

AQM COPPER INC.
205 Dunn Avenue
Toronto, Ontario
M6K 2S1

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special general meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of **AQM COPPER INC.** (the “**Company**”) will be held on Tuesday, September 13, 2016 at 20th Floor, 250 Howe Street Vancouver, British Columbia, at 11:00 a.m., Vancouver time, for the following purposes:

1. To receive and consider the audited financial statements of the Company for the financial year ended December 31, 2015 and the auditors’ report thereon.
2. To elect directors of the Company for the ensuing year.
3. To appoint auditors of the Company for the ensuing year.
4. To authorize the directors to fix the auditors’ remuneration for the ensuing year.
5. To consider, and, if thought advisable, to pass, with or without modification, an ordinary resolution of the Company, excluding votes cast by all insiders of the Company to whom options or bonus common shares may be granted under the Company’s stock option plan and their associates, to re-adopt and re-approve the stock option plan of the Company, as more particularly described in the accompanying Information Circular.
6. To act on such other matters, including amendments to any of the foregoing, as may properly come before the Meeting or any adjournment thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. A copy of the annual audited comparative consolidated financial statements of the Company for its financial year ended December 31, 2015 together with the auditors’ report thereon and the corresponding management discussion and analysis may be obtained on SEDAR at www.sedar.com.

The board of directors of the Company has fixed August 4, 2016 as the record date for determining the Shareholders who are entitled to vote at the Meeting. Only Shareholders of common shares of the Company at the close of business on August 4, 2016 will be entitled to receive notice of and to vote at the Meeting.

Shareholders are requested to date, sign and return the accompanying form of proxy for use at the Meeting if they are not able to attend the meeting personally. To be effective, forms of proxy must be received by the Company’s registrar and transfer agent, Computershare Investor Services Inc., no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting (namely, by 11:00 a.m., Vancouver time, on Friday, September 9, 2016 or any adjournment thereof at which the proxy is to be used. Proxies delivered by regular mail should be addressed to Computershare Investor Services Inc., 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department. Proxies delivered by facsimile must be sent to Computershare Investor Services Inc., Attention: Proxy Department, at (416) 263-9524 or toll free at 1 (866) 249-7775. To vote by Internet, visit the website address shown on the form of proxy provided. Follow the online voting instructions given to you and vote over the Internet referring to your holder account number and proxy access number provided on the form of proxy that was delivered to you.

DATED at Vancouver, British Columbia, this 12th day of August, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “*Bruce Turner*”

BRUCE TURNER
President, Chief Executive Officer
and a Director

**AQM COPPER INC.
205 Dunn Avenue
Toronto, Ontario
M6K 2S1**

Telephone: (416) 433-5696

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INFORMATION CIRCULAR

(as of August 4, 2016)

GENERAL INFORMATION

This Information Circular is furnished in connection with the solicitation of proxies by management of AQM COPPER INC. (the “Company”) for the use at the annual and special general meeting (the “Meeting”) of holders (the “Shareholders”) of common shares (the “Shares”) of the Company to be held on Tuesday, September 13, 2016 at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof. Unless otherwise noted, information contained in this Information Circular is given as of August 4, 2016.

SOLICITATION OF PROXIES

The solicitation of proxies will be primarily by mail, but proxies may also be solicited personally or by telephone by directors, officers and employees of the Company. All costs of solicitation will be borne by the Company. These officers and employees will receive no compensation other than their regular salaries but will be reimbursed for their reasonable expenses which are expected not to exceed \$1,000 in the aggregate.

APPOINTMENT AND REVOCATION OF PROXIES

The individuals named in the accompanying form of proxy are Bruce Turner, the President and Chief Executive Officer of the Company, and Alan Edwards, Chairman and director of the Company. **A Shareholder eligible to vote at the Meeting has the right to appoint a person, who need not be a Shareholder, to attend and act for the Shareholder and vote on the Shareholder’s behalf at the Meeting other than either of the persons designated in the accompanying form of proxy, and may do so either by inserting the name of that other person in the blank space provided in the form of proxy or by completing another suitable form of proxy.**

Shareholders are requested to date, sign and return the accompanying form of proxy for use at the Meeting if they are not able to attend the meeting personally. To be effective, forms of proxy must be received by the Company’s registrar and transfer agent, Computershare Investor Services Inc., no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting (namely, by 11:00 a.m., Vancouver time, on Friday, September 9, 2016) or any adjournment thereof at which the proxy is to be used. Proxies delivered by regular mail should be addressed to Computershare Investor Services Inc., 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department. Proxies delivered by facsimile must be sent to Computershare Investor Services Inc., Attention: Proxy Department, at (416) 263-9524 or toll free at 1 (866) 249-7775. To vote by Internet, visit the website address shown on the form of proxy provided. Follow the online voting instructions given to you and vote over the Internet referring to your holder account number and proxy access number provided on the form of proxy that was delivered to you.

All non-registered Shareholders who receive these materials through a broker or other intermediary should complete and return the materials in accordance with the instructions provided to them by their broker or other intermediary.

A Shareholder who has given a proxy may revoke it by an instrument in writing duly executed and delivered either to Computershare Investor Services Inc. or to the registered office of the Company at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, that precedes any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or of any reconvening thereof, or in any other manner provided by law. A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

NON-REGISTERED HOLDERS

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

Only registered shareholders 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 are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Shares. More particularly, a person is not a registered shareholder in respect of Shares which are held on behalf of that person (the “**Non-Registered Holder**”) but which are registered either: (a) in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and directors or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“**CDS**”)) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 (“**NI 54-101**”) of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, Information Circular and form of proxy (collectively, the “**Meeting Materials**”) directly to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. By choosing to send the Meeting Materials directly, the Company (and not the Intermediary holding Common Shares on your behalf) has assumed responsibility for (i) delivering the Meeting Materials to you, and (ii) executing your proper voting instructions. The Company does not intend to pay for delivery of the meeting materials to the “objecting beneficial holders” (“**OBOs**” as defined in NI 54-101), and as a result, the OBOs will not receive the Meeting Materials unless their Intermediary assumes the cost of delivery.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders.

Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will receive either a voting instruction form or, less frequently, a form of proxy. Non-Registered Holders should follow the procedures set out below, depending on which type of form they receive.

- (a) **Voting Instruction Form.** In most cases, a Non-Registered Holder will receive, as part of the Meeting Materials, a voting instruction form which is not signed by the Intermediary, and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “proxy authorization form”) which the Intermediary must follow. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder’s behalf), the voting instruction form must be completed, signed and returned in accordance with the directions on the form. Voting instruction forms in some cases permit the completion of the voting instruction form by telephone or through the Internet. If a Non-Registered Holder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder’s behalf), the Non-Registered Holder must strike out the names of the persons named in the form and insert the Non-Registered Holder’s (or such other person’s) name in the blank space provided and complete, sign and return the voting instruction form in accordance with the directions provided. A form of proxy giving the right to attend and vote will then be forwarded to the Non-Registered Holder.

- (b) **Form of Proxy.** Less frequently, a Non-Registered Holder will receive, as part of the Meeting Materials, a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder's behalf), the Non-Registered Holder must complete the form of proxy and deposit it with Computershare Investor Services Inc. as provided above. If a Non-Registered Holder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder's behalf), the Non-Registered Holder must strike out the names of the persons named in the proxy and insert the Non-Registered Holder's (or such other person's) name in the blank space provided. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Shares which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the management proxy nominees named in the form and insert the Non-Registered Holder's name in the blank space provided. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

EXERCISE OF DISCRETION

The nominees named in the enclosed form of proxy will vote or withhold from voting the Shares represented thereby in accordance with the instructions of the Shareholder on any ballot that may be called for. If a Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. The proxy will confer discretionary authority on the nominees named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified; and
- (b) any other matter, including amendments to any of the foregoing, as may properly come before the Meeting or any adjournment thereof.

In respect of a matter for which a choice is not specified in the proxy, or unless otherwise provided in the proxy, the nominees named in the accompanying form of proxy will vote the Shares represented by the proxy for the approval of such matter.

As of the date of this Information Circular, management of the Company knows of no amendment, variation or other matter that may come before the Meeting, but if any amendment, variation or other matter properly comes before the Meeting each nominee intends to vote thereon in accordance with the nominee's best judgement.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share structure of the Company consists of an unlimited number of Shares without par value. As at August 4, 2016, the Company had 142,994,213 issued and outstanding Shares, each Share carrying the right to one vote. The Company has no other classes of voting securities.

Only Shareholders of record at the close of business on August 4, 2016, who either personally attend the Meeting or who have completed and delivered a form of proxy in the manner and subject to the provisions detailed therein, shall be entitled to vote or to have their Shares voted at the Meeting.

The presence in person or by proxy of one or more persons who are, or who represent by proxy, one or more shareholders who, in the aggregate, hold at least 10% of the issued Shares entitled to be voted at the Meeting, is necessary to convene the Meeting. Pursuant to the *Business Corporations Act* (British Columbia), each of the resolutions that will be placed before the Meeting will be an ordinary resolution, each of which will require approval of a simple majority of the votes cast in respect of each resolution.

To the knowledge of the directors and executive officers of the Company, as of August 4, 2016, the following persons beneficially own or control or direct, directly or indirectly, 10% or more of the issued and outstanding Shares of the Company:

Member	Number of Shares	Percentage of Issued Capital
Resource Capital Fund V L.P.	17,409,800	12.18%
Teck Resources Limited	42,258,545 ⁽¹⁾	29.55%

(1) Of which 37,258,545 Shares are held directly and 5,000,000 Shares are held in the name of Teck Peru S.A.

ELECTION OF DIRECTORS

The size of the board of directors is currently determined at six. At the Meeting, Shareholders will also be asked to elect six directors to succeed the present directors whose term of office will expire at the conclusion of the Meeting. Each director elected will hold office until the conclusion of the next annual general meeting of the Company at which a director is elected, unless the director's office is earlier vacated in accordance with the Articles of the Company or the provisions of the *Business Corporations Act* (British Columbia). The following information concerning the nominees, including the number of Shares beneficially owned, or controlled or directed, directly or indirectly, has been furnished by the individual nominees.

The following table sets out the names of the nominees for election as directors, the province and country in which each is ordinary resident, all offices of the Company now held by each of them, their principal occupations, the period of time for which each has been a director of the Company, and the number of Shares beneficially owned, or controlled or directed, directly or indirectly, as at August 4, 2016:

<u>Name, Residence and Office Held with the Company</u>	<u>Year of Appointment as Director</u>	<u>Number of Shares</u>	<u>Principal Occupation or Employment</u>
Stephen J. Altmann ⁽¹⁾⁽²⁾ Ontario, Canada Director	2010	200,000	Managing Director with Morrison Park Advisors
David Peat ⁽¹⁾ Florida, USA Director	2014	Nil	Self Employed Financial Consultant
Alan Edwards Arizona, USA Director and Chairman of the Board	2011	450,000	President of AE Consulting, Inc.
James Gilbert ⁽¹⁾⁽²⁾ Virginia, USA Director	2010	235,000	Chief Investment Officer of Minera S.A.
Bruce Turner Santiago, Chile President and Chief Executive Officer and Director	2009	5,659,682	President and Chief Executive Officer of the Company
Thomas I. Vehrs ⁽²⁾ Colorado, USA Director	2010	450,000	Self-employed businessman, former Vice President, Exploration of Fortuna Silver Mines Inc.

(1) Denotes member of the Audit Committee.

(2) Denotes member of the Compensation Committee.

No proposed director is being elected under any arrangement or understanding between the proposed director and any other person or company except the directors and executive officers of the Company acting solely in such capacity.

Corporate Cease Trade Orders or Bankruptcies

To the best of management's knowledge and except as disclosed herein, no proposed director:

- (a) is, 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 or chief financial officer of any company (including the Company) that, while that person was acting in that capacity;
 - (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer;
 - (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) is, as at the date of 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.

Alan Edwards, a director of the Company, was Chairman of the Board of Oracle Mining Corp. ("**Oracle**") until his resignation effective February 15, 2015. On December 23, 2015, Oracle announced that the Superior Court of Arizona had granted the application of Oracle's lender to appoint a receiver and manager over the assets, undertaking and property of Oracle Ridge Mining LLC.

APPOINTMENT AND REMUNERATION OF AUDITORS

The directors of the Company propose to nominate Grant Thornton LLP, of Royal Bank Plaza, 19th Floor, South Tower, 200 Bay Street, Toronto, Ontario ("**Grant Thornton**"), the present auditors, as the auditors of the Company to hold office until the close of the next annual general meeting of the Shareholders at a remuneration to be fixed by the directors of the Company. Grant Thornton was first appointed auditors of the Company on December 18, 2014. Prior to the appointment of Grant Thornton, Davidson & Company, LLP acted as auditors of the Company from 2006 to December 15, 2014.

APPROVAL OF STOCK OPTION PLAN

The Shareholders re-approved the amended stock option plan (the "**Stock Option Plan**") at the annual general meeting of the Company held on September 1, 2015. The Stock Option Plan was originally adopted by the board of directors of the Company effective May 9, 2012 and was amended by the board of directors of the Company on June 24, 2014 to provide for the issuance of up to 4,000,000 Shares, representing bonus compensation shares in lieu of bonus cash compensation. The Stock Option Plan is a "rolling" stock option plan under the TSX Venture Exchange's (the "**Exchange**") Policy 4.4 *Incentive Stock Options* (the "**Exchange Policy**"). The Stock Option Plan complies with the requirements of the Exchange Policy. Under the Stock Option Plan, the Company may grant stock options pursuant to which Shares may be purchased by directors, officers, employees and consultants of the Company up to a maximum of 10% of the issued and outstanding capital of the Company. Pursuant to the Exchange Policy, Shareholders are required to approve on a yearly basis stock option plans which have a "rolling plan" ceiling.

As of August 4, 2016, the Company had 7,811,000 stock options outstanding. The Company did not issue bonus Shares during the year ended December 31, 2015. Subsequent to the financial year ended December 31, 2015, the Company granted 400,000 stock options and issued 1,977,500 bonus Shares on June 14, 2016.

A copy of the Stock Option Plan may be obtained, upon written request, from the Company's Registered and Records offices located at 20th Floor, 250 Howe Street, Vancouver, British Columbia, V6C 3R8.

The following is a summary of the principal terms of the Stock Option Plan.

The Stock Option Plan provides that stock options may be granted to directors, officers, employees and consultants of the Company, as such terms are defined in the Exchange Policy.

The Stock Option Plan is administered by the Company's board of directors.

The Stock Option Plan provides for the issuance of stock options to acquire up to that number of the Company's Shares (the "**Plan Ceiling**") equal to 10% of the Company's issued and outstanding share capital as at the date of grant, subject to standard anti-dilution adjustments. This is a "rolling" Plan Ceiling as the number of Shares reserved for issuance pursuant to the grant of stock options will increase as the Company's issued and outstanding share capital increases. The Plan Ceiling includes outstanding stock options granted prior to the implementation of the Stock Option Plan. If a stock option expires or otherwise terminates for any reason, the number of Shares in respect of that expired or terminated stock option shall again be available for the purposes of the Stock Option Plan.

The Stock Option Plan may be amended or terminated by the board of directors at any time, but such amendment or termination will not alter the terms or conditions of any option awarded prior to the date of such amendment or termination. Any stock option outstanding when the Stock Option Plan is amended or terminated will remain in effect until it is exercised or expires or is otherwise terminated in accordance with the provisions of the Stock Option Plan.

The Stock Option Plan provides that other terms and conditions, including vesting provisions, may be attached to a particular stock option, at the discretion of the board of directors. All stock option grants are to be evidenced by the execution of an option agreement, substantially in the form attached as Schedule "A" to the Stock Option Plan.

The Stock Option Plan provides that it is solely within the discretion of the board of directors to determine to whom stock options or bonus Shares should be granted and in what amount, subject to such terms, conditions, limitations, prohibitions and restrictions as (i) are contained in the Stock Option Plan, (ii) the Company's board of directors stipulates at the time of grant, and (iii) may be imposed by regulatory authorities. The board of directors may issue a majority of the options and bonus Shares to insiders of the Company. However, the number of Shares and bonus Shares granted under the Stock Option Plan, together with all of the Company's other previously established or proposed share compensation arrangements, in aggregate may not exceed 10% of the total number of issued and outstanding Shares on a non-diluted basis. Further, the number of Shares which may be issuable under the Stock Option Plan, together with all of the Company's other previously established or proposed share compensation arrangements, within a one-year period:

- (a) to insiders of the Company in aggregate, shall not exceed 10% of the outstanding Shares;
- (b) to any one optionee, other than to a consultant or employees providing investor relations activities shall not exceed 5% of the outstanding Shares on a non-diluted basis;
- (c) to any one consultant to the Company, shall not exceed 2% of the outstanding Shares; and
- (d) to all employees of the Company providing investor relations activities (as defined by the policies of the Exchange) in aggregate shall not exceed 2% of the outstanding Shares.

Grants of bonus Shares pursuant to the Stock Option Plan are subject to the following additional restrictions:

- (a) where bonus Shares are used as an inducement to a person not previously a director, officer, employee or consultant of the Company to enter into a full time employment relationship with the Company, the number of bonus Shares may not exceed 1% of the outstanding Shares;
- (b) where bonus Shares are granted in the context of a severance package or upon termination of employment, the number of bonus Shares may not exceed 1% of the outstanding Shares; and
- (c) if the issuance of bonus Shares under the Stock Option Plan to a non-insider or to an employee or consultant exceeds 1.5% per individual or exceeds 3% in the aggregate of the issued and outstanding Shares of the Company within any 12-month period, shareholder approval prior to the issuance of the Shares will be required.

Options granted under the Stock Option Plan will be for a term not to exceed five years from the date of their grant. In the event an option holder ceases to be a consultant or employee of the Company (other than by reason of death), the stock option will expire on the earlier of the expiry date stated in the option agreement executed in respect of such grant ("**Fixed Expiry Date**") and 90 days following the date of termination, unless the holder holds the stock option as an employee or consultant of the Company performing investor relations activities, in which case the stock option will expire on the earlier of the Fixed Expiry Date and the 30 days following the date of termination. In the event an option holder ceases to be a director or executive officer of the Company (other than by reason of death), the stock option will expire on the earlier of the Fixed Expiry Date or 90 days following the date the director or executive officer ceases to be a director or executive officer of the Company. Notwithstanding the foregoing, a stock option will expire immediately in the event a director or executive officer ceases to be director or executive officer of the Company as a result of becoming disqualified by law or an order is made by a regulatory authority. A stock option will also expire immediately in the event an employee ceases to be an employee as a result of termination for just cause or an employee or consultant ceases to be an employee or consultant as a result of an order made by a regulatory authority. In the event of death of an option holder, the stock option will only be exercisable up to the first anniversary of the option holder's death or prior to the expiration of the term of the option, whichever occurs earlier. A Fixed Expiry Date may be extended in the event it occurs when the Company is subject to a trading blackout pursuant to its Insider Trading Policy, in accordance with the policies of the Exchange.

The price at which an option holder may purchase a Share upon the exercise of a stock option will be as set forth in the option agreement executed in respect of such option and in any event will not be less than the market price of the Company's Shares as of the date of the grant of the stock option (the "**Grant Date**"). The market price of the Company's Shares for a particular Grant Date would typically be the closing trading price of the Company's Shares on the last trading day immediately preceding the Grant Date, or otherwise in accordance with the terms of the Stock Option Plan.

If at any time after the grant of options and prior to vesting of granted options, there is a Change of Control of the Company, any unvested options will vest immediately upon the Change of Control. In the event there is a Change of Control of the Company or a purchase of 100% of the outstanding Shares of the Company, and the option holder chooses to, or is obligated to exercise their options, the exercise of the options will be a cashless exercise, where the difference between the Share price at the time of the Change of Control or the purchase price in the event of the purchase of 100% of the Company, and the Exercise Price (as defined in the Stock Option Plan), less any fees or withholdings, will be paid in cash to the option holder.

Stock options will be non-assignable except that they will be exercisable by the personal representatives of the option holder in the event of the option holder's death or incapacity.

Shares will not be issued pursuant to stock options granted under the Stock Option Plan until they have been fully paid for. The Company will not provide financial assistance to option holders to assist them in exercising their stock options.

Pursuant to the Exchange Policy, the Company must obtain Disinterested Shareholder Approval (as defined below) for the approval of the Stock Option Plan in order to have the full amount of 4,000,000 bonus Shares available for issuance under the Stock Option Plan during each calendar year. For the purposes of this Information Circular, an “Insider” is a director or senior officer of the Company, a director or senior officer of a company that is itself an Insider or subsidiary of the Company, a person that beneficially owns or controls, directly or indirectly, Shares of the Company carrying more than 10% of the voting rights attached to all of the Company’s outstanding Shares, or the Company itself if it holds any of its own Shares. “Disinterested Shareholder Approval” means the majority of the votes cast by all the Shareholders at the Meeting excluding votes attaching to the Shares beneficially owned by Insiders to whom options or bonus Shares may be granted under the Stock Option Plan and the Associates (as that term is defined in Exchange Policy 1.1) of such Insiders, and “Disinterested Shareholder” means all the Shareholders at the Meeting excluding Insiders to whom options or bonus Shares may be granted under the Stock Option Plan and their Associates.

Management of the Company will ask the Disinterested Shareholders to approve the following resolution at the Meeting:

“BE IT RESOLVED AS AN ORDINARY RESOLUTION OF DISINTERESTED SHAREHOLDERS that subject to regulatory approval:

- (a) the Company’s stock option plan, (the “**Stock Option Plan**”) be and is hereby adopted and approved;
- (b) the Company be authorized to grant stock options and common shares (“**Shares**”) pursuant and subject to the terms and conditions of the Stock Option Plan, entitling the option holders to purchase up to that number of Shares that, together with the Shares reserved for issuance under all of the Company’s previously established compensation arrangements, would equal to 10% of the issued and outstanding Shares of the Company as at the time of the grant, including, for greater certainty, the issuance of up to 4,000,000 Shares as “Bonus Shares” under the Stock Option Plan; and
- (c) the directors and officers of the Company be authorized and directed to perform all such acts and deeds and things and execute, under the seal of the Company or otherwise, all such documents, agreements and other writings as may be required to give effect to the true intent of these resolutions.”

Management and the board of directors of the Company recommend that the Company’s shareholders vote in favour of the ordinary resolution approving the Stock Option Plan. **Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the approval of the Stock Option Plan.**

CORPORATE GOVERNANCE

Effective June 20, 2005, the Canadian Securities Administrators adopted National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) and National Instrument 58-201 *Corporate Governance Guidelines* (“**NI 58-201**”). NI 58-101 requires issuers to disclose the corporate governance practices that they have adopted. NI 58-201 provides guidance on corporate governance practices. A full description of each of the corporate governance practices of the Company with respect to NI 58-101 is set out in Schedule “A” to this Information Circular.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITORS

The Company is subject to National Instrument 52-110 *Audit Committees* (“**NI 52-110**”), which has been adopted by the Canadian Securities Administrators and which prescribes certain requirements in relation to audit committees. NI 52-110 requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditors, which is set forth below.

The Audit Committee's Charter

The Company's Audit Committee is governed by an audit committee charter, the text of which is set out in Schedule "B" of this Information Circular.

Composition of the Audit Committee

The Company's Audit Committee is comprised of three directors: Stephen J. Altmann, James Gilbert and David Peat (Chairman of Audit Committee). All members are considered independent members of the Audit Committee pursuant to the meaning of "independent" provided in NI 52-110 and all members of the Audit Committee are considered financially literate as provided for in NI 52-110.

Relevant Education and Experience

This section describes the education and experience of the Company's Audit Committee members that is relevant to the performance of their responsibilities in that role.

Stephen J. Altmann

Mr. Stephen Altmann was elected a Director of the Company at the Company's Annual and Special General Meeting held on November 15, 2010. Mr. Altmann is Managing Director of Morrison Park Advisors ("**MPA**"), an independent, partner owned investment banking advisory firm based in Toronto, Canada. He has 25 years of experience in investment banking and capital markets expertise focused on corporate finance, mergers & acquisitions. Prior to joining MPA, Mr. Altmann was President and Director of a publicly listed mining company. Prior to this, Mr. Altmann was an Investment Banker with senior Canadian and US investment banks. He has completed over \$1.6 billion in equity financings and \$20 billion in advisory assignments with comprehensive experience with equity, convertible, project and debt financings in addition to mergers & acquisitions including arrangements, amalgamations, hostile versus friendly takeovers, valuations and fairness opinions. Mr. Altmann has an MBA in Finance from McMaster University and a BSc (honours) in Geophysics from the University of Western Ontario.

James Gilbert

Mr. James Gilbert was elected a Director of the Company at the Company's Annual and Special General Meeting held on November 15, 2010. Mr. Gilbert is also the Chief Investment Officer of Minera S.A., a private mining and metals investment company ("**Minera**"), Chairman of the Board of Directors of Orvana Minerals Corp. and a Partner of Global Energy Metals Corporation, a privately held battery metals investment and development company. Prior to that, he was President and Chief Executive Officer of First Point Minerals Corp. and President and Chief Executive Officer of Minera. He has over 25 years of experience in mining and metals finance and investment. Prior to joining Minera, Mr. Gilbert was the Chief Investment Officer of Gerald Metals Inc. ("**Gerald Metals**"), the global commodities trading firm based in Stamford, Connecticut. Before joining Gerald Metals, he was a Director of the mining and metals investment banking group at Rothschild Inc., in Washington D.C., and a Director of Corporate Finance at Coopers & Lybrand in New York. Mr. Gilbert has an MBA in Finance from the Wharton School of the University of Pennsylvania and a BA in English from Bucknell University.

David Peat

Mr. Peat was appointed as a Director of the Company on May 1, 2014. Mr. Peat has over 30 years of experience in financial leadership in support of mining companies. He is a director and Chairman of the Audit Committee of Electrum Special Acquisition Corporation, director and Chairman of the Audit Committee of Gabriel Resources Ltd., director and Chairman of the Audit Committee of Sunshine Silver Mines Corporation, a privately held silver exploration and development company and a former director and Chairman of the Audit Committee of Fortune Bay Corp. Mr. Peat was Vice President and Chief Financial Officer of Frontera Copper Corporation from 2006 through 2009, Vice President and Global Controller of Newmont Mining Corporation from 2002 through 2004, and Vice President of Finance and Chief Financial Officer of Homestake Mining Company from 1999 through 2002. Mr. Peat received a Bachelor of Commerce, Honour's in Business Administration from the University of Windsor in 1976 and a Bachelor of Arts, Economics from the University of Western Ontario in 1975. Mr. Peat began his career at Price Waterhouse in Toronto and he has been a member of the Chartered Professional Accountants of Ontario (formerly known as the Institute of Chartered Accountants of Ontario) since 1978.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year ended December 31, 2015, the Company's board of directors has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year ended December 31, 2015, the Company has not relied on the exemptions contained in sections 2.4 "*De Minimis Non-Audit Services*", or Part 8 (*Exemptions*) of NI 52-110. Section 2.4 provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Part 8 permits a company to apply to a securities regulator authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Company's board of directors, and where applicable the Audit Committee, on a case-by-case basis.

External Auditor Service Fees

The fees paid and/or approved by the Company to its external auditor in each of the last two financial years, by category, are as follows.

Audit Fees

During the financial period ended December 31, 2015, the Company approved Grant Thornton (the "**Auditor**") audit fees of \$65,200. The Company also approved Grant Thornton Peru (the "**Peru Auditor**") audit fees of US\$7,700 for the Company's pro-rata share of the audit fees of Minera AQM Copper Peru SAC ("**MAQM**"). During the financial year ended December 31, 2014, the Company approved Auditor fees of \$61,950 and also approved Peru Auditor fees of US\$9,020 for the Company's pro-rata share of the audit fees of MAQM.

Audit Related Fees

During the financial period ended December 31, 2015, the Company paid the Auditor \$7,875 for assurance and related services in connection with the performance of the audit or the review of the Company's financial statements ("**Audit Related Services**"). During the financial year ended December 31, 2014, the Company paid the Auditor \$8,670 for Audit Related Services.

During the financial periods ended December 31, 2015 and 2014, the Company did not pay the Peru Auditor for Audit Related Services.

Tax Fees

During the financial period ended December 31, 2015, the Company paid the Auditor and the Peru Auditor \$2,675 and nil, respectively, for advice related to tax compliance, tax advice and tax planning ("**Tax Services**"). During the financial year ended December 31, 2014, the Company did not pay the Auditor or the Peru Auditor for Tax Services.

All Other Fees

During the financial periods ended December 31, 2015 and 2014, the Company did not pay the Auditor or the Peru Auditor for any other fees.

Exemptions

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

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Compensation Discussion and Analysis

The purpose of this Compensation Discussion and Analysis is to provide information about the Company's executive compensation objectives and processes and to discuss compensation decisions relating to its named executive officers ("**Named Executive Officers**") listed in the Summary Compensation Table that follows. During its financial year ended December 31, 2015, the following individuals were Named Executive Officers (as defined in applicable securities legislation) of the Company, namely Bruce Turner, President and Chief Executive Officer and Erick J. Underwood, Chief Financial Officer.

Compensation Objectives and Principles

The primary goal of the Company's executive compensation program is to attract and retain the key executives necessary for the Company's long-term success and to motivate and encourage executives to further the development of the Company and its operations. Executive compensation consists of salary, wages or contractor payments, short-term incentive plan ("**STIP**"), stock option grants, bonus share issuances and DSUs (as defined below.)

The Company has identified performance goals or similar conditions related to executive compensation that are based on objective and identifiable measures. At this stage of the Company's development, the management team is primarily focused on developing shareholder value. As the Company progresses to become a revenue-producing entity, performance goals based on appropriate measures for a revenue generating company will be developed accordingly.

Compensation Process

The compensation of the Company's Named Executive Officers is established and determined by the Board upon recommendation by the Company's Compensation Committee. The members of the Compensation Committee are Stephen J. Altmann, James Gilbert and Thomas I. Vehrs, each of whom are independent. The members have significant years of senior management experience and are or have been executives or directors in other organizations which enables them to assess the suitability of the company's compensation policies and procedures. The overall purpose of the Compensation Committee is to assist the Board in fulfilling its oversight responsibilities in relation to compensation by developing, monitoring and assessing the Company's approach to the compensation of its directors, senior management and employees.

The compensation program is designed to provide competitive levels of compensation, a significant portion of which is dependent upon individual and corporate performance and contribution to increasing shareholder value. The Compensation Committee recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executives as well as align the compensation level of each executive to that executive's level of responsibility. In general, a Named Executive Officer's compensation is comprised of the following components: salary, wages or contractor payments, STIP, stock option grants, bonus share issuances and DSUs.

The objectives and reasons for this system of compensation are generally to allow the Company to remain competitive compared to its peers in attracting experienced personnel. The salaries are set on a basis of a review and comparison of salaries paid to executives at similar companies. The Chief Executive Officer and the Chief Financial Officer are paid salaries that are lower than their comparative salary levels for a person of their experience and capabilities because they are also compensated by STIP, stock options bonus shares and DSUs.

The various elements of the Named Executive Officers compensation are salaries, wages or contractor payments, STIP, stock option grants, bonus share issuances and DSUs. Salaries are paid based on a comparison of these positions at similar companies and based on market rate for salaries after taking into account the other elements of the Named Executive Officers compensation. STIP's are based on goals and objectives for each Named Executive Officer, with a ceiling based on a percentage of the Named Executive Officer's salary, wage or contract amount. These elements combine to provide the Named Executive Officer's with total cash compensation that is competitive with similar companies. Stock options and bonus shares are granted to reward Named Executive Officers for enhanced share value and to ensure that a part of the Named Executive Officer's compensation is an incentive to increase shareholder value.

Stock option grants are designed to reward the Named Executive Officers for success on a similar basis as the shareholders of the Company, but these rewards are highly dependent upon the volatile stock market, much of which is beyond the control of the Named Executive Officers.

Bonus share grants for the Named Executive Officers are based on the Compensation Committee's review of performance of the Named Executive Officers. The Compensation Committee provides a recommendation to the Board for cash bonuses and bonus shares issuances to reflect performance targets established by the Compensation Committee. Bonus share amounts are calculated on the closing price of the Company's shares on the date of the bonus share award.

Other than as enumerated under the heading "Incentive Plan Awards" below, no new actions, decisions or policies were made after the end of the most recently completed financial year ended December 31, 2015 that could affect a reasonable person's understanding of the Named Executive Officers' compensation.

The Compensation Committee, in the course of its deliberations, considered the implications of the risks associated with the Company's compensation policies and practices. None of the performance goals or compensation practices are subject to manipulation by management or the employees of the Company. The Company does not believe its compensation package creates risks that are reasonably likely to have a material adverse effect on the Company or create a material risk that its Named Executive Officers or an employee would be encouraged to take inappropriate or excessive risk. No such risks have been detected to date. The Compensation Committee will continue to include this consideration in its deliberations, and believes that it and the Board would detect actions of management or employees of the Company that constitute or would lead to the taking of inappropriate or excessive risks.

Option-Based Awards

The Stock Option Plan has been established to provide incentives to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. Pursuant to the Stock Option Plan, the Compensation Committee of the Company, at its discretion, determines all grants of stock options to Named Executive Officers. Such grants are considered incentives intended to align the Named Executive Officers' and shareholders' interests in the long term. When new options are granted, the Compensation Committee takes into account the previous grants of options and sets the price of the options at market, or in any case, no less than the maximum discount allowed by the Exchange.

The Company does not permit its Named Executive Officers or directors to purchase 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 securities granted as compensation or held, directly or indirectly, by the executive officers or directors.

A brief summary of the Company's Stock Option Plan is provided for under the heading "Approval of Stock Option Plan".

Share-Based Awards

On July 30, 2015, the Board adopted a deferred share unit plan (the "**DSU Plan**"), subject to and effective upon receipt of all necessary shareholder and regulatory approvals. On September 1, 2015, the Company obtained Disinterested Shareholder Approval of the DSU Plan.

The purpose of the DSU Plan is to promote the interests of the Company by attracting and retaining qualified persons to serve on the Board and as senior officers of the Company (“**DSU Participants**”) and to afford the Company the opportunity to provide, and for such DSU Participants to receive, a portion of their compensation for serving as a director or senior officer of the Company in the form shares of the Company.

The DSU Plan provides for the issuance of up to 3,000,000 deferred share units (“**DSUs**”) in a 12-month period or such greater number as may be approved from time to time by an ordinary resolution of the Shareholders of the Company.

On July 30, 2015, the board of directors allocated a provision grant of a total of 1,900,000 DSUs to directors of the Company, which was subject to and conditional upon Disinterested Shareholder Approval of the DSU Plan. Subsequent to the financial year ended December 31, 2015, the board of directors granted an additional 1,100,000 DSUs to directors of the Company. As of August 4, 2016, a total of 3,000,000 DSUs have been granted pursuant to the DSU Plan.

A copy of the DSU Plan may be obtained, upon written request, from the Company’s Registered and Records offices located at 20th Floor, 250 Howe Street, Vancouver, British Columbia, V6C 3R8.

Summary Compensation Table

The following table sets forth information concerning the annual and long term compensation for services rendered to the Company for the financial period of the Company ended December 31, 2015 in respect of the individuals who were (or who acted in a similar capacity as) as of December 31, 2015 or at any time during the financial year, the Chief Executive Officer and the Chief Financial Officer, and the other Named Executive Officers.

Name and Principal Position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards ⁽¹⁾ (\$)	Non-equity incentive plan compensation		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Bruce Turner President and Chief Executive Officer and Director	2015	275,000 ⁽²⁾	Nil ⁽³⁾	35,719	Nil ⁽³⁾	N/A	N/A	25,000 ⁽²⁾	335,719
	2014	300,351 ⁽²⁾	60,000 ⁽³⁾	79,665	39,000 ⁽³⁾	N/A	N/A	Nil	479,016
	2013	318,501 ⁽²⁾	N/A	25,309	308,768 ⁽²⁾	N/A	N/A	Nil	652,581
Erick J. Underwood ⁽⁴⁾ Chief Financial Officer	2015	185,000	Nil ⁽³⁾	23,813	Nil ⁽³⁾	N/A	N/A	Nil	208,813
	2014	170,000	45,000 ⁽³⁾	32,387	30,600 ⁽³⁾	N/A	N/A	Nil	277,987
	2013	14,167	N/A	7,231	N/A	N/A	N/A	Nil	21,398

- (1) The fair value of option-based awards which are vested is determined by the Black-Scholes Option Pricing Model with assumptions for risk-free interest rates, dividend yields, volatility factors of the expected market price of the Company’s Shares and expected life of the options.
- (2) During the 2013, 2014 and 2015 financial years, Mr. Turner received CLP 305,260,695, CLP 155,059,996, CLP 140,877,000, respectively as salaries in his role as President and Chief Executive Officer. During 2015, Mr. Turner’s compensation was set at C\$275,000 for his role as President and Chief Executive Officer and C\$25,000 for his role as Director.
- (3) During the 2014 financial year, 1,000,000 Bonus Shares were issued to Mr. Turner and 750,000 Bonus Shares were issued to Mr. Underwood. The Bonus Shares were issued on December 11, 2014 at a price of \$0.06 and were fully vested on January 1, 2015. Cash bonuses were granted to Mr. Turner and Mr. Underwood to cover taxes accruing on the receipt of Bonus Shares. Bonus Shares were not issued during the financial year ended December 31, 2015.
- (4) Mr. Underwood was appointed Chief Financial Officer on December 1, 2013.

Incentive Plan Awards

1,250,000 stock options were granted during the financial year ended December 31, 2015. As of August 4, 2016, 7,811,000 stock options were outstanding and a total of 1,997,500 bonus Shares were issued under the Stock Option Plan of the Company. In addition, as of August 4, 2016, a total of 3,000,000 DSUs were granted pursuant to the DSU Plan.

Named Executive Officers Outstanding Share-Based Awards and Option-Based Awards

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 (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Bruce Turner	250,000	\$0.38	10/04/2016	Nil	Nil ⁽²⁾	Nil	N/A
	500,000	\$0.10	12/18/2017	Nil			
	350,000	\$0.10	12/17/2018	Nil			
	1,000,000	\$0.10	07/31/2019	Nil			
	750,000	\$0.10	07/30/2020	Nil			
Erick J. Underwood	200,000	\$0.10	12/17/2018	Nil	Nil ⁽²⁾	Nil	N/A
	400,000	\$0.10	07/31/2019	Nil			
	500,000	\$0.10	07/30/2020	Nil			

(1) The value of unexercised "in-the-money options" at the financial year end is the difference between the option exercise price and the market value of the underlying Shares on the Exchange on December 31, 2015. Market price for this purpose \$0.04, being the closing price of the Shares on the Exchange on December 31, 2015.

(2) During the 2015 financial year, no Bonus Shares or DSUs were issued to either Mr. Turner or Mr. Underwood.

Named Executive Officers Incentive Plan Awards — Value Vested or Earned During the Year

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 (\$)
Bruce Turner	Nil	N/A	N/A
Erick J. Underwood	Nil	N/A	N/A

(1) The aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date is calculated by determining the difference between the market price of the underlying securities on the date of vest and the exercise price of the options under the option-based award multiply by the number of options vested on the vesting date.

Pension Plan Benefits

The Company does not have a defined benefit plan, defined contribution plan. The Company implemented the DSU Plan on July 30, 2015, which was approved by Shareholders on September 1, 2015.

Termination and Change of Control Benefits

The Company and its subsidiaries are not, and were not during the most recently completed financial year, party to any contracts, and have not entered into any plans or arrangements which require compensation to be paid to any of the Named Executive Officers except as follows:

President and Chief Executive Officer

Under the terms of the employment agreement with the President and Chief Executive Officer, if the Company terminated the President and Chief Executive Officer, without cause, or if the President and Chief Executive Officer resigns for good cause, the President and Chief Executive Officer will be entitled to receive an amount equal to the President and Chief Executive Officer's annual salary on the date the President and Chief Executive Officer's employment was terminated plus an additional amount equal to 50% of the President and Chief Executive Officer's annual salary on the 12th month anniversary of the date of termination. If there is a change of control of the Company and the President and Chief Executive Officer's services are terminated, or if the President and Chief Executive Officer resigns within 12 months of such change of control, then the President and Chief Executive Officer will be entitled to receive a severance amount equal to twice the President and Chief Executive Officer annual salary.

Chief Financial Officer

Under the terms of the employment agreement with the Chief Financial Officer, if the Company terminated the Chief Financial Officer, without cause, or if the Chief Financial Officer resigns for good cause, the Chief Financial Officer will be entitled to receive an amount equal to 12 times the equal monthly payments of the Chief Financial Officer's annual salary at the time of such termination, less deductions required by law, payable on the date of such termination. If there is a change of control of the Company and the Chief Financial Officer's services are terminated, or if the Chief Financial Officer resigns within 6 months of such change of control, then the Chief Financial Officer will be entitled to receive a severance amount equal to 12 times the equal monthly payments of the Chief Financial Officer's annual salary at the time of such termination, less deductions required by law, payable on the date of such termination.

Other than as disclosed above, the Company has no compensatory plan or arrangement in respect of compensation received or that may be received by the Named Executive Officers in the Company's most recently completed or current fiscal year to compensate such executive officers in the event of the termination of employment (resignation, retirement, change of control) or in the event of a change in responsibilities following a change of control.

Director Compensation

Other than compensation paid to the Named Executive Officers, and except as noted below, no compensation was paid to directors in their capacity as directors of the Company or its subsidiaries, in their capacity as members of a committee of the board of directors or of a committee of the board of directors of its subsidiaries, or as consultants or experts, during the Company's most recently completed financial year.

The following table sets forth the details of compensation provided to the directors, other than the Named Executive Officers during the most recently completed financial year ended December 31, 2015:

Name ⁽¹⁾	Fees earned ⁽²⁾ (\$)	Share-based awards ⁽³⁾ (\$)	Option-based awards ⁽⁴⁾ (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Stephen J. Altmann	25,000	21,000	Nil	N/A	N/A	Nil	46,000
Alan Edwards	50,000	30,000	Nil	N/A	N/A	Nil	80,000
James Gilbert	30,000	21,000	Nil	N/A	N/A	Nil	51,000
David Peat	35,000	21,000	Nil	N/A	N/A	Nil	56,000
Thomas I. Vehrs	25,000	21,000	Nil	N/A	N/A	Nil	46,000

(1) The relevant disclosure for Bruce Turner has been provided in the Summary Compensation Table above.

(2) The Company compensates its independent directors by paying them \$25,000 per year per independent director; \$10,000 per year for the Chairman of the Audit Committee; \$5,000 per year for the Chairman of the Compensation Committee; and \$25,000 for the Chairman of the Board.

(3) During the 2015 financial year, 500,000 DSUs were issued to Mr. Edwards. 350,000 to Mr. Altmann, 350,000 DSUs to Mr. Vehrs, 350,000 DSUs to Mr. Gilbert and 350,000 DSUs to Mr. Peat. The DSUs were issued on July 30, 2015 at a price of \$0.06.

(4) The fair value of option-based awards which are vested during 2015 is determined by the Black-Scholes Option Pricing Model with assumptions for risk-free interest rates, dividend yields, volatility factors of the expected market price of the Company's Shares and expected life of the options.

Director Outstanding Share-Based Awards and Option-Based Awards

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 (\$)	Market or payout value of vested share-based awards not paid out or distributed ⁽²⁾ (\$)
Stephen J. Altmann	150,000	\$0.90	01/14/2016 ⁽³⁾	Nil	N/A	N/A	21,000
	25,000	\$0.38	10/04/2016	Nil			
	50,000	\$0.10	12/18/2017	Nil			
	50,000	\$0.10	12/17/2018	Nil			
	300,000	\$0.10	07/31/2019	Nil			

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 (\$)	Market or payout value of vested share-based awards not paid out or distributed ⁽²⁾ (\$)
Alan Edwards	250,000 75,000 100,000 500,000	\$0.38 \$0.10 \$0.10 \$0.10	10/04/2016 12/18/2017 12/17/2018 07/31/2019	Nil Nil Nil Nil	N/A	N/A	30,000
James Gilbert	150,000 25,000 50,000 50,000 300,000	\$0.90 \$0.38 \$0.10 \$0.10 \$0.10	01/14/2016 ⁽³⁾ 10/04/2016 12/18/2017 12/17/2018 07/31/2019	Nil Nil Nil Nil Nil	N/A	N/A	21,000
David Peat	250,000 100,000	\$0.10 \$0.10	06/24/2019 07/31/2019	Nil Nil	N/A	N/A	21,000
Thomas I. Vehrs	150,000 25,000 50,000 50,000 300,000	\$0.90 \$0.38 \$0.10 \$0.10 \$0.10	01/14/2016 ⁽³⁾ 10/04/2016 12/18/2017 12/17/2018 07/31/2019	Nil Nil Nil Nil Nil	N/A	N/A	21,000

- (1) The value of unexercised "in-the-money options" at the financial year end is the difference between the option exercise price and the market value of the underlying Shares on the Exchange on December 31, 2015. Market price for this purpose \$0.04, being the closing price of the Shares on the Exchange on December 31, 2015.
- (2) DSUs are considered vested upon issuance; as at December 31 2015, there were aggregate of 1,900,000 DSUs outstanding. The DSUs were issued on July 30, 2015 at a price of \$0.06. 500,000 DSUs were issued to Mr. Edwards. 350,000 to Mr. Altmann, 350,000 DSUs to Mr. Vehrs, 350,000 DSUs to Mr. Gilbert and 350,000 DSUs to Mr. Peat.
- (3) 150,000 stock options held by Mr. Altmann, 150,000 stock options held by Mr. Gilbert and 150,000 stock options held by Mr. Vehrs expired subsequent to the December 31, 2015 financial year end.

Director Incentive Plan Awards — Value Vested or Earned During the Year

Name	Option-based awards — Value vested during the year ⁽¹⁾ (\$)	Share-based awards — Value vested during the year ⁽²⁾ (\$)	Non-equity incentive plan compensation — Value earned during the year (\$)
Stephen J. Altmann	Nil	Nil	N/A
Alan Edwards	Nil	Nil	N/A
James Gilbert	Nil	Nil	N/A
David Peat	Nil	Nil	N/A
Thomas I. Vehrs	Nil	Nil	N/A

- (1) The aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date is calculated by determining the difference between the market price of the underlying securities on the date of vest and the exercise price of the options under the option-based award multiply by the number of options vested on the vesting date.
- (2) The aggregate dollar value that would have been realized if the DSUs under the DSU award had been exercised on the vesting date is calculated by determining the difference between the market price of the underlying securities on the date of vest and the exercise price of the DSUs under the DSU award multiply by the number of DSU vested on the vesting date.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of all equity compensation plans of the Company as of December 31, 2015:

Table of Equity Compensation Plan Information as of December 31, 2015

<u>Plan Category</u>	<u>Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights</u>	<u>Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights</u>	<u>Number of Securities Remaining Available for Future Issuance Under the Equity Compensation Plans</u>
Equity Compensation Plans Approved by Securityholders			
Stock Option Plan	7,911,000	\$0.19	4,288,671
DSU Plan	1,900,000	\$0.06	
Equity Compensation Plans Not Approved By Securityholders	N/A	N/A	N/A
Total	7,911,000 Options 1,900,000 DSUs	\$0.19 \$0.06	4,288,671

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer or employee and no former director, executive officer or employee of the Company or any of its subsidiaries is currently, as of August 4, 2016 indebted to the Company or any of its subsidiaries nor has any of these individuals been indebted to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Company or any of its subsidiaries. During the last completed financial year, no director or executive officer, no nominee for election as a director of the Company nor any of associate or affiliate of any of the foregoing has been indebted to the Company or any of its subsidiaries, nor has any of these individuals been indebted to another entity which indebtedness is the subject of a guarantee, support in agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

MANAGEMENT CONTRACTS

Except as noted below, the business of the Company is managed by its directors and officers and the Company has no management agreements with persons who are not officers or directors of the Company.

Management, administrative and secretarial functions are provided by Pacific Opportunity Capital Ltd. (“**POC**”) of 410 - 325 Howe Street, Vancouver, British Columbia, a private company of which Winnie Wong, former Corporate Secretary of the Company, is the vice president. A total of \$38,000 was invoiced by POC for management and accounting services rendered by POC for the year ended December 31, 2015. POC is not indebted to the Company nor is POC party to any transaction or arrangement with the Company at any time since the start of the Company’s most recently completed financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Company, no director or executive officer of the Company, no person who beneficially owns, directly or indirectly, Shares carrying more than 10% of the voting rights attached to all outstanding Shares of the Company (each of the foregoing being an “Informed Person”), no director or executive officer of an entity that is itself an Informed Person or a subsidiary of the Company, no proposed director of the Company, and no associate or affiliate of the foregoing has any material interest, direct or indirect, in any transaction since the beginning of the Company’s last completed financial year or in any proposed transaction which, in either case, has materially affected or would materially affect the Company or any of its subsidiaries.

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

To the knowledge of management of the Company, other than as described herein, no director or executive officer of the Company at any time since the beginning of the last completed financial year of the Company, no nominee for election as a director of the Company and no associate or affiliate of any of the foregoing has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

OTHER MATTERS

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

ADDITIONAL INFORMATION

Additional information relating to the Company can be found on SEDAR at www.sedar.com. Financial information regarding the Company is included in the Company's annual audited comparative consolidated financial statements and MD&A for the year ended December 31, 2015 and the accompanying auditors' report. Copies of the comparative annual financial statements and MD&A, as well as additional copies of this Information Circular, may be obtained on SEDAR at www.sedar.com or upon request from the Company at 205 Dunn Avenue, Toronto, Ontario M6K 2S1.

APPROVAL OF DIRECTORS

The contents and the sending of the accompanying Notice of Meeting and this Information Circular have been approved by the directors of the Company.

DATED at Vancouver, British Columbia, this 12th day of August, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Bruce Turner*"

**BRUCE TURNER
President, Chief Executive Officer
and a Director**

SCHEDULE "A"

**AQM COPPER INC.
CORPORATE GOVERNANCE COMPLIANCE TABLE**

The following table sets out the corporate governance practices of the Company with respect to NI 58-101. The Company constantly monitors evolving best practices for corporate governance.

	GOVERNANCE DISCLOSURE GUIDELINE UNDER NI 58-101	COMMENTS
1.	Board of Directors (a) Disclose the identity of the directors who are independent.	The Board currently is comprised of six directors, five of the directors are independent and one is not independent. The Board considers that Stephen J. Altmann, Alan Edwards, James Gilbert, David Peat and Thomas I. Vehrs are independent directors.
	(b) Disclose the identity of the directors who are not independent, and describe the basis for that determination.	The Board considers that Bruce Turner is not an independent director because he is an officer of the Company. The Board is responsible for determining whether or not each director is an independent director. To do this, the Board analyzes all the relationships of the directors with the Company and its subsidiaries. Those directors who do not meet the meaning of independence as provided in NI 58-101 were deemed to not be independent directors. More information about each director can be found on pages 4 and 5 of this Information Circular.
2.	Directorship If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.	The following directors currently serve on the Board of Directors of the reporting issuer(s) (or equivalent) listed below: Stephen J. Altmann: Lydian International Limited Alan Edwards: Americas Silver Corporation Orvana Minerals Corp. Entree Gold Inc. James Gilbert: Orvana Minerals Corp. First Point Minerals Corp. David Peat: Electrum Special Acquisition Corporation Gabriel Resources Ltd. Bruce Turner: Nil Thomas I. Vehrs: Nil
3.	Orientation and Continuing Education Describe what steps, if any, the Board takes to orientate new board members and describe what measures, if any, the Board takes to provide continuing education for directors.	Currently, the Board does not have a formal orientation or education program for its members. When new directors are appointed, they receive orientation, commensurate with the previous experience, on the Company's business and on the responsibilities of directors. Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business.
4.	Ethical Business Conduct Describe what steps, if any, the Board takes to encourage and promote a culture of ethical business conduct.	The Board has adopted a Code of Business Conduct and Ethics which provides a set of ethical standards to guide each director, officer, employee, consultant and contractor in the conduct of their business and constitutes the conditions of employment for each director, officer and employee and constitutes conditions of providing services for each consultant and contractor. The Board has also adopted a Whistleblowing Policy to govern the process through which employees and others, either directly or anonymously, can notify the Corporate Secretary or the Audit Committee of the Company's Board of Directors of potential violations or concerns, as well as to establish a mechanism for responding to, and keeping records of, complaints from employees and others regarding such potential violations or concerns.

	GOVERNANCE DISCLOSURE GUIDELINE UNDER NI 58-101	COMMENTS
5.	<p>Nomination of Directors</p> <p>Describe what steps, if any, are taken to identify new candidates for Board nomination, including:</p> <p>(a) who identifies new candidates, and</p> <p>(b) the process of identifying new candidates.</p>	<p>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</p> <p>The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.</p>
6.	<p>Compensation</p> <p>Describe what steps, if any are taken to determine compensation for the directors and Chief Executive Officer, including:</p> <p>(a) who determines compensation; and</p> <p>(b) the process of determining compensation.</p>	<p>The Compensation Committee is required to review the compensation for directors and executives. The Compensation Committee is mandated by the Compensation Committee Charter. The current members of the Compensation Committee are James Gilbert (Chairman), Stephen J. Altmann and Thomas I. Vehrs.</p> <p>The Compensation Committee reviews the adequacy and form of, and recommends to the Board the compensation for directors and executives, which may include annual retainers, meeting fees, option grants and other benefits received by directors to ensure that the compensation received accurately reflects the risks and responsibilities involved in being an effective director or executive. For more information regarding compensation paid to directors and executives, see pages 11 to 17 of this Information Circular.</p>
7.	<p>Other Board Committees</p> <p>If the Board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.</p>	<p>In addition to the Audit Committee and the Compensation Committee, the Board previously had a Technical and Sustainability Committee.</p> <p>Due to the size of the Board, the Board, as a whole, has assumed the role of the Technical and Sustainability Committee resulting in the indefinite suspension of the Technical and Sustainability Committee.</p>
8.	<p>Assessments</p> <p>Disclose what steps, if any, that the Board takes to satisfy itself that the Board, its committees, and its individual directors are performing effectively.</p>	<p>Currently, the Board takes responsibility for monitoring and assessing its effectiveness and the performance of individual directors, its committees, including reviewing the Board's decision-making processes and quality and adequacy of information provided by management.</p>

SCHEDULE “B”

AQM Copper Inc. Audit Committee Charter

1.0 Purpose and Authority

The Audit Committee is established by and among the Board of Directors for the primary purpose of assisting the Board in:

- a) Overseeing the integrity of the Company's financial statements and the Company's accounting and financial reporting processes and financial statement audits.
- b) Overseeing the Company's compliance with legal and regulatory requirements.
- c) Overseeing the registered public accounting firm's (independent auditor's) qualifications and independence.
- d) Overseeing the performance of the Company's independent auditor and internal audit function
- e) Overseeing the Company's systems of disclosure controls and procedures, internal controls over financial reporting, and compliance with ethical standards adopted by the Company.

Consistent with this function, the Audit Committee should encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures, and practices at all levels. The Audit Committee should also provide for open communication among the independent auditor, financial and senior management, the internal audit function, and the Board of Directors.

The Audit Committee has the authority to conduct investigations into any matters within its scope of responsibility and obtain advice and assistance from outside legal, accounting, or other advisors, as necessary, to perform its duties and responsibilities

In carrying out its duties and responsibilities, the Audit Committee shall also have the authority to meet with and seek any information it requires from employees, officers, directors, or external parties.

The Company will provide appropriate funding, as determined by the Audit Committee, for compensation to the independent auditor, to any advisers that the Audit Committee chooses to engage, and for payment of ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

The Audit Committee will primarily fulfill its responsibilities by carrying out the activities enumerated in Section 3.0 of this charter.

2.0 Composition and Meetings

The Audit Committee will comprise three or more directors as determined by the Board. Each Audit Committee member will meet the applicable standards of independence and the determination of independence will be made by the Board.

All members of the committee must comply with all financial-literacy requirements of the Securities Exchange(s) on which the Company is listed. To help meet these requirements, the Audit Committee will provide its members with annual continuing education opportunities in financial reporting and other areas as relevant to the Audit Committee.

Committee members will be appointed by the Board at the annual organizational meeting of the Board to serve until their successors are elected. Unless a chairperson is elected by the full Board, the members of the committee may designate a chairperson by majority vote.

The Committee will meet at least quarterly, or more frequently as circumstances dictate. The Committee Chairperson will approve the agenda for the Committee's meetings and any member may suggest items for consideration. Briefing materials will be provided to the Committee as far in advance of meetings as practicable.

Each regularly scheduled meeting will conclude with an executive session of the Committee absent members of management. As part of its responsibility to foster open communication, the Committee will

meet periodically with management, the director of the internal audit function, and the independent auditor in separate executive sessions.

In addition, the Committee will meet with the independent auditor and management to discuss the annual audited financial statements and quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations".

3.0 Responsibilities and Duties

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

3.1. Documents/Reports/Accounting Information Review

- a) Review this charter at least annually and recommend to the Board of Directors any necessary amendments or modifications.
- b) Meet with management and the independent auditor to review and discuss the Company's annual financial statements as well as all internal control reports (or summaries thereof). Review other relevant reports or financial information submitted by the Company to any governmental body or the public and relevant reports rendered by the independent auditor (or summaries thereof).
- c) Recommend to the Board whether the financial statements should be included in the annual report.
- d) Discuss earnings press releases, including the type and presentation of information, paying particular attention to any pro forma or adjusted non-GAAP information. Such discussions may be in general terms (i.e., discussion of the types of information to be disclosed and the type of presentations to be made).
- e) Discuss financial information and guidance provided to analysts. Such discussions may be in general terms (i.e., discussion of the types of information to be disclosed and the type of presentations to be made).
- f) Review the regular internal reports to management (or summaries thereof) prepared by the internal audit function, as well as management's response.

3.2 Independent Auditor

- a) Appoint (and recommend that the Board submit for shareholder ratification, if applicable), compensate, retain, and oversee the work performed by the independent auditor retained for the purpose of preparing or issuing an audit report or related work. Review the performance and independence of the independent auditor and remove the independent auditor if circumstances warrant. The independent auditor will report directly to the Audit Committee and the Audit Committee will oversee the resolution of disagreements between management and the independent auditor if they should occur.
- b) Consider whether the auditor's provision of permissible non-audit services is compatible with the auditor's independence.
- c) Review with the independent auditor any problems or difficulties and management's response.
- d) Review the independent auditor's report on the Company's assessment of internal control over financial reporting.
- e) Hold timely discussions with the independent auditor regarding the following:
 - i. All critical accounting policies and practices.
 - ii. All alternative treatments of financial information within generally accepted accounting principles related to material items that have been discussed with management, implications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor.
 - iii. Other material written communications between the independent auditor and management, including, but not limited to, the management letter and schedule of unadjusted differences.
- f) At least annually, obtain and review a report by the independent auditor describing:
 - i. The independent auditor's internal quality-control procedures.

- ii. Any material issues raised by the most recent internal quality-control review or peer review, or by any inquiry or investigation conducted by governmental or professional authorities during the preceding five years with respect to independent audits carried out by the independent auditor, and any steps taken to deal with such issues.
- iii. All relationships between the independent auditor and the Company.

This report should be used to evaluate the independent auditor's qualifications, performance, and independence. Further, the Committee will review the experience and qualifications of the lead partner each year and determine that all partner rotation requirements, as promulgated by applicable rules and regulations, are executed. The committee will also consider whether there should be rotation of the independent auditor itself.

- g) Actively engage in dialogue with the independent auditor with respect to any disclosed relationships or services that may affect the independence and objectivity of the auditor and take appropriate actions to oversee the independence of the outside auditor.
- h) Review and preapprove both audit and nonaudit services to be provided by the independent auditor. The authority to grant preapprovals may be delegated to one or more designated members of the Audit Committee, whose decisions will be presented to the full Audit Committee at its next regularly scheduled meeting.
- i) Set policies, consistent with governing laws and regulations, for hiring personnel of the independent auditor.

3.3 Financial Reporting Processes, Accounting Policies, and Internal Control Structure

- a) In consultation with the independent auditor and the internal audit function, review the integrity of the Company's financial reporting processes (both internal and external).
- b) Periodically review the adequacy and effectiveness of the Company's disclosure controls and procedures and the Company's internal control over financial reporting, including any significant deficiencies and significant changes in internal controls.
- c) Understand the scope of the internal and independent auditors' review of internal control over financial reporting and obtain reports on significant findings and recommendations, together with management responses.
- d) Receive and review any disclosure from the Company's CEO or CFO made in connection with the certification of the company's quarterly and annual reports of:
 - i. significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize, and report financial data; and
 - ii. any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal controls.
- e) Review major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles; major issues as to the adequacy of the Company's internal controls; and any special audit steps adopted in light of material control deficiencies.
- f) Review analyses prepared by management setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.
- g) Review the effect of regulatory and accounting initiatives, as well as off-balance-sheet structures, on the financial statements of the Company.
- h) Review and approve all related-party transactions.
- i) Establish and oversee procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls, or auditing matters, including procedures for confidential, anonymous submissions by Company employees regarding questionable accounting or auditing matters.

3.4 Internal Audit

- a) Review and advise on the selection and removal of the internal audit director.
- b) Review the activities and organizational structure of the internal audit function, as well as the qualifications of its personnel.
- c) Annually, review and recommend changes (if any) to the internal audit charter.
- d) Periodically review, with the internal audit director, any significant difficulties, disagreements with management, or scope restrictions encountered in the course of the function's work.
- e) Periodically review, with the independent auditor, the internal audit function's responsibility, budget, and staffing.

3.5 Ethical Compliance, Legal Compliance, and Risk Management

- a) Oversee, review, and periodically update the Company's Code of Business Conduct and Ethics and the Company's system to monitor compliance with and enforce this code.
- b) Review, with the Company's counsel, legal compliance and legal matters that could have a significant impact on the Company's financial statements.
- c) Discuss policies with respect to risk assessment and risk management, including appropriate guidelines and policies to govern the process, as well as the Company's major financial risk exposures and the steps management has undertaken to control them.
- d) Consider the risk of management's ability to override the Company's internal controls.

3.6 Reporting

- a) Report regularly to the Board regarding the execution of the Audit Committee's duties and responsibilities, activities, any issues encountered and related recommendations.
- b) Review and approve the report that the regulators require be included in the Company's annual proxy statement.

3.7 Other Responsibilities

- a) Review, with the independent auditor, the internal audit function, and management, the extent to which changes or improvements in financial or accounting practices have been implemented.
- b) Review, with management, the Company's finance function, including its budget, organization, and quality of personnel.
- c) Conduct an annual performance assessment relative to the audit committee's purpose, duties, and responsibilities outlined herein.
- d) Perform any other activities consistent with this charter, the Company's bylaws, and governing laws that the Board or Audit Committee determines are necessary or appropriate.