX-V
Michael Sutton	Belvedere Resources Ltd.	TSX-V
	Galway Gold Inc.	TSX-V
	Rupert Resources Ltd.	TSX-V
Larry Strauss	Galway Gold Inc.	TSX-V

### Orientation and Continuing Education of Board Members

The Board is responsible for providing a comprehensive orientation and education program for new directors which fully sets out:

- the role of the Board and its committees;
- the nature and operation of the business of the Corporation; and

- the contribution which individual directors are expected to make to the Board in terms of both time and resource commitments.

In addition, the Board is also responsible for providing continuing education opportunities to existing directors so that individual directors can maintain and enhance their abilities and ensure that their knowledge of the business of the Corporation remains current.

### **Ethical Business Conduct**

The Board has adopted a written code of business conduct and ethics (the “Code”) to encourage and promote a culture of ethical business conduct amongst the directors, officers and employees of the Corporation. Copies of the Code are available on the Corporation’s website and SEDAR profile. The Board is responsible for ensuring compliance with the Code. The Code was adopted during the fiscal 2012 year, and there have been no departures from the Code since its adoption.

In addition to those matters which, by law, must be approved by the Board, the approval of the Board is required for:

- the Corporation’s annual business plan and budget;
- material transactions not in the ordinary course of business; and
- transactions which are outside of the Corporation’s existing business.

To ensure the directors exercise independent judgment in considering transactions and agreements in which a director or officer has a material interest, all such matters are considered and approved by the independent directors. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors which evoke such a conflict.

The Corporation believes that it has adopted corporate governance procedures and policies which encourage ethical behaviour by the Corporation’s directors, officers and employees.

### **Nomination of Directors**

In accordance with the Board’s written mandate, the Board as a whole reviews the composition of the Board and its committees and recommends changes, if appropriate, when evaluating potential candidates and proposing nominees.

### **Compensation**

In determining compensation levels for directors and officers, the Board will assess the age, experience and qualifications of the individuals involved and evaluate these factors in light of corporate resources, objectives and performance. No compensation consultant or advisor has been retained by the Corporation to date.

### **Other Board Committees**

Other than the Audit Committee, the Board has a Disclosure and Reserves Committee. The primary function of the Disclosure and Reserves Committee is to assist the Board in recommending the appointment and compensation, and overseeing the work, of an independent qualified person to prepare technical reports in accordance with National Instrument 43-101 – *Standards of Disclosure for Minerals Projects* (“NI 43-101”), and to review the risk identification and approve public disclosures as required by NI 43-101.

### **Assessments**

The Board does not consider formal assessments useful given the stage of the Corporation’s business and operations. However, the chairman of the Board meets annually with each director individually, which facilitates a discussion of his contribution and that of other directors. When needed, time is set aside at a meeting of the Board for a discussion regarding the effectiveness of the Board and its committees. If appropriate, the Board then considers procedural or substantive changes to increase the effectiveness of the Board and its committees. On an informal basis, the chairman of the Board is also responsible for reporting to the Board on areas where improvements can be made. Any agreed upon improvements required to be made are implemented and overseen by the Board. A more formal assessment process will be instituted as, if, and when the Board considers it to be necessary.

## AUDIT COMMITTEE INFORMATION

### The Audit Committee's Charter

The directors of the Corporation have adopted a Charter for the Audit Committee, which sets out the Audit Committee's mandate, organization, powers and responsibilities. The full text of the Audit Committee Charter is attached hereto as Appendix "A" to this Circular.

### Composition of the Audit Committee

The members of the Audit Committee are Rob White (Chairman), Robert Hinchcliffe and Alfonso Gómez Rengifo. Messrs. White and Gómez are independent (as defined in National Instrument 52-110 – *Audit Committees* ("NI 52-110") adopted by the Canadian Securities Administrators), Mr. Hinchcliffe is not independent as he is an officer of the Corporation, and all members are financially literate (as defined in NI 52-110).

Name of Member	Independent <sup>(1)</sup>	Financially Literate <sup>(2)</sup>
Rob White	Yes	Yes
Robert Hinchcliffe	No	Yes
Alfonso Gómez Rengifo	Yes	Yes

**Notes:**

- (1) To be considered independent, a member of the Audit Committee must not have any direct or indirect "material relationship" with the Corporation. A "material relationship" is a relationship which could, in the view of the board of directors of the Corporation, be reasonably expected to interfere with the exercise of a member's independent judgment.
- (2) To be considered financially literate, a member of the Committee must have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

### Relevant Education and Experience

Mr. White is co-founder of M&T Bank's M&A and Corporate Finance Group and currently co-manages the practice. Prior to joining M&T, Mr. White worked in the Consumer and Industrial Products group at PricewaterhouseCoopers Securities, the investment banking division of PricewaterhouseCoopers. Prior to joining PwCS, Mr. White was a Manager in PwC's Financial Advisory Services ("FAS") practice. Mr. White received his BA in Economics from Middlebury College and MBA from Georgetown University, graduating with honors and elected Beta Gamma Sigma.

Mr. Hinchcliffe has had extensive experience working with financial statements over the past 15 years. After working on Wall Street for several years as a financial analyst, Mr. Hinchcliffe was the Chief Financial Officer of a producing gold mine company for two years. Mr. Hinchcliffe graduated from the University of Arizona in 1991 with a Bachelor of Arts degree in economics and from Georgetown University in 1995 with an MBA with a concentration in finance.

Mr. Gómez has over 30 years' of experience working in the resource sector, holding various positions with prominent international mining companies in Colombia. In his positions with these companies, he has been responsible for preparing and executing annual budgets for mining projects. Mr. Gómez has a degree in Economics from El Rosario University in Bogota and a Masters in International Commerce from the Rome University in Rome, Italy. Mr. Gómez is also an honorary member of the board of the National Federation of Colombian Miners. In addition to speaking Spanish, Mr. Gómez is fluent in both English and Italian.

### Audit Committee Oversight

At no time during the year ended December 31, 2017 have any recommendations by the Audit Committee respecting the appointment and/or compensation of the external auditors of the Corporation not been adopted by the Board.

### **Pre-Approval Policies and Procedures**

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in its Charter.

### **External Auditor Services Fees (By Category)**

The following table discloses the fees billed to the Corporation by its external auditor during the fiscal years ended December 31, 2017 and December 31, 2016:

<b>Financial Year Ending</b>	<b>Audit Fees<sup>(1)</sup></b>	<b>Audit Related Fees<sup>(2)</sup></b>	<b>Tax Fees<sup>(2)</sup></b>	<b>All Other Fees<sup>(2)</sup></b>
December 31, 2017	\$45,000	\$Nil	\$Nil	\$Nil
December 31, 2016	\$45,000	\$Nil	\$Nil	\$Nil

Notes:

- (1) The aggregate fees billed for professional services rendered by the auditor for the audit of the Corporation's annual financial statements.
- (2) No other fees were billed by the auditor of the Corporation other than those listed in the other columns.

### **Exemption**

Since the Corporation is a "Venture Issuer" pursuant to NI 52-110 (its securities are not listed or quoted on any of the Toronto Stock Exchange, a market in the United States of America, or a market outside of Canada and the United States of America), it is exempt from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

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

During the year ended December 31, 2017, no director, executive officer or associate of any director or executive officer of the Corporation was indebted to the Corporation, nor were any of these individuals indebted to any other entity which indebtedness was the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Corporation, including under any securities purchase or other program.

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

Since the commencement of the Corporation's most recently completed financial year, no informed person of the Corporation, or any associate or affiliate of any informed person or nominee, has or had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or will materially affect the Corporation or any of its subsidiaries.

### **ADDITIONAL INFORMATION**

Additional information relating to the Corporation may be found under the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com). Inquiries including requests for copies of this Circular, the Financial Statements and MD&A for the year ended December 31, 2017 may be directed to the Corporation's transfer agent toll-free by telephone at 1-866-964-0498. Additional financial information is provided in the Financial Statements and MD&A for the year ended December 31, 2017 which is also available on SEDAR and the Corporation's website at [www.galwaymetalsinc.com](http://www.galwaymetalsinc.com).

### **APPROVAL**

The contents of this Circular and the sending thereof to the Shareholders have been approved by the Board.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
GALWAY METALS INC.**

*“Robert Hinchcliffe”*

Robert Hinchcliffe  
President, Chief Executive Officer and Director

## APPENDIX “A”

### AUDIT COMMITTEE CHARTER

#### **Mandate**

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

- (a) serve as an independent and objective party to monitor Galway Metals’ financial reporting and internal control system and review Galway Metals’ financial statements;
- (b) review and appraise the performance of Galway Metals’ external auditors; and
- (c) provide an open avenue of communication among Galway Metals’ auditors, financial and senior management and the Galway Metals Board.

#### **Composition**

The Audit Committee shall be comprised of three directors as determined by the Galway Metals Board, the majority of whom shall be free from any relationship that, in the opinion of the Galway Metals Board, would interfere with the exercise of his or her independent judgment as a member of the Audit Committee.

At least one member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate will work towards becoming financially literate and obtain a working familiarity with basic finance and accounting practices. For the purposes of Galway Metals’ Charter, the definition of “financially literate” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by Galway Metals’ financial statements.

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

#### **Meetings**

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

#### **Responsibilities and Duties**

To fulfill its responsibilities and duties, the Audit Committee shall:

##### *Documents/Reports Review*

- (a) Review and update this Charter annually.
- (b) Review Galway Metals’ financial statements, MD&A and any annual and interim

earnings, press releases before Galway publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

*External Auditors*

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Galway Board and the Audit Committee as representatives of the shareholders of Galway Metals.
- (b) Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and Galway Metals, consistent with Independence Standards Board Standard 1.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full Galway Metals Board take, appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Galway Metals Board the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each meeting, consult with the external auditors, without the presence of management, about the quality of Galway Metals' accounting principles, internal controls and the completeness and accuracy of Galway Metals' financial statements.
- (g) Review and approve Galway Metals' hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of Galway Metals.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by Galway Metals' external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
  - (i) the aggregate amount of all such non-audit services provided to Galway Metals constitutes not more than five (5) percent of the total amount of revenues paid by Galway Metals to its external auditors during the fiscal year in which the non-services are provided;
  - (ii) such services were not recognized by Galway Metals at the time of the engagement to be non-audit services; and

such services are promptly brought to the attention of the Audit Committee by Galway Metals and approved prior to the completion of the audit by the Audit Committee or by one or more members of the Audit Committee who are members of the Galway Metals Board to whom authority to grant such approvals has been delegated by the Audit Committee. Provided the pre-approval of the non-audit services is presented to the Audit Committee's first scheduled meeting following such approval such authority may be delegated by the Audit Committee to one or more independent members of the Audit

Committee.

*Financial Reporting Processes*

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

*Other*

Review any related party transactions.