

SIRIOS RESOURCES INC.



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

AND

INFORMATION CIRCULAR

October 31, 2013

SIRIOS RESOURCES INC.

1000 St-Antoine Street West, Suite 711, Montreal (Quebec) H3C 3R7

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of shareholders of Sirios Resources Inc. (the "Corporation") will be held at the Château Champlain Marriot Hotel, Maisonneuve A room, 1 Place du Canada, Montreal, Quebec, on December 10, 2013, at 10:00 a.m. (Montreal time), for the following purposes:

1. to present to shareholders the financial statements of the Corporation for the year ended June 30, 2013, as well as the related auditors' report;
2. to elect the directors of the Corporation;
3. to appoint the auditors of the Corporation and to authorize the Board of Directors to fix their remuneration;
4. to consider and, if deemed advisable, adopt a resolution to approve and confirm the By-Law 2013-1 of the Corporation amending the By-Laws of the Corporation;
5. to consider and, if deemed advisable, adopt a resolution to approve the amendments to the stock option plan of the Corporation;
6. to consider and, if deemed advisable, adopt a resolution to approve the Shareholder Rights Plan;
7. to consider and, if deemed advisable, adopt a special resolution to amend the Articles of the Corporation; and
8. to transact such other business that may properly come before the Meeting.

The attached management proxy circular includes supplementary information on the matters to be dealt with at the Meeting and, as such, is an integral part of this Notice.

Montreal (Quebec)
October 31, 2013

BY ORDER OF THE BOARD OF DIRECTORS,

(signed) Dominique Doucet
President

Since it is desirable that as many shares as possible be represented and voted at the Meeting, we urge any shareholder who is unable to attend the Meeting in person to complete and return the enclosed proxy form in accordance with the instructions contained therein.

SIRIOS RESOURCES INC.
(the "Corporation")

INFORMATION CIRCULAR
(Containing information as of October 31, 2013, unless indicated otherwise)

SOLICITATION OF PROXIES

This information circular (the "Information Circular") is provided in connection with the solicitation of proxies to be used at the annual and special meeting of shareholders (the "Meeting") of the Corporation to be held at the time and place and for the purposes set forth in the attached Notice of Meeting and at any adjournment thereof. The enclosed proxy is being solicited by the management of the Corporation and the cost of this solicitation will be borne by the Corporation. The solicitation will be conducted primarily by mail but proxies may also be solicited personally by officers, employees or agents of the Corporation, but without additional compensation.

If you cannot attend the Meeting in person, complete and return the enclosed form of proxy in accordance with the instructions contained therein.

REQUIRED QUORUM

The by-laws of the Corporation provide that a quorum is reached at a shareholders' meeting of the Corporation if two (2) or more holders representing 10% of the votes that may be casted at the Meeting are present in person or represented by proxy.

APPOINTMENT OF PROXYHOLDER AND RIGHT OF REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are Directors and Officers of the Corporation. **A shareholder has the right to appoint as his or her proxy a person, who need not be a shareholder, other than those whose names are printed on the accompanying form of proxy.** A shareholder who wishes to appoint some other person to represent him or her at the Meeting may do so either by inserting such other person's name in the blank space provided in the form of proxy and signing the form of proxy, or by completing and signing another proper form of proxy.

A shareholder may revoke a proxy at any time by an instrument in writing executed by him or, if the shareholder is a corporation, under its corporate seal, or by an officer or attorney thereof duly authorized in writing, and by sending it at the same address where the form of proxy was sent and within the delays mentioned therein, or two business days preceding the date the Meeting resumes if it is adjourned, or by delivering it to the chairman of such Meeting on the day of the Meeting or any adjournment thereof.

INFORMATION FOR BENEFICIAL SHAREHOLDERS

Only registered shareholders or holders of a duly designated proxy are eligible to attend and vote at the Meeting.

Shareholders who do not hold their shares in their own name (the "Beneficial Shareholders") are advised that only the proxies of registered shareholders may be recognized and used for a vote at the Meeting. Actual shareholders who fill out and return a proxy shall indicate the name of the person (usually a brokerage house) that holds their shares as the registered shareholder. Each intermediary (broker) has its own mailing procedure and provides for its own return instructions, which should be carefully followed. The proxy provided to Beneficial Shareholders is identical to the one provided to registered shareholders. Nevertheless, its purpose is limited to instructing the registered shareholder on how to vote.

If the shares appear on the account statement supplied to a shareholder by a broker, then, generally speaking, these shares will not be registered in the name of the shareholder in the Corporation's records. It is probable that these shares will be registered in the name of the shareholder's broker or an agent of the broker. In Canada, most of these shares are registered in the name of CDS & Co. (the name of registration of Canadian Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). The voting rights attached to the shares held by brokers or their nominees may not be exercised in favour of or against resolutions except as directed by the shareholder. Without specific instructions, brokers or nominees are prohibited from exercising the voting rights attached to the shares of their customers. The directors and executive officers of the Corporation do not know for whose benefit the shares registered in the name of CDS & Co. are held.

Brokers and other intermediaries are required to request voting instructions from the Beneficial Shareholders before shareholder meetings. Brokers and other intermediaries have their own specific sending procedures and instructions for returning documents, which must be followed to the letter by the Beneficial Shareholders so that their voting rights can be exercised at the Meeting. In Canada, most brokers delegate the responsibility of obtaining instructions from their customers to Broadridge Financial Solutions Inc. ("BFSI"). A Beneficial Shareholder who receives a voting instruction form from BFSI may not use this form to vote directly at the Meeting. If you have any questions about exercising your voting rights attached to the shares that you hold through a broker or another intermediary, please contact this broker or other intermediary directly.

Although a Beneficial Shareholder cannot be recognized at the Meeting for the purpose of directly exercising the voting rights attached to the shares registered in the name of its broker (or of an agent of such broker), he/she may attend the Meeting as a proxy of the registered shareholder and exercise the voting rights attached to the shares in connection therewith.

Unless otherwise indicated, in this Circular as well as the attached proxy form and Notice of Meeting, "Shareholders" refers to registered shareholders.

EXERCISE OF DISCRETION BY PROXIES

The management undertakes to respect the holder's instructions.

In the absence of any instructions, the proxy holder will exercise the right to vote FOR each question defined on the form of proxy, in the Notice of Meeting or in the Information Circular.

With the exception of the resolution with respect to the amendment of the Articles of the Corporation, which shall be adopted by the favourable vote of at least two-thirds of the votes casted at the Meeting, all resolutions will be adopted by a simple majority of the votes represented at the Meeting.

Management does not know and cannot foresee at the present time any amendments or new points to be brought before the Meeting. If such amendments or new points were to be brought before the Meeting, the persons named in the enclosed form of proxy will vote on such matters in the way they consider advisable.

RECORD DATE

The Board of Directors of the Corporation fixed the close of business on November 1, 2013 as the record date for determining which shareholders shall be entitled to receive Notice of the Meeting and to vote in person or by proxy at the Meeting or any adjournment thereof.

AUTHORIZED CAPITAL STOCK, VOTING SECURITIES AND PRINCIPAL HOLDERS

The authorized capital stock of the Corporation consists of an unlimited number of common shares without par value and preferred shares issuable in series.

As of October 31, 2013, there were 27,039,005 common shares and 100,000 preferred shares Series A issued and outstanding. Each common share of the Corporation confers upon its holder the right to one vote. The preferred shares Series A are redeemable at the Corporation's option at their issuance price, are non-voting and not entitled to dividends.

As of the date hereof, to the knowledge of management of the Corporation, no one owns 10% or more of the issued and outstanding shares of the Corporation.

INTEREST OF CERTAIN PERSONS IN MATTERS ON THE AGENDA

The Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any of the following persons in any matter to be acted upon at the Meeting:

- a) each person who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation's last financial year;
- b) each proposed nominee for election as a director of the Corporation; and
- c) each associate or affiliate of any of the foregoing.

DETAILS OF MATTERS TO BE DEALT WITH AT THE MEETING

A – FINANCIAL STATEMENTS

The management discussion and analysis and the audited financial statements for the year ended June 30, 2013, together with the auditors' report therein, will be presented before the Meeting but will not be subject to a vote.

B – ELECTION OF DIRECTORS

The By-laws of the Corporation provide that the members of the Board of Directors are elected annually and that each director holds office until the next annual meeting of shareholders or until his successor is elected or appointed. There are currently four (4) directors but management considers that it is advisable to increase such number to five (5).

The Corporation's management does not contemplate that any of the nominees will be unable or unwilling, for any reason, to serve as a director.

Name, city and province of residence	Office held with the Corporation	Director since	Number of common shares of the Corporation beneficially owned or over which control is exercised ⁽¹⁾	Principal occupation
Dominique Doucet ⁽²⁾ St-Bruno (Quebec)	President and Chairman of the Board	1994	791,603	President of Sirios Resources Inc.
Luc Cloutier ⁽²⁾ Amos (Quebec)	Director	1994	221,552	Businessman
Roger Doucet ⁽²⁾ Lima (Peru)	Director	1996	275,208	Retired Geologist
Frédéric Sahyouni Brossard (Quebec)	Director, Chief Financial Officer	2011	7,600	Chief Financial Officer of Sirios Resources Inc.
André Proulx Quebec (Quebec)	-	-	210,000	Businessman

(1) Each nominee has supplied the information concerning the number of common shares over which he or she exercises control or direction.

(2) Member of the Audit Committee.

(3) With the exception of André Proulx, all the nominees have been elected directors of the Corporation at the shareholders' meeting of December 11, 2012, for which an Information Circular was issued.

Mr. André Proulx has, in the last fifteen years, created, listed on the TSX Venture Exchange and managed three public companies in the mining and oil and gas exploration industry, namely Ressources Appalaches, Puma Exploration and Pétrolia. He is still a director of such corporations. He is also a founding shareholder of Geominex, a consulting firm of geology and of Forage la Virole. In 1973, he completed a degree in Ethnology at University of Laval.

To the knowledge of the Corporation, none of the above-mentioned candidates:

(a) is, or within the last ten years, has been a director, chief executive officer or chief financial officer of any company that:

- i) was the subject of a cease trade, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under applicable securities legislation, and which, in all cases, was in effect for a period of more than 30 consecutive days (an “Order”), which Order was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer of such company;
or
 - ii) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer of such company; or
- (b) is, or within the last ten years has been, a director or executive officer of any company that, while the proposed director 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 last ten years, 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 his assets.

Also, to the knowledge of the Corporation, no candidate for election as director 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;
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder having to decide to vote for a candidate.

You can vote for the election of all the candidates described above, vote for the election of some of them and withhold from voting for others, or withhold from voting for all of them. Unless otherwise instructed, the persons named in the accompanying form of proxy will vote FOR the election of each of the candidates described above as director of the Corporation.

***C – APPOINTMENT OF AUDITORS AND AUTHORIZATION GIVEN TO THE BOARD OF DIRECTORS
TO FIX THE REMUNERATION OF THE AUDITORS***

Raymond Chabot Grant Thornton LLP, Chartered Accountants (“RCGT”) are the auditors of the Corporation. The Management proposes RCGT as auditors of the Corporation for the financial year ending June 30, 2014. In addition, for practical reasons, it is expedient at the Meeting to authorize the Board of Directors to fix the remuneration of the auditors.

The persons named in the accompanying form of proxy will vote FOR the appointment of RCGT as auditors of the Corporation to hold office until the next annual meeting of the shareholders of the Corporation and the authorization for the Corporation’s directors to fix their remuneration, unless the shareholders signing the proxy has indicated his/her intention to abstain from voting in connection therewith.

D – APPROVAL OF BY-LAW 2013-1 AMENDING THE BY-LAWS OF THE CORPORATION

On October 25th 2013, the Board of Directors adopted By-Law 2013-1, which is attached as Schedule B to this Circular.

By-Law 2013-1 includes a provision that requires advance notice to the Corporation in circumstances where nominations of persons for election to the Board are made by shareholders of the Corporation other than pursuant to (i) a requisition to call a shareholders meeting made pursuant to the provisions of the *Canada Business Corporations Act* (the “CBCA”), or (ii) a shareholder proposal made pursuant to the provisions of the CBCA (the “Advance Notice Provision”).

Among other things, the Advance Notice Provision fixes a deadline by which holders of record of common shares of the Corporation must submit director nominations to the Corporation prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Corporation for the notice to be in proper written form.

In the case of an annual meeting of shareholders, notice to the Corporation must be made not less than 30 nor more than 65 days prior to the date of the annual meeting, provided, however, that in the event that the annual meeting is to be held on a date that is less than 40 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10th day following such public announcement.

In the case of a special meeting of shareholders (which is not also an annual meeting), notice to the Corporation must be made not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made.

The Advance Notice Provision provides a clear process for shareholders to follow to nominate directors and sets out a reasonable time frame for nominee submissions along with a requirement for accompanying information. The purpose of the Advance Notice Provision is to treat all shareholders fairly by ensuring that all shareholders, including those participating in a meeting by proxy rather than in person, receive adequate notice of the nominations to be considered at a meeting and can thereby exercise their voting rights in an informed manner. In addition, the Advance Notice Provision should assist in facilitating an orderly and efficient meeting process.

The above is a partial review of the provisions contained in the By-Law 2013-1. Shareholders are urged to review By-Law 2013-1 in its entirety.

By-Law 2013-1 is currently effective and will remain effective until it is confirmed by the shareholders. If By-Law 2013-1 is not confirmed by shareholders, it shall cease to be effective at the date of the Meeting.

Accordingly, the shareholders will be asked to adopt the following resolution:

“BE IT RESOLVED THAT:

1. By-Law 2013-1 substantially in the form attached as Schedule B to the Corporation’s management proxy circular dated October 31, 2013 is hereby approved, ratified and confirmed; and
2. any director or officer of the Corporation be and is hereby authorized and directed, for and on behalf of the Corporation, to execute and deliver all such documents and to do all such other acts as may be necessary to give effect to By-Law 2013-1 and this resolution.”

The persons named in the accompanying form of proxy will vote FOR the resolution approving, ratifying and confirming By-Law 2013-1, unless the shareholder signing the proxy has indicated his/her intention to vote against it.

E – AMENDMENTS TO THE STOCK OPTION PLAN

The principal terms of the current stock option plan (the “Plan”) are described under the heading “Stock Option Plan” of this Circular.

On October 16, 2013, the directors of the Corporation, subject to the approval of the shareholders of the Corporation and of the TSX Venture Exchange, have adopted amendments to the Plan in order that the Plan cease to be a fixed number plan and become a rolling plan reserving a maximum of 10% of the issued shares of the Corporation at the time of the stock option grant. Thus, the number of common shares reserved under the Plan increases or decreases automatically depending on the increase or decrease of the number of issued and outstanding shares of the Corporation.

The proposed amendments to the Plan have been conditionally approved by the TSX Venture Exchange. Also, pursuant to the rules of the TSX Venture Exchange, a rolling plan must thereafter be approved annually by the shareholders at their general annual meeting.

Accordingly, the shareholders shall be invited to adopt the following resolution:

“BE IT RESOLVED to approve the amendments to the Stock Option Plan of the Corporation described in the Information Circular of the Corporation dated October 31, 2013.”

The persons named in the accompanying form of proxy will vote FOR the resolution approving the amendments to the Plan unless the shareholder signing the proxy has indicated his/her intention to vote against it.

F – APPROVAL OF SHAREHOLDERS RIGHTS PLAN

The Board of Directors has adopted a Shareholder Rights Plan (the “Rights Plan”), which is effective since October 30, 2013 and must be ratified and confirmed by the shareholders at the Meeting. The full text of the Rights Plan is contained in an agreement entered into on October 30, 2013 between the Corporation and Equity Financial Trust Company, which agreement is available at www.sedar.com. The Rights Plan, which has been conditionally approved by the TSX Venture Exchange, will continue in effect unless it is not confirmed by the shareholders. The Corporation had already adopted a shareholder rights plan in 2006, which was effective until 2009. The Rights Plan is essentially identical to the one adopted in 2006. Also, many public corporations have adopted similar shareholder rights plan.

Background and Purposes of the Rights Plan

The Rights Plan is designed to encourage the fair treatment of shareholders in connection with any takeover offer for the Corporation. The Rights Plan will provide the Board of Directors and the shareholders with more time to fully consider any unsolicited takeover bid for the Corporation without undue pressure. The Rights Plan will also allow the Board of Directors to pursue, if appropriate, other alternatives to maximize shareholder value and to allow additional time for competing bids to emerge.

The Rights Plan is not being proposed in response to, or in anticipation of, any acquisition or takeover offer and is not intended to prevent a takeover of the Corporation, to secure continuance of current management or the directors in office or to deter fair offers for the Common Shares. The Rights Plan seeks to protect shareholders by requiring all potential bidders to comply with certain minimum conditions. The Rights Plan may, however, increase the price to be paid by a potential Offeror to obtain control of the Corporation and may discourage certain transactions.

The Rights Plan does not affect in any way the financial condition of the Corporation. The initial issuance of the Rights is not dilutive and will not affect reported earnings per Common Share until the Rights separate from the underlying Common Shares and become exercisable. The adoption of the Rights Plan will not lessen or affect the duty of the Board of Directors to act honestly and in good faith with a view to the best interests of the Corporation and its shareholders.

Time

Securities legislation in Canada requires a takeover offer to remain open for only 35 days. The Board of Directors does not believe this period is sufficient to permit it to determine whether there may be alternatives available to maximize shareholder value or whether other bidders may be prepared to pay more for Common Shares.

To qualify as a Permitted Bid, a takeover bid must be open for 60 days after the bid is made. If at least 50% of the Common Shares that are not held by an Offeror are deposited, the Offeror may take up and pay for such Common Shares and the bid must remain open for a further period of 10 clear business days on the same terms.

Pressure to tender

A shareholder may feel compelled to tender to a takeover bid which the shareholder considers to be inadequate out of a concern that in failing to do so, the shareholder may be left with illiquid or minority discounted Common Shares. This is particularly so in the case of a take-over bid for less than all Common Shares, where the Offeror wishes to obtain a control position but does not wish to acquire all of the Common Shares. The Rights Plan provides a mechanism, which is intended to ensure that a shareholder can separate the decision with respect to the bid from the decision to tender, lessening undue pressure to tender.

The Rights Plan will encourage an Offeror to proceed by way of a Permitted Bid or to approach the Board of Directors with a view to negotiation by creating the potential for substantial dilution of the Offeror's position. The Permitted Bid provisions of the Rights Plan are designed to ensure that, in any take-over bid, all shareholders are treated equally, receive the maximum available value for their investment and are given adequate time to properly assess the bid on a fully informed basis. The Rights Plan allows a partial bid to be a Permitted Bid so long as the bid is for a minimum of 50% of the Common Shares held by shareholders other than the Offeror and its related parties.

Unequal treatment: full value

The Rights Plan is designed to encourage any Offeror to provide shareholders with equal treatment in a takeover and full value for their investment. The Board of Directors is concerned about the possibility that effective control of the Corporation may be acquired pursuant to a private agreement in which a small number of shareholders sell their Common Shares at a premium to market price, which is not shared with other shareholders. Also, a person may slowly accumulate Common Shares through market purchases, which may result, over time, in an acquisition of control without payment of fair value for control or fair sharing of any control premium among all shareholders. The Rights Plan addresses these concerns by applying to all acquisition of Common Shares over the 20% level.

Summary of the rights plan

The following is a summary of the principal terms of the Rights Plan, which is qualified in its entirety by reference to the text of the Shareholder Rights Plan Agreement.

Effective Date

The effective date of the Rights Plan is October 30, 2013 (the "Effective Date"). The Rights Plan is effective since the Effective Date, subject to approval of the shareholders of the Corporation.

Term

If the Rights Plan is approved at the Meeting, it will be effective until the end of the annual meeting of shareholders of the Corporation to be held in 2016. Thereafter, the Rights Plan shall be reconfirmed every 3 years at the pertinent annual meeting. If the Rights Plan is not so reconfirmed, it will then terminate. Even if the Rights Plan is reconfirmed by the shareholders, it will terminate 10 years after the Effective Date, at which time a new shareholders

rights plan may be adopted.

Issue of Rights

On the Effective Date, one Right was issued and attached to each outstanding Common Share and will attach to each Common Share that is subsequently issued.

Right Exercise Privilege

The Rights are not initially exercisable. They only become exercisable on the 8th trading day after the earlier of i) the date of the first public announcement by the Corporation or an Acquiring Person (as described below) that someone has become an Acquiring Person and ii) the commencement or announcement date of a takeover bid for the Common Shares other than a Permitted Bid.

This issuance of Rights will not change the manner in which shareholders currently trade their Common Shares. Shareholders do not have to return their certificates in order to have the benefit of the Rights. The Rights will separate from the Common Shares and will be exercisable on the 8th trading day (the "Separation Time") after a person has acquired, or commences a takeover bid to acquire, 20% or more of the Common Shares, other than by a Permitted Bid. The acquisition by any person (an "Acquiring Person") of 20% or more of the Common Shares, other than by way of a Permitted Bid, is referred to as a "Flip-in Event".

Any Right held by an Acquiring Person on or after the earlier of (a) the Separation Time and (b) the date of the first public announcement by the Corporation or an Acquiring Person that a person has become an Acquiring Person will become void upon the occurrence of a Flip-in Event (subject to certain provisions of the Rights Plan relating to waivers). On the 8th trading day after the occurrence of the Flip-in Event, each Right (other than those held by the Acquiring Person) will permit the purchase of that number of Common Shares having an aggregate Market Price equal to twice the Exercise Price for an amount in cash equal to the Exercise Price. In other words, upon the occurrence of a Flip-in Event, each Right will entitle its holder to receive (conditional on the Exercise Price) Common Shares at a price equal to half of its trading price.

The issue of the Rights is not initially dilutive. However, upon a Flip-in Event occurring and the Rights separating from the Common Shares, reported earnings per Common Share on a fully diluted or non-diluted basis may be affected. Holders of Rights not exercising their Rights upon the occurrence of a Flip-in Event may suffer substantial dilution.

Certificates and Transferability

Prior to the Separation Time, the Rights will be evidenced by a legend imprinted on certificates for Common Shares issued from the Effective Date and may not be transferable separately from the Common Shares. From the Separation Time, Rights will be evidenced by certificates that will be transferable and tradable separately from the Common Shares.

Permitted Bid Requirements

The requirements for a Permitted Bid include the following:

- a) the takeover bid must be made by way of a takeover bid circular;
- b) the takeover bid must be made to all shareholders;
- c) the takeover bid must be outstanding for a minimum period of 60 days and Common Shares tendered pursuant to the takeover bid may not be taken up prior to the expiry of the 60-day period and only if at such time more than 50% of the Common Shares held by shareholders other than the

Offeror, its affiliates, and persons acting jointly or in concert (the “Independent Shareholders”) have been tendered to the takeover bid and not withdrawn; and

- d) if more than 50% of the Common Shares held by Independent Shareholders are tendered to the takeover bid within the 60-day period, the Offeror must make a public announcement of that fact and the takeover bid must remain open for deposits of the Common Shares for an additional 10 business days from the date of such public announcement.

The Rights Plan allows for a competing Permitted Bid (a “Competing Permitted Bid”) to be made while a Permitted Bid is in existence. A Competing Permitted Bid must satisfy all the requirements of a Permitted Bid except that it may expire on the same date as the Permitted Bid, subject to the statutory requirement that it will be outstanding for a minimum period of 35 days.

Waiver and Redemption

The Board of Directors may also, prior to a Flip-in Event, waive the dilutive effects of the Rights Plan in respect of a particular Flip-in Event resulting from a takeover bid made by way of a takeover bid circular to all holders of the Common Shares. Such waiver would be deemed also to be a waiver in respect of any other Flip-In Event occurring under a takeover bid made by way of takeover bid circular to all holders of the Common Shares prior to the expiry of the takeover bid in respect of which the waiver is granted. The Board of Directors may also waive the Rights Plan in respect of a particular Flip-In Event that has occurred through inadvertence, provided that the Acquiring Person that inadvertently triggered such Flip-in Event reduces its beneficial holdings to less than 20% of the outstanding Common Shares within the specified delays. At any time prior to the occurrence of a Flip-in Event, the Board of Directors may also at its option redeem all the outstanding Rights at a price of \$0.0001 each.

Exemptions for Investment Advisors

Investment managers (for client accounts), trust companies (acting in their capacities as trustees and administrators) registered pension plan administrators, Crown agents and certain statutory bodies that manage investments funds for employee benefit plans, pension plans, insurance plans or various public bodies may acquire greater than 20% of the Common Shares without triggering a Flip-in Event, provided that they are not making, or are not part of a group making, a takeover bid.

Supplements and Amendments

The Corporation is authorized to make amendments to the Rights Plan to correct any clerical or typographical error, or to maintain the validity of the Rights Plan as a result of changes in law or regulation. Prior to the Meeting, the Corporation is authorized to amend or supplement the Rights Plan as the Board of Directors may in good faith deem necessary or desirable. The Corporation will issue a press release relating to any significant amendment made to the Rights Plan prior to the Meeting and will advise the shareholders of any such amendment at the Meeting. Other amendments or supplements to the Rights Plan may be made with the prior approval of shareholders, Rights holders and the TSX Venture Exchange.

Protection against Dilution

The Exercise Price, the number and nature of securities which may be purchased upon the exercise of Rights and the number of Rights outstanding are subject to adjustment from time to time to prevent dilution in the event of stock dividends, subdivisions, consolidations, reclassifications or other changes in the outstanding Common Shares, pro rata distributions to holders of Common Shares and other circumstances where adjustments are required to appropriately protect the interests of the holders of Rights.

Recommendation of the board

The Board of Directors has determined that the Rights Plan is in the best interests of the Corporation and the shareholders. The Board of Directors unanimously recommends that shareholders vote FOR the Rights Plan Resolution.

Accordingly, the shareholders of the Corporation will be asked to adopt the following resolution:

“BE IT RESOLVED THAT:

- (i) the Shareholder Rights Plan adopted by the Board of Directors of the Corporation pursuant to the terms of the Shareholder Rights Plan Agreement dated as of October 30, 2013 between the Corporation and Equity Financial Trust Corporation, and all the Rights issued thereunder, are hereby ratified, confirmed and approved; and
- (ii) any director or officer of the Corporation, be and is hereby authorized, for and on behalf of the Corporation, to execute and to deliver all documents and instruments and do all such other acts or things as such director or officer may determine to be necessary or advisable to implement this resolution, such determination to be conclusively evidenced by the execution and delivery of such documents or instruments and the taking of any such actions.

The persons named in the accompanying form of proxy will vote FOR the resolution approving the Rights Plan unless the shareholder signing the proxy has indicated his/her intention to vote against it.

G – AMENDMENT OF THE ARTICLES OF THE CORPORATION

Section 106(8) of the CBCA provides that the directors may, if the articles so provide, appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

The Board of Directors considers that it is in the best interests of the Corporation to amend the Articles of the Corporation to benefit from the provision described above in order to enable the Board of Directors to quickly react and take as needed the decisions that it deems necessary for the growth of the Corporation.

Consequently, the shareholders will be asked to adopt the following special resolution:

“BE IT RESOLVED

- To approve Articles of Amendment to the Articles of the Corporation incorporating the provisions of section 106(8) of the CBCA;
- To authorize the directors to file in due course with the applicable authorities such Articles of Amendment;
- To authorize the directors to revoke this resolution prior to giving it effect; and
- To authorize any officer to execute and to file, for and on behalf of the Corporation, such Articles of Amendment and all other necessary documents to give effect to this resolution.”

To be valid, the special resolution must be adopted by the favourable vote of at least two-thirds of the votes casted at the Meeting.

The persons named in the accompanying proxy form will vote FOR the special resolution approving the amendment to the Articles unless the shareholder signing the proxy has indicated his/her intention to vote against it.

COMPENSATION OF EXECUTIVE OFFICERS AND DIRECTORS

A – EXECUTIVE OFFICERS

Compensation Discussion and Analysis

Interpretation

"Named Executive Officer" ("NEO") means:

- a) a Chief Executive Officer ("CEO");
- b) a Chief Financial Officer ("CFO");
- c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year; and
- d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of that financial year.

The NEOs who are the subject of this Compensation Discussion and Analysis are Dominique Doucet, President and Frédéric Sahyouni, CFO.

Objectives of the Compensation Program

The objectives of the compensation program of the NEOs of the Corporation are the following:

- a) attract, retain and motivate talented executive officers that contribute to the continued success of the Corporation;
- b) align the interests of the NEOs of the Corporation with those of the shareholders of the Corporation; and
- c) provide to the NEOs a compensation that is competitive with those of corporations of a similar size operating a similar business in the appropriate regions.

Purpose of the Compensation Program

The compensation program of the Corporation is to be competitive with the industry and wishes to recognize the results obtained by the NEOs and their individual contribution. The Audit Committee ensures that the compensation is based on a regular review of the practices in the mining exploration industry and on the financial capacity of the Corporation.

Elements of the Compensation

The compensation of the NEOs consists in the payment of a base salary and the grant of options. The Audit Committee, in deciding the base salary of each NEO, takes into consideration such person's experience and position within the Corporation. The Audit Committee also fixes NEOs' option awards compensation. In order to fix the number of options to be granted, the Audit Committee applies the above mentioned significant principles and objectives with regards to individual long term contribution, professional competence and expertise and level of responsibility, all in parallel with the industry practices.

Summary Compensation Table

The following table presents information concerning all compensation paid, payable, awarded, granted, given or otherwise provided to NEOs of the Corporation for services rendered to the Corporation during the three (3) most recently completed financial years.

Name and principal position	Year	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			
Dominique Doucet, President	2013	62,165		54,221 ⁽¹⁾					116,386
	2012	65,590	n/a	6,000 ⁽²⁾	n/a	n/a	n/a	n/a	71,590
	2011	125,000		12,500 ⁽³⁾					137,500
Frédéric Sahyouni, CFO	2013	29,933		48,318 ⁽¹⁾					78,251
	2012	32,400	n/a	5,000 ⁽²⁾	n/a	n/a	n/a	n/a	37,400
	2011	43,014		7,500 ⁽³⁾					50,514

- (1) In determining the fair value of the options granted, the Corporation used the Black-Scholes method, with the following assumptions: (a) risk-free interest rate: 1.18%, (b) forecasted volatility: 79%, (c) average dividend per share: 0 %, (d) expected life: 5 years; and (e) fair market value per option as at January 18, 2013: \$0.24.
- (2) In determining the fair value of the options granted, the Corporation used the Black-Scholes method, with the following assumptions: (a) risk-free interest rate: 1.7%, (b) forecasted volatility: 87%, (c) average dividend per share: 0 %, and (d) expected life: 5 years; and (e) fair market value per option as at June 17, 2012: \$0.05.
- (3) In determining the fair value of the options granted, the Corporation used the Black-Scholes method, with the following assumptions: (a) risk-free interest rate: 1.52%, (b) forecasted volatility: 93%, (c) average dividend per share: 0 %, and (d) expected life: 5 years; and (e) fair market value per option as at May 11, 2011: \$0.05.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table presents for each NEO all awards outstanding at the end of the last completed financial year.

Name	Options-based Awards				Share-based Awards		
	Number of securities underlying unexercised options ⁽¹⁾ (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽²⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Dominique Doucet	35,714	0.70	2014-02-03	0	n/a	n/a	n/a
	28,571	0.70	2015-04-21	0			
	35,714	0.70	2016-05-11	0			
	42,857	0.70	2017-06-17	0			
	250,000	0.24	2018-01-17	0			
Frédéric Sahyouni	4,286	0.70	2014-02-03	0	n/a	n/a	n/a
	14,286	0.70	2015-04-21	0			
	21,428	0.70	2016-05-11	0			
	35,714	0.70	2017-06-17	0			
	225,000	0.24	2018-01-17	0			

- (1) On October 12, 2012, the Corporation consolidated its common shares on the basis of one new share for each tranche of seven common shares. The number of options was adjusted to reflect this consolidation.
- (2) The value of unexercised “in-the-money” options is calculated using the closing price of the common shares of the Corporation on the TSX Venture Exchange on June 30, 2013 (\$0.08) less the respective exercise price of the options.

Value Vested or Earned during the year

The following table presents information concerning the value vested with respect to awards granted to the NEOs during the last completed financial year.

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Dominique Doucet	0	n/a	n/a
Frédéric Sahyouni	0	n/a	n/a

Pension Plan Benefits

The Corporation does not have a pension plan or other similar plan.

Termination and Change of Control Benefits

The Corporation is not bound to pay any compensation in the case of any termination of employment and change of control.

B – DIRECTORS

Summary Compensation Table

The compensation of the directors is established by the audit committee. The following table presents the awards granted to the directors of the Corporation that are not NEOs during the last completed financial year.

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards ⁽¹⁾ (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total compensation (\$)
André Lacroix ⁽²⁾	-	-	-	-	-	-	-
Luc Cloutier	-	-	48,245	-	-	-	48,245
Roger Doucet	-	-	48,245	-	-	-	48,245

- (1) In determining the fair value of the options granted, the Corporation used the Black-Scholes method, with the following assumptions: (a) risk-free interest rate: 1.18%, (b) forecasted volatility: 79%, (c) average dividend per share: 0 %, (d) expected life: 5 years; and (e) fair market value per option as at January 18, 2013: \$0.24.
- (2) Resigned on December 13, 2012 and his options expired on February 11, 2013.

Incentive plan Awards

Outstanding Share-based Awards and Option-based Awards

The following table presents the awards granted to the directors of the Corporation that are not NEOs outstanding at the end of the last completed year.

Name	Options-based Awards				Share-based Awards		Market or payout value of vested share-based awards not paid out or distributed (\$)
	Number of securities underlying unexercised options ⁽¹⁾ (#)	Options exercise price (\$)	Options expiration date	Value of unexercised in-the-money options ⁽²⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	
Luc Cloutier	21,429	0.70	2014-02-03	0	n/a	n/a	n/a
	14,285	0.70	2015-04-21	0			
	21,429	0.70	2016-05-11	0			
	28,571	0.70	2017-06-17	0			
	225,000	0.24	2018-01-17	0			
Roger Doucet	21,429	0.70	2014-02-03	0	n/a	n/a	n/a
	14,285	0.70	2015-04-21	0			
	21,429	0.70	2016-05-11	0			
	28,571	0.70	2017-06-17	0			
	225,000	0.24	2018-01-17	0			

(1) On October 12, 2012, the Corporation consolidated its common shares on the basis of one new share for each tranche of seven common shares. The number of options was adjusted to reflect this consolidation.

(2) Calculated based on the difference between the exercise price of the options and the closing price of the common shares of the Corporation as at June 30, 2013 of \$0.08.

Value vested or earned during the year

The following table presents information concerning the value vested with respect to awards granted to the directors of the Corporation that are not NEOs during the last completed financial year.

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Luc Cloutier	0	n/a	n/a
Roger Doucet	0	n/a	n/a

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out certain details with respect to compensation plans pursuant to which equity securities of the Corporation are authorized for issuance at the end of the last completed financial year.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	1 695 714	\$0.38	214 286
Equity compensation plans not approved by security holders	n/a	n/a	n/a

INDEBTEDNESS OF EXECUTIVE OFFICERS AND DIRECTORS

During the fiscal year ended June 30, 2013, and as at the date of this Information Circular, none of the directors, executive officers, employees (or previous directors, executive officers or employees) of the Corporation, each proposed nominee for election as a director of the Corporation and any associate of such a person was or is indebted to the Corporation with respect to the purchase of securities of the Corporation and for any other reason.

LIABILITY INSURANCE FOR EXECUTIVE OFFICERS

The Corporation has an insurance policy that provides directors' and officers' liability maximum annual coverage of \$5,000,000. The Corporation paid an annual premium of \$8,000 for the policy during the financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

The management of the Corporation is not aware of any material interest, direct or indirect, that any Director, proposed Director, Officer, Shareholder of the Corporation holding, directly or indirectly, as beneficial owner, more than 10% of the outstanding common shares of the Corporation or any associate or affiliate of any such persons would have in any material transaction concluded since the beginning of the last financial year of the Corporation or in any proposed transaction which had or could have a material effect on the Corporation, other than what is disclosed in this Information Circular.

STOCK OPTION PLAN

The objective of the Plan is to permit the directors, executive officers, employees, consultants and persons providing investor relation services to participate in the growth and development of the Corporation through the grant of options to purchase common shares. The maximum amount of shares that can be issued under the Plan is limited to 1,910,000 common shares.

The principal terms of the Plan are the following:

- (1) the number of shares reserved for issuance during a 12 month period cannot exceed the following percentage of issued and outstanding shares of the Corporation, being:
 - (i) 5% of the case of an individual;
 - (ii) 2% in the case of a consultant; and
 - (iii) 2% for all persons providing investor relation services with these options to be acquired gradually over that 12 month period, with a maximum of 25% per quarter;
- (2) the exercise price of the options shall not be less than the closing price of the common shares on the TSX Venture Exchange on the last day preceding the grant during which there were transactions;
- (3) the options are non-assignable and have a maximum term of 10 years;
- (4) the options shall terminate upon the death, retirement, resignation or termination of employment of the beneficiary, the beneficiaries or their heirs sometimes having additional delays (that cannot exceed 12 months) stipulated by the Plan to exercise their options;
- (5) the proceeds from the exercise of the options will be used for the working capital of the Corporation.

The Directors have however adopted amendments to the Plan on October 16, 2013, which amendments will be presented for approval of the shareholders at the Meeting. See "Details of Matters to be dealt with at the Meeting – E – Amendments to the Stock Option Plan" for more details.

AUDIT COMMITTEE

Charter and Composition of the Audit Committee

The text of the Audit Committee's charter is attached hereto as Schedule "A". The members of the audit committee of the Corporation are Luc Cloutier, Roger Doucet and Dominique Doucet. Such members are financially literate and independent members of the audit committee, as such terms are defined in Multilateral Instrument 52-110 Audit Committees ("MI 52-110"), save for Dominique Doucet who is the President of the Corporation and therefore a non independent member of the audit committee.

Relevant Education and Experience

The Audit Committee reviews the Corporation's financial position, examines and recommends the approval of the quarterly financial statements, the audit mandates and audited annual reports, questions the auditors and assesses the Corporation's returns, investments and portfolio of mining properties. The audit committee held two meetings during the financial year ended June 30, 2013.

The three members of the Audit Committee have, as a group, the relevant education and mostly a vast experience as directors and officers of public junior mining exploration companies in order to perform their responsibilities. All three members are financially literate, meaning that they 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 be reasonably expected to be raised by the Corporation's financial statements.

Luc Cloutier holds an Accounting Diploma from the Timmins Business College. In 2002, he has been elected Chairman of Caisse Populaire Desjardins d'Amos, where he acted as director during the past ten years. From 1975 to 1998, he was President & CEO of Trudel & Frères, a safety products and equipment distributor company. Since 1998, he has been President of his own private management company.

Roger Doucet graduated in geology in 1972. From 2006 to 2012, he acted as exploration manager in Mexico for Agnico-Eagle Mines Ltd. From 1989 to 2006, he acted as officer or geologist for numerous public and private explorations and drilling companies such as, Aurizon Mines Ltd., Inca Drilling S.A. Peru, Ancash Mining, and Morrison Minerals Ltd. He acted as exploration manager in Abitibi, Québec for Lac Minerals Ltd. from 1975 until 1988; during that period he discovered the Bousquet 1 gold mine and was greatly involved in the Doyon gold mine discovery. He was granted the Prospector of the Year Award in 1978 by the Québec Prospectors Association.

Dominique Doucet has been active in the mineral exploration industry since the mid-seventies; he graduated from the École Polytechnique de Montréal as an Engineer in 1982, and has been involved in various exploration projects including industrial minerals and precious and base metals and diamond for both major and junior mining companies as well as consulting groups. He was the co-founding Vice-President and Director of Dios Exploration Inc. since 2001 until March 2011. He founded William Resources in 1987, (MSE, TSE, CDNX) and led this exploration company until 1994 to start Sirios Resources. Mr. Doucet is a member of the Ordre des ingénieurs du Québec, the Quebec Mining Exploration Association, the Prospectors and Developers Association of Canada and the Society of Economic Geologists. Mr. Doucet and his team were granted the 2001 Prospector's Award by the Québec Prospectors Association.

Audit Committee Oversight

At no time during the Corporation's financial year ended June 30, 2013 was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time during the Corporation's financial year ended June 30, 2013 has the Corporation relied on the various exemptions provided under NI 52-110. However, the Corporation is not required to comply with Parts 3 and 5 of NI 52-110 given that it is a venture issuer as defined in NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee of the Corporation has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee's charter.

External Auditor Service Fees

The aggregate fees billed by the Corporation's external auditors in each of the last two (2) fiscal years for audit fees are as follows:

Financial Year Ending	Audit Fees (\$) ⁽¹⁾	Audit-Related Fees (\$) ⁽²⁾	Tax Fees (\$) ⁽³⁾	All Other Fees (\$) ⁽⁴⁾	Total
June 30, 2013	35,000	Nil	Nil	Nil	35,000
June 30, 2012	35,000	Nil	Nil	8,700	42,908

1) *Audit Fees* consist of the aggregate fees billed by the external auditors of the Corporation for audit services.

2) *Audited Related Fees* consist of the aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the financial statements of the Corporation and are not reported under "Audit Fees" above and include the provision of comfort letters and consents, consultations concerning financial accounting and reporting of specific issues and the review of documents filed with regulatory authorities.

3) *Tax Fees* consist of the aggregate fees billed for tax compliance, tax advice and tax planning services, including the preparation of tax returns and claims for refund; tax consultations, such as assistance and representation in connection with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from taxing authorities; tax planning services; and consultation and planning services.

4) *All Other Fees* include the aggregate fees billed for products and services provided by the auditors, other than the services reported above, including an information session on IFRS regulations.

CORPORATE GOVERNANCE PRACTICES

National Policy 58-201 Corporate Governance Guidelines and National Instrument 58-101 Disclosure of Corporate Governance Practices set out a series of guidelines for effective corporate governance. The guidelines address matters such as the composition and independence of corporate boards, the functions to be performed by boards and their committees, and the effectiveness and education of board members. Each reporting issuer must disclose on an annual basis the corporate governance practices that it has adopted.

Board of Directors

1. Independent Directors

The independent directors of the Corporation are Luc Cloutier and Roger Doucet.

2. Non Independent Directors

Dominique Doucet and Frédéric Sahyouni must be considered non-independent directors of the Corporation, in light of the fact that they hold the position of Chairman and President, and CFO of the Corporation, respectively.

Directorships

The following directors are currently directors of other issuers that are reporting issuers (or the equivalent) in a jurisdiction of Canada or a foreign jurisdiction:

Name	Issuer
Dominique Doucet	Khalkos Exploration Inc. (TSX-V) Appalaches Resources Inc. (TSX-V)
Roger Doucet	Colibri Resource Corporation (TSX-V)

Orientation and Continuing Education

The Corporation does not currently have a formal orientation program for new directors. The Board of Directors has not at this time taken any measures to provide continuing education for the directors. However, the directors are invited to follow, at the expense of the Corporation, the various seminars offered by the TSXV and the Canadian securities authorities on the management of public corporations and on the duties of directors of such corporations. Also, the directors have access to the legal counsels of the Corporation for any question concerning their duties as director.

Ethical Business Conduct

The directors of the Corporation have the obligation to fulfill their duties and assume their functions in the best interest of the Corporation. The Corporation requires that all directors comply with the laws and regulations governing the affairs of the Corporation. Also, the Corporation promotes the integrity and follows an ethical business conduct in the conduct of its affairs. Finally, the Board of Directors requests that all its members actively participate to the meetings of the board and of the committees, as applicable.

The Corporation also requires each director to disclose any potential conflict of interest and will address any such issue on a case-by-case basis.

Nomination of Directors

The Corporation's Board of Directors currently selects the nominees for a director position after having carefully evaluated the qualifications, professional aptitudes, personality and other qualifications, including the time and energy the nominee can contribute to the task as well as the contribution he brings to the Board.

Compensation

All matters with respect to the compensation are determined by the Audit Committee. The compensation program is described under the heading "Compensation of Executive Officers and Directors".

Other Board Committees

The only committee of the Board of Directors of the Corporation is the Audit Committee.

Evaluation

The Board of Directors as a whole is responsible for evaluating: (i) the effectiveness and contribution of each member of the Board of Directors individually, and (ii) the effectiveness and contribution of the Board of Directors as a whole as well as the Audit Committee.

OTHER AGENDA ITEMS

The Corporation's management is unaware of any change regarding the items listed in the Notice of Meeting or of any other item that could be submitted to the Meeting, apart from those mentioned in the Notice of Meeting. However, if changes concerning the items on the agenda mentioned in the Notice of Meeting, or other items, are submitted to the Meeting in valid form, the attached proxy form confers discretionary power upon the persons named therein to vote, using their best judgment, on the related changes or on other items.

ADDITIONAL INFORMATION

Additional financial information is provided in the financial statements and the Management's report for the year ended June 30, 2013. Such documents and this Information Circular are available on the Corporation's website (www.sirios.com) as well as on SEDAR (www.sedar.com).

Copies are also available by contacting the Corporation:

1000 St-Antoine West Street, Suite 711
Montreal (Québec) H3C 3R7
Tel : 514-510-7961
Fax : 514-510-7964

The Corporation may request the payment of reasonable fees if the requesting party is not a shareholder of the Corporation.

APPROVAL OF INFORMATION CIRCULAR

The contents and the sending of the Information Circular have been approved by the Directors of the Corporation.

Montreal, October 31, 2013

By order of the Board of Directors

(s) Dominique Doucet

Dominique Doucet, President

SCHEDULE “A”

SIRIOS RESOURCES INC. AUDIT COMMITTEE CHARTER

The following charter is adopted in compliance with *Regulation 52-110 respecting Audit Committees* (“MI 52-110”).

1. MANDATE AND OBJECTIVES

The mandate of audit committee of the Corporation (the “Committee”) is to assist the Board of Directors of the Corporation (the “Board”) in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Corporation to regulatory authorities and shareholders, the Corporation’s systems of internal controls regarding finance and accounting and the Corporation’s auditing, accounting and financial reporting processes.

The objectives of the Committee are to:

- (i) serve as an independent and objective party to monitor the Corporation’s financial reporting and internal control system and review the Corporation’s financial statements;
- (ii) ensure the independence of the Corporation’s external auditors; and
- (iii) provide better communication among the Corporation’s auditors, the management and the Board.

2. COMPOSITION

The Committee shall be comprised of at least three (3) Directors as determined by the Board. The majority of the members of the Committee shall be independent, within the meaning of MI 52-110.

At least one (1) member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices.

For the purposes of this Charter, the definition of “financially literate” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Corporation’s financial statements.

The members of the Committee shall be elected by the Board at its first meeting following each annual shareholder’s meeting. Unless a Chairman is elected by the Board, the members of the Committee may designate a Chairman by a majority vote of all the Committee members.

3. MEETINGS AND PROCEDURES

The Committee shall meet at least once annually or more frequently if required.

At all meetings of the Committee, every question shall be decided by a majority of the votes cast. In the case of an equality of votes, the Chairman shall not be entitled to a second vote.

A quorum for meetings of the Committee shall be a majority of its members and the rules for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those governing meetings of the Board.

4. DUTIES AND RESPONSIBILITIES

The following are the general duties and responsibilities of the Committee:

4.1 Financial Statements and Disclosure Matters

- a) review the Corporation's financial statements, MD&A and any press releases regarding annual and interim earnings, before the Corporation publicly discloses such information, and any reports or other financial information which are submitted to any governmental body or to the public;

4.2 External Auditors

- a) recommend to the Board the selection and, where applicable, the replacement of the external auditors to be nominated annually as well the compensation of such external auditors;
- b) oversee the work and review annually the performance and independence of the external auditors who shall be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Corporation;
- c) on an annual basis, review and discuss with the external auditors all significant relationships they may have with the Corporation that may impact their objectivity and independence;
- d) consult with the external auditors about the quality of the Corporation's accounting principles, internal controls and the completeness and accuracy of the Corporation's financial statements;
- e) review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation;
- f) review the audit plan for the year-end financial statements and intended template for such statements;
- g) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, as well as any non-audit services provided by the external auditors to the Corporation or its subsidiary entities. The pre-approval requirement is satisfied with respect to the provision of non-audit services if:
 - i) the aggregate amount of all such non-audit services provided to the Corporation constitutes no more than 5% of the total amount of fees paid by the Corporation and its subsidiary entities to its external auditors during the fiscal year in which the non-audit services are provided;
 - ii) such services were not recognized by the Corporation or its subsidiary entities as nonaudited services at the time of the engagement; and

- iii) such services are promptly brought to the attention of the Committee by the Corporation and approved, prior to the completion of the audit, by the Committee or by one or more of its members to whom authority to grant such approvals has been delegated by the Committee.

The Committee may delegate to one or more independent members of the Committee the aforementioned authority to pre approve non-audited services, provided the pre-approval of the non-audit services is presented to the Committee at its first scheduled meeting following such approval.

4.3 **Financial Reporting Process**

- a) in consultation with the external auditors, review with management the integrity of the Corporation's financial reporting process, both internal and external;
- b) consider the external auditor's judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting;
- c) consider and approve, if appropriate, changes to the Corporation's auditing and accounting principles and practices as suggested by the external auditors and management;
- d) review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements;
- e) review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented;
- f) establish procedures for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters and the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters.

SCHEDULE “B”

SIRIOS RESOURCES INC. (the “Corporation”)

BY-LAW 2013-1

Amendment to the By-Laws of the Corporation

ADVANCE NOTICE REQUIREMENT FOR NOMINATIONS OF DIRECTORS

The By-laws of the Corporation are hereby amended by adding Section 19.0A:

19.0A. Nomination of Directors

Subject to the provisions of the *Canada Business Corporations Act* (the “Act”) and the articles of the Corporation (the “Articles”), a nominee will not be eligible for election as director of the Corporation unless such nomination is made in accordance with the following procedures.

Nominations of a person for election to the Board of Directors may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors:

- (1) by or at the direction of the Board of Directors or an authorized officer of the Corporation, including pursuant to a notice of meeting;
- (2) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Act or a requisition to call a shareholders’ meeting made in accordance with the provisions of the Act; or
- (3) by any person (a “Nominating Shareholder”) (i) who, at the close of business on the date of the giving of the notice provided for below and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting and (ii) who complies with the notice procedures set forth below:
 - (a) In addition to any other applicable requirements for a nomination to be made by a Nominating Shareholder, such person must have given timely notice thereof in proper written form to the Corporate Secretary of the Corporation at the registered office of the Corporation in accordance with the requirements of this Section 19.0A.
 - (b) To be timely, a Nominating Shareholder's notice to the Corporate Secretary of the Corporation must be made:
 - (i) In the case of an annual meeting of shareholders, not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is called for a date that is less than 40 days after the date on which the first Public Announcement (as defined below) of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the tenth (10th) day following such Public Announcement; and
 - (ii) In the case of a special meeting (other than an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than

the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting was made.

- (c) Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in paragraph 19.0A(3)(b). In no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of a Nominating Shareholder's notice.
- (d) To be in proper written form, a Nominating Shareholder's notice to the Corporate Secretary of the Corporation must set forth (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director (i) the name, age, business address and residence address of the nominee, (ii) the principal occupation or employment of the nominee, (iii) the class or series and number of shares in the share capital of the Corporation which are controlled or which are owned beneficially or of record by the nominee as of the record date for the meeting of shareholders (if such date shall then have been made publicly available) and as of the date of such notice, and (iv) any other information relating to the nominee that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below); and (b) as to the Nominating Shareholder giving the notice, any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote any shares of the Corporation and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below). The Corporation may require any proposed nominee to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as an independent director of the Corporation.
- (e) No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of this Section 19.0A; provided, however, that nothing in this Section 19.0A shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the Act. The chairman of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.
- (f) For purposes of this Section 19.0A, (i) "Public Announcement" shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com; and (ii) "Applicable Securities Laws" means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada.
- (g) Notwithstanding any other provision of the By-Laws, notice given to the Corporate Secretary of the Corporation pursuant to this Section 19.0A may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Corporate Secretary of the Corporation for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Corporate Secretary at the address of the principal executive offices of the

Corporation; provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Montréal time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

The By-Laws of the Corporation, as amended from time to time, and this By-Law 2013-1 shall be read together. All terms contained in By-Law 2013-1 which are defined in the By-Laws, as amended from time to time, shall, for all purposes hereof, have the meanings given to such terms in the By-Laws.