

IDM MINING LTD.

INFORMATION CIRCULAR FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON WEDNESDAY, JUNE 14, 2017

This information is given as of May 8, 2017 unless otherwise noted. All dollar amounts referenced herein are in Canadian dollars unless otherwise specified.

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the management of **IDM Mining Ltd.** (the “**Corporation**”) for use at the Annual General Meeting (the “**Meeting**”) of the shareholders of the Corporation, to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof.

PERSONS OR COMPANIES MAKING THE SOLICITATION

The enclosed Instrument of Proxy is solicited by Management. Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Corporation. The Corporation may reimburse shareholders’ nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining authorization from their principals to execute the Instrument of Proxy. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Corporation. None of the directors of the Corporation have advised that they intend to oppose any action intended to be taken by management as set forth in this Information Circular.

APPOINTMENT OF PROXYHOLDER

A duly completed form of proxy will constitute the person(s) named in the enclosed form of proxy as the proxyholder for the shareholder (“**Registered Shareholder**”). The persons whose names are printed in the enclosed form of proxy for the Meeting are officers or directors of the Corporation (the “**Management Proxyholders**”).

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

VOTING BY PROXY

Common shares of the Corporation (the “**Shares**”) represented by properly executed proxies in the accompanying form will be voted or withheld from voting on each respective matter in accordance with the instructions of the Registered Shareholder on any ballot that may be called for and if the Registered Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.

If no choice is specified and one of the Management Proxyholders is appointed by a Registered Shareholder as proxyholder, such person will vote in favour of each matter identified in the notice of Meeting and in favour of all other matters proposed by management at the Meeting, including for the nominees of management for directors and auditor.

The enclosed form of proxy also confers discretionary authority upon the person named therein as proxyholder with respect to amendments or variations to matters identified in the notice of the Meeting and with respect to other matters which may properly come before the Meeting. At the

date of this Information Circular, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting.

COMPLETION AND RETURN OF PROXY

Completed forms of proxy must be deposited at the office of the Corporation's registrar and transfer agent, Computershare Investor Services Inc., 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

NON-REGISTERED HOLDERS

Only Registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Corporation 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 trustees or administrators of self-administered RRSPs, RRIFFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. ("**CDS**")) of which the Intermediary is a participant.

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Corporation are referred to as "NOBO's". Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Corporation are referred to as "OBO's".

In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Corporation has elected to send the notice of meeting, this information circular and the proxy (collectively, the "Meeting Materials") directly to the NOBO's. The security holder materials are being sent to both registered and non-registered owners who have not objected to the Intermediary through which their Common Shares are held disclosing ownership information about themselves to the Corporation. If you are a NOBO, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

If you are a Beneficial Shareholder who has objected to the Intermediary through which your Common Shares are held disclosing ownership information about you to the Corporation, the Corporation does intend to pay for an Intermediary to deliver the Meeting Materials.

Meeting Materials sent to Non-Registered Holders who have not waived the right to receive Meeting Materials are accompanied by a request for voting instructions (a "**VIF**"). This form is instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a Non-Registered Holder is able to instruct the Registered Shareholder how to vote on behalf of the Non-Registered Shareholder. VIF's, whether provided by the Corporation or by an Intermediary, should be completed and returned in accordance with the specific instructions noted on the VIF.

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 a VIF wish to attend the Meeting or have someone else attend on his/her behalf, the Non-Registered Holder should

strike out the names of the Management Proxyholders and insert the Non-Registered Holder's name in the blank space provided. **Non-Registered Holders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.**

REVOCABILITY OF PROXY

Any Registered Shareholder who has returned a proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing, including a proxy bearing a later date, executed by the Registered Shareholder or by his attorney authorized in writing or, if the Registered Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. The instrument revoking the proxy must be deposited at the registered office of the Corporation at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting. **Only Registered Shareholders have the right to revoke a proxy. Non-Registered Holders who wish to change their vote must, at least seven days before the Meeting, arrange for the Corporation or their respective Intermediary, as the case may be, to revoke the proxy on their behalf.**

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

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

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

On May 8, 2017, the record date for the Meeting, 358,723,844 common shares without par value were issued and outstanding, each share carrying the right to one vote. At a General Meeting of the Corporation, on a show of hands, every shareholder present in person shall have one vote and, on a poll, every shareholder shall have one vote for each share of which he or she is the holder. The Corporation has only one class of shares.

Only shareholders of record on the close of business on the 8th day of May, 2017, who either personally attend the Meeting or who complete and deliver an Instrument of Proxy in the manner and subject to the provisions set out under the headings "Appointment of Proxyholder", "Voting by Proxy" and "Completion and Return of Party" will be entitled to have his or her shares voted at the Meeting or any adjournment thereof.

The following table sets forth the only persons who as of the record date hereof to the knowledge of the directors and executive officers of the Corporation, beneficially own or control or direct, directly or indirectly, Common Shares carrying 10% or more of the voting rights attached to all outstanding Common Shares:

Name	Number of Shares	Percentage
Osisko Gold Royalties Ltd.	70,400,000	19.6%

EXECUTIVE COMPENSATION

In this section, “Named Executive Officer” means (a) the Chief Executive Officer (or an individual who acted in a similar capacity), (b) the Chief Financial Officer (or an individual who acted in a similar capacity), (c) each of the Corporation’s three other most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, whose total salary and bonus during the financial year ended October 31, 2016 exceeded \$150,000. The Corporation presently has three Named Executive Officers, namely: Robert McLeod, Chief Executive Officer (“CEO”), President and a Director; Susan Neale, Chief Financial Officer (“CFO”) and Michael McPhie, Executive Chairman.

Compensation Discussion and Analysis

The following discussion and analysis describes and explains the significant elements of the Corporation’s compensation programs, with particular emphasis on the process for determining compensation payable to the Named Executive Officers.

Compensation Philosophy and Objectives

The compensation of the Corporation’s Named Executive Officers is determined by the Board of Directors upon recommendations by the Compensation Committee. The Corporation’s executive compensation program is generally designed to pay for performance and be competitive with other companies of comparable size in the same field of activity. The Chief Executive Officer makes recommendations to the Compensation Committee as to the compensation of the Corporation’s executive officers, other than himself. The Compensation Committee makes recommendations to the Board of Directors as to the compensation of the Chief Executive Officer and the other Named Executive Officers. The general objective of the Corporation’s compensation philosophy is to: (i) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value; (ii) align management’s interests with the long-term interests of shareholders; (iii) provide a compensation package that is commensurate with other mining exploration companies in order to enable the Corporation to attract and retain talent; and (iv) ensure that the total compensation package is designed in a manner that takes into account the constraints under which the Corporation operates by virtue of the fact that it is a mining exploration company without a history of earnings.

Elements of Executive Compensation

The compensation of the Named Executive Officers consists of three main components: base salary and long-term incentives, currently in the form of stock options. The following discussion describes the components of compensation and discusses how each component relates to the Corporation’s overall executive compensation objective. The Corporation believes that:

- base salaries or management fees provide an immediate cash incentive for the Named Executive Officers and should be at levels competitive with peer companies that compete with the Corporation for business opportunities and executive talent;
- performance bonus payments encourage and recognize strong levels of performance and are granted at the discretion of the Compensation. Performance bonus payments motivate executives to achieve growth in the Corporation; and
- equity participation through the Corporation’s Stock Option Plan ensures that the Named Executive Officers are motivated to achieve long-term growth of the Corporation and continuing increases in shareholder value, and provide capital accumulation linked directly to the Corporation’s performance.

Base Salary: The primary element of the Corporation's compensation program is base salary. The Corporation's view is that a competitive base salary is a necessary element for retaining qualified executive officers. The amount payable to an executive officer as base salary is determined primarily by the number of years experience, personal performance, and by comparisons to the base salaries and total compensation paid to executives of comparable publicly-traded companies within the mineral exploration sector in North America.

Performance Bonus Payments: Performance bonuses are payable in cash and the amount payable is based on the Compensation Committee's assessment of the Corporation's performance for the year. Factors considered in determining bonus amounts generally include individual performance, financial criteria (such as successful financings, project management performance) and operational criteria (such as significant mineral property acquisitions, successful mineral property exploration and development, resource growth and the attainment of other corporate milestones).

In determining to award performance bonuses, including the amounts thereof, the Board of Directors uses its discretion and takes into consideration the Corporation's annual achievements, without assigning any quantifiable weight or factor in respect of any particular achievement or corporate milestone.

Equity Participation: The Corporation provides for equity participation in the Corporation through its Stock Option Plan. The granting of stock options is designed to give each option holder an interest in preserving and maximizing shareholder value in the longer term, to enable the Corporation to attract and retain individuals with experience and ability, and to reward individuals for current performance and expected future performance.

An aggregate of 6,400,000 options were granted to the Named Executive Officers under the Corporation's stock option plan during the most recently completed financial year end.

Option Based Awards: Options may be granted to purchase common shares on terms that the Board of Directors may determine, with recommendations from the Compensation Committee and subject to the limitations of the Corporation's prevailing stock option plan and the requirements of applicable regulatory authorities. The Compensation Committee is mandated to review and make recommendations to the Board regarding the remuneration of executive officers, the granting of stock options to directors, executive officers, employees and consultants of the Corporation, and compensation policies, including the stock option plan.

Individual grants of stock option are determined by an assessment of the individual's current and expected future performance, level of responsibilities, the importance of the proposed optionee's position, contribution to the Corporation, and previous options grants and exercises prices.

Compensation Committee

The Corporation has a compensation committee comprised of Andrew Farncomb, Gernot Wober and Robert McLeod (the "Compensation Committee"), which, together with the Board of Directors, has the responsibility to administer compensation policies related to executive management of the Corporation and make recommendations to the Board of Directors, including with respect to option-based awards and performance bonus awards. The Compensation Committee and Board recognize 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's level of responsibility. The Compensation Committee annually reviews each of the components and relevant competitive factors listed below and makes recommendations to the Board based on corporate and individual performance, taking into account leadership abilities, retention, risk and succession plans. Interested executives do not participate in reviews, discussions or decisions of the Board of Directors regarding this remuneration.

Andrew Farncomb and Gernot Wober are considered to be independent directors for purposes of the Compensation Committee.

The Board of Directors is of the view that the Compensation Committee collectively has the knowledge, experience and background to fulfill its mandate, and that each of the members of the Compensation Committee has direct experience relevant to his responsibilities regarding executive compensation. In particular, Mr. Farncomb, Mr. Wober and Mr. McLeod have been associated with numerous public companies and have extensive experience with executive compensation at such public companies. These collective skills and extensive experience enable the Compensation Committee to make decisions on the suitability of the Corporation's compensation policies and practices.

Comparative Group

As part of its annual review process, the Compensation Committee conducts an analysis to examine and compare the Corporation's compensation programs with a group of comparable companies to ensure the competitiveness and reasonableness of the compensation offered. In 2016, the Corporation's compensation levels and practices were compared to those of three Canadian exploration companies (the "Comparative Group"), including companies that explore for gold, and with market capitalization and financial performance comparable to those of the Corporation, taking into consideration the size of the Corporation, the geographic markets in which it operates and the responsibilities of its executive officers. The Comparative Group was comprised of the following companies: Independence Gold Corp, Gold Standard Ventures Corp. and Pure Gold Corporation.

Compensation Process

The Board of Directors, upon recommendation of the Compensation Committee, attempts to ensure that total compensation paid to the Named Executive Officers is fair and reasonable and accomplishes the following long-term objectives:

- compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value;
- align management's interests with the long-term interests of shareholders;
- provide a compensation package that is commensurate with other mining exploration companies in order to enable the Corporation to attract and retain talent; and
- ensure that the total compensation package is designed in a manner that takes into account the constraints under which the Corporation operates by virtue of the fact that it is a mining exploration company without a history of earnings.

Assessment of Risks Associated with the Corporation's Compensation Policies and Practices

The Compensation Committee has assessed the Corporation's compensation plans and programs for its executive officers to ensure alignment with the Corporation's business plan and to evaluate the potential risks associated with those plans and programs. The Compensation Committee has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Corporation. The Company's long-term incentives, which include stock options, comprise a significant portion of the executives' compensation package, and are intended to align the executive compensation with the interest of the Corporation's shareholders.

The Compensation Committee intends to continue such risk assessments on an annual basis and also considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

The Corporation has not adopted a policy restricting its Named Executive Officers or directors from purchasing financial instruments that are designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its Named Executive Officers or directors. To the knowledge of the Corporation, none of the Named Executive Officers or directors has purchased such financial instruments.

Summary Compensation Table

The following table sets forth information concerning compensation to each of the NEOs during the three most recently completed financial years:

Name and Principal Position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards ⁽⁴⁾ (\$)	Non-equity incentive Plan contribution (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term Incentive Plans			
Michael McPhie Director, Executive Chairman ⁽¹⁾	2016	60,000	n/a	320,583	nil	nil	nil	83,000	463,583
	2015	45,000	n/a	80,056	nil	nil	nil	24,000	149,056
	2014	75,000	n/a	134,997	nil	nil	nil	75,000	284,997
Robert McLeod CEO ⁽²⁾ , President ⁽²⁾ , Director	2016	192,000	n/a	466,302	nil	nil	nil	20,000	678,302
	2015	138,000	n/a	100,656	nil	nil	Nil	Nil	238,656
	2014	184,000	n/a	221,781	nil	nil	nil	25,000	430,781
Susan Neale CFO ⁽³⁾	2016	90,000	n/a	145,719	nil	nil	nil	10,000	235,719
	2015	60,000	n/a	38,411	nil	nil	nil	nil	98,411
	2014	11,250	n/a	32,490	nil	nil	nil	nil	43,740

1. Mr. McPhie was appointed Executive Chairman on April 9, 2014. Amounts were paid to Falkirk Resource Consultants Ltd., a private company controlled by Mr. McPhie. All other compensation in 2016 and 2015 relates to fees paid in relation to management of the permitting of the Red Mountain property and 2016 and 2014 includes a \$5,000 and \$75,000 bonus paid, respectively, to Mr. McPhie.
2. Mr. McLeod was appointed CEO and President on October 11, 2013. Amounts were paid to Linus Geological Ltd., a private company controlled by Mr McLeod. All other compensation includes bonuses paid to Linus Geological Ltd.
3. Ms. Neale was appointed CFO on September 15, 2014. All other compensation includes a bonus paid to Ms. Neale
4. The Corporation uses the Black-Scholes option pricing model for determining the fair value of options issued at grant date. The key assumptions in the model were in accordance with generally accepted accounting principles as shown in the Corporation's financial statements for the fiscal years ended October 31, 2016, 2015 and 2014. The key assumptions include the risk free interest rate, the dividend yield, the expected annual volatility of the Corporation's share price and the expected life of the options. The amount presented in the table represents the fair value of the vested and unvested portion of the options granted in the period. It should be recognized that the actual future value will be based on the difference between the market value at time of exercise and the exercise price. Therefore, the value attributed to the stock options under the Black-Scholes model does not necessarily correspond to the actual future value that will be recognized.

The Corporation has engaged Falkirk Resource Consultants Ltd (“**Falkirk**”), a private company controlled by Mr. McPhie to provide executive services to the Company and in particular, to provide the services of Mr. McPhie to serve presently as an executive officer and a director of the Corporation. In July 2015, the Corporation entered into a new management consulting agreement with Falkirk (the “**Falkirk Consulting Agreement**”) which established the monthly base consulting fee payable to Falkirk at \$5,000 per month.

The Corporation has engaged Linus Geological Ltd (“**Linus**”), private company controlled by Mr. McLeod to provide the services of Mr. McLeod to serve as an executive office and a director of the Corporation. In July 2015, the Corporation entered into a new management consulting agreement with Linus (the “**Linus Consulting Agreement**”) which established the monthly base consulting fee payable to Linus at \$16,000 per month.

In July 2015, the Corporation entered into a new management consulting agreement with Ms. Neale to serve as Chief Financial Officer of the Corporation (the “**Neale Consulting Agreement**”) which established the monthly base consulting fee payable to Ms. Neale at \$7,500 per month.

For additional terms of each of the aforementioned management consulting agreements, see “Termination and Change of Control Benefits”.

Incentive Plan Awards:

Outstanding Share-Based Awards and Option-Based Awards

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

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ¹	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested	Market or payout value of vested share-based awards not paid out or distributed
Michael McPhie Executive Chairman	700,000 200,000 750,000 2,200,000	\$0.24 \$0.11 \$0.10 \$0.19	Jul 4/19 Apr. 27/20 Oct. 28/20 May 11/21	Nil 13,000 56,250 Nil	N/A	N/A	N/A
Robert McLeod CEO and President	16,667 14,667 1,150,000 200,000 1,000,000 3,200,000	\$4.20 \$2.58 \$0.24 \$0.11 \$0.10 \$0.19	Feb. 16/16 Feb. 1/17 July 4/19 Apr. 27/20 Oct. 28/20 May 11/21	Nil Nil Nil 13,000 75,000 Nil	N/A	N/A	N/A
Susan Neale CFO	150,000 150,000 300,000 1,000,000	\$0.30 \$0.11 \$0.10 \$0.19	Oct 10/19 Apr. 27/20 Oct. 28/20 May 11/21	Nil 9,750 22,500 Nil	N/A	N/A	N/A

1. The value of unexercised "in-the-money options" is based on the difference between the market value of the Corporation's common shares on October 31, 2016 and the exercise price of the options. The closing price of the Corporation's common shares on the TSX at October 31, 2016 was \$0.175

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth incentive plan awards for each NEO for the most recently completed financial 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 (\$)
Michael McPhie Executive Chairman	Nil	Nil	Nil
Robert McLeod CEO and President	Nil	Nil	Nil
Susan Neale CFO	Nil	Nil	Nil

1. This amount is the aggregate dollar-value that would have been realized if the options under the option based awards had been exercised on the vesting date. It is calculated by the difference between the exercise price of the option and the market price on the date of vesting. If the option was not in the money then a Nil value was assigned.

Defined Benefit or Actuarial Plan

The Corporation does not have a defined benefit or actuarial plan.

Termination and Change of Control Benefits

The Corporation entered in the Falkirk Consulting Agreement, the Linus Consulting Agreement and the Neale Consulting Agreement (together the “**Management Agreements**” and individually a “**Management Agreement**”) with Falkirk, Linus and Neale, respectively (each a “**Consultant**”) pursuant to which Mr. McPhie, Mr. McLeod and Ms. Neale provide their respective services acting as Executive Chairman, President and Chief Executive Officer and Chief Financial Officer, respectively. The Management Agreements provide certain payments to each NEO in the event his or her services are terminated within a twelve (12) month period following a Change in Control (including termination by the executive for good reason) (as defined therein) or by the Corporation without cause. No amounts except accrued services up to the date of the termination are payable in the event that the NEO is terminated for cause or resigns voluntarily.

Each Management Agreement provides that:

- (a) The Consultant may terminate its engagement with the Corporation upon three months` written notice to the Corporation; and
- (b) The Corporation may terminate its engagement with the Consultant upon delivery of written notice to the Consultant, the notice period is at the Corporation`s discretion and payment to the Consultant of an amount equal to twenty-four times the monthly retainer. Termination payments that would have been payable to each NEO had his or her services been terminated without cause on October 31, 2016 are as follows;
 - Falkirk - \$120,000
 - Linus – \$384,000
 - Neale – \$180,000

Each Management Agreement also provides that in the event there is a change of control (as defined below) of the Corporation and within twelve months after such event, the Consultant shall have a special right to cease providing services for “Good Cause” (as defined below), subject to certain notice provisions, in which event the Consultant shall be entitled to receive payment exclusively limited to twenty-four times the monthly retainer at the then applicable monthly retainer rate. If such termination were within a twelve-month period following a Change of Control as at October 31, 2016, Falkirk would have been paid the amount of \$120,000, Linus would have been paid the amount of \$384,000 and Neale would have been paid the amount of \$180,000.

For the purposes of the Management Agreements, “change of control” means an occurrence (a) where any person or persons acting jointly or in concert acquires more than 50% of the total voting rights attached to all classes of shares then outstanding in the Corporation; (b) where less than 51% of the Board of Directors of the Corporation are composed of continuing directors; or (c) consummation of sale of all or substantially all of the assets of the Company, or the consummation of a reorganization, merger or other transaction which has substantially the same effect, where such sale or transaction is for the purpose of financing the development of a mine.

For the purposes of the Management Agreements “Good Cause” means an occurrence (a) the assignment by the Corporation of any substantial new duties inconsistent with Consultant`s position, duties, responsibilities and status with the Corporation immediately prior to such change in assigned duties; (b) a material reduction in Consultant`s responsibilities, except as a result of the Consultant`s death, disability or retirement; (c) a reduction by the Corporation in the Consultant`s monthly retainer; or (d) a change in the location of the principal executive office or where the Consultant is required to be based that is greater than 50 miles radius of the then-current location.

DIRECTOR COMPENSATION

The following table sets forth the details of compensation provided to the persons, other than the Named Executive Officers, who served as directors during all or part of the Corporation's most recently completed financial year:

Director Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$) ⁽¹⁾	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Andrew Farncomb	36,000	n/a	109,290	n/a	n/a	Nil	145,289
David Parker	24,000	n/a	87,432	n/a	n/a	Nil	111,432
Gernot Wober ⁽²⁾	20,000	n/a	109,290	n/a	n/a	Nil	129,290

1. The Corporation uses the Black-Scholes option pricing model for determining the fair value of options issued at grant date. The key assumptions in the model were in accordance with generally accepted accounting principles as shown in the Corporation's financial statements for the fiscal years ended October 31, 2016. The key assumptions include the risk free interest rate, the dividend yield, the expected annual volatility of the Corporation's share price and the expected life of the options. The amount presented in the table represents the fair value of the vested and unvested portion of the options granted in the period. It should be recognized that the actual future value will be based on the difference between the market value at time of exercise and the exercise price. Therefore, the value attributed to the stock options under the Black-Scholes model does not necessarily correspond to the actual future value that will be recognized.
2. Mr. Wober was appointed to the board on January 13, 2016.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth the incentive plan awards outstanding at the end of the most recently completed financial year, including awards granted before the most recently completed financial year.

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 (\$)
Andrew Farncomb	250,000	\$0.24	Jul 4/19	Nil	Nil	Nil	Nil
	150,000	\$0.11	Apr 27/20	9,750	Nil	Nil	Nil
	300,000	\$0.10	Oct 28/20	22,500	Nil	Nil	Nil
	750,000	\$0.19	May 11/21	Nil	Nil	Nil	Nil
David Parker	250,000	\$0.24	Jul 4/19	Nil	Nil	Nil	Nil
	150,000	\$0.11	Apr 27/20	9,750	Nil	Nil	Nil
	250,000	\$0.10	Oct 28/20	18,750	Nil	Nil	Nil
	600,000	\$0.19	May 11/21	Nil	Nil	Nil	Nil
Gernot Wober	750,000	\$0.19	May 11/21	Nil	Nil	Nil	Nil

1. The aggregate dollar amount of in-the-money unexercised options held at the end of the year is calculated based on the difference between the market value of the securities underlying the instruments at the end of the year, and the exercise or base price of the option. The closing price of the Corporation's shares on October 31, 2016 was \$0.175 per share.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned for all incentive plan awards during the most recently completed fiscal year by each director:

Name	Option-based awards – Value vested during the year(\$) ¹	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year(\$)
Andrew Farncomb	Nil	n/a	n/a
David Parker	Nil	n/a	n/a
Gernot Wober	Nil	n/a	n/a

1. This amount is the aggregate dollar-value that would have been realized if the options under the option based awards had been exercised on the vesting date. It is calculated by the difference between the exercise price of the option and the market price on the date of vesting. If the option was not in the money then a Nil value was assigned.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth information with respect to the Corporation's equity compensation plans under which Common Shares are authorized for issuance as at October 31, 2016.

Plan category	Number of securities to be issued upon exercise of outstanding options (a)	Weighted-average exercise price of outstanding options (b)	Number of securities remaining available for future issuance under equity compensation plans (c)
Equity compensation plans approved by security holders	18,800,834	\$0.19	9,496,451 ¹
Equity compensation plans not approved by security holders	n/a	n/a	n/a
<i>Total</i>	18,800,834	\$0.19	9,496,451

1. This figure is based on the total number of shares authorized for issuance under the Stock Option Plan (28,297,285), less the number of stock options outstanding (18,800,834), as at October 31, 2016.

INTEREST OF INFORMED PERSONS AND COMPANIES IN MATERIAL TRANSACTIONS

Except as disclosed herein, to the knowledge of management of the Corporation, no informed person or nominee for election as a director of the Corporation, or any associate or affiliate of an informed person or proposed director, has or had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or will materially affect the Corporation or any of its subsidiaries other than as set out herein. The term "informed person" as defined in National Instrument 51-102 *Continuous Disclosure Obligations* means a director or executive officer of the Corporation, or any person or company who beneficially owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation, other than voting securities held by the person or company as underwriter in the course of a distribution.

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

No director, executive officer, proposed nominee for election as a director or associate of them, is or, since the beginning of the last completed financial year of the Corporation, was indebted to or guaranteed or supported by the Corporation, either pursuant to an employee stock purchase program or otherwise.

MANAGEMENT CONTRACTS

Except as otherwise disclosed in this Information Circular, management functions of the Corporation are generally performed by directors and senior officers of the Corporation and not, to any substantial degree, by any other person to whom the Corporation has contracted. See "Interest of Informed Persons and Companies in Material Transactions" above.

AUDIT COMMITTEE INFORMATION

Detailed information with respect to the Corporation's audit committee is contained under the heading "Audit Committee Information" in the Corporation's Annual Information Form for the financial year ended October 31, 2016 filed under the Corporation's profile on SEDAR at www.sedar.com.

CORPORATE GOVERNANCE DISCLOSURE

TSX.V-listed companies are required to describe, on an annual basis, their practices and policies with regards to corporate governance by way of a corporate governance statement contained in the Corporation's annual report or information circular. The disclosure is required to be made pursuant to National Instrument 58-101, *Disclosure of Corporate Governance Practices*, and guidelines contained in National Policy 58-201, *Corporate Governance Guidelines*, against which the Corporation has reviewed its own corporate governance practices. In certain cases, the Corporation's practices comply with the guidelines; however, the Board considers that some of the guidelines are not suitable for the Corporation at its current stage of development and therefore these guidelines have not been adopted.

Directors' Independence

The Corporation's Board consists of six directors, four of whom the Corporation believes to be independent based upon the tests for independence set forth in National Instrument 52-110, *Audit Committees* ("NI 52-110"). The Corporation considers Messrs. Andrew Farncomb, David Parker, Gernot Wober and Duncan Middlemiss to be independent. Mr. McLeod is not independent as he is the CEO and President of the Corporation, and Mr. McPhie is not independent as he is the Executive Chairman of the Corporation. The responsibilities of the Executive Chairman include chairing all meetings of the Board of Directors and acting as a liaison between the Board of Directors and the President and Chief Executive Officer of the Corporation.

To further facilitate open and candid discussion among its independent directors, and to facilitate the Board's exercise of independent judgment in carrying out its responsibilities, the Board is continuing its policy of encouraging its independent directors to meet at any time they consider necessary without any members of management or non-independent directors being present. Independent directors held four such meetings during the last financial year. The Corporation's auditors, legal counsel and employees may be invited to attend all director meetings. The Corporation's Audit Committee, which is composed of three independent directors (Andrew Farncomb, Duncan Middlemiss and David Parker) meets with the Corporation's auditors without management being in attendance. The independent directors exercise their responsibilities for independent oversight of management through their position of parity on the Board.

Mandate of the Board

The mandate of the Board is to manage or supervise the management of the business and affairs of the Corporation and to act with a view to the best interests of the Corporation. In doing so, the board oversees the management of the Corporation's affairs directly and through its committees. In fulfilling its mandate, the Board, among other matters, is responsible for reviewing and approving the Corporation's overall business strategies and its annual business plan, reviewing and approving the annual corporate budget and forecast, reviewing and approving significant capital investments outside the approved budget; reviewing major strategic initiatives to ensure that the Corporation's proposed actions accord with shareholder objectives; reviewing succession planning; assessing management's performance against approved business plans and industry standards; reviewing and approving the reports and other disclosure issued to shareholders; ensuring the effective operation of the Board; and safeguarding shareholders' equity interests through the optimum utilization of the Corporation's capital resources.

Meetings of the Board

The Board meets as required to review, among other things, the performance of the Corporation. Results are compared and measured against a previously established plan and performance in prior years. The Board also holds a meeting each year to review and assess the Corporation's financial budget and business plan for the ensuing year and its overall strategic objectives. This process establishes, among other things, benchmarks against which the Board may measure the performance of management. Other meetings of the Board are called to deal with special matters as circumstances require.

In the financial year ended October 31, 2016, twelve board meetings were held. The attendance record of each director for the board meetings held is as follows:

Name of Director	Number of Board Meetings Attended in the Most Recently Completed Financial Year
Robert McLeod	12/12
Michael McPhie	11/12
Andrew Farncomb	12/12
David Parker	10/12
Gernot Wober	8/9

Nomination and Assessment

The Board determines new nominees to the Board, although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members. The Board monitors but does not formally assess the performance of individual Board members or committee members or their contributions.

Procedures for Determining Compensation

Two of the three Compensation Committee directors (Andrew Farncomb and Gernot Wober) are considered independent. The Compensation Committee is responsible, among other things, for recommending compensation for the directors and senior management, including the granting of stock options, to the Board, and for reviewing and ensuring that the adequacy and form of compensation realistically reflects the responsibilities and risks involved in being an effective officer or director. Additionally, the mandate of the Compensation Committee includes the review of compensation of the directors, and making recommendations as to changes that may be required.

To determine compensation payable, the Compensation Committee reviews compensation paid for directors and officers of companies of similar size and stage of development and determines an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Corporation.

Board Committees

In addition to the Corporation's Audit and Compensation Committees, the Corporation has:

A Corporate Governance Committee (David Parker, Gernot Wober and Michael McPhie), which monitors corporate governance compliance, recommends corporate governance policy to the Board, reviews the procedure for monitoring directors' responsibility, diligence, and avoiding conflicts of interest, and reviews the Board's past years' proceedings to evaluate its efficiency and make or require recommendations; and

A Safety & Sustainability Committee (David Parker, Michael McPhie, Robert McLeod and Duncan Middlemiss) which is responsible for:

- (a) oversee the Corporation's practices and performance in regard to employee health and safety, environment, engagement with communities and indigenous peoples and resource stewardship (collectively "Sustainability Performance");
- (b) review, report and make recommendations to the Board of Directors on desirable corporate policies, procedures, strategic initiatives, and necessary follow-up from its review and monitoring functions and any significant incidents in respect to Sustainability Performance;
- (c) monitor the Corporation's compliance with applicable laws and regulations and track developments in relevant policies and regulations in the jurisdictions in which the company operates;

- (d) review progress of Sustainability Performance initiatives and projects and any significant contraventions of policies and any related outstanding litigation or regulatory actions;
- (e) review programs and procedures for communication of the Corporation's Sustainability Performance policies and procedures throughout the organization and to the public;
- (f) retain, at the Corporation's expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate.

All committees of the Corporation's Board are accountable to the full Board.

Position Descriptions

The Board has not developed written position descriptions for the Chairman of the Board and the chair of each Board committee. However, the Board has adopted charters for each of its committees that delineate the role and responsibilities for such committees. The Chairman of the Board and the chair of each Board committee are responsible for taking such steps as may be necessary to ensure that the Board and the committees of the Board fulfill their respective mandates.

The Board has not adopted a written position description for the CEO of the Corporation. The CEO serves at the discretion of the Board and is responsible generally as the principal manager of the business and affairs of the Corporation under the direction of and within any guidelines established by the Board. The CEO is generally expected to be a communicator, decision-maker, leader and manager of the Company. Among other things, the CEO is responsible to advise and inform the Board, motivate employees and drive changes and opportunities within the organization.

Assessments

The Board, as such times as it deems appropriate, reviews the performance and effectiveness of the Board, the directors and its committees to determine whether changes in size, personnel or responsibilities are warranted. To assist in its review, the Board conducts informal surveys of its directors, receives reports from the Corporate Governance Committee on its assessment of the functioning of the Board and reports from each committee respecting its own effectiveness. As part of the assessments, the Board or the individual committee may review their respective mandate or charter and conduct reviews of applicable corporate policies.

Orientation and Continuing Education

The Corporation does not provide formal continuing education to its Board members, but encourages them to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management's assistance; and to attend related industry seminars and visit the Corporation's properties. Board members have full access to the Corporation's records.

The Corporate Governance Committee of the Board (David Parker, Gernot Wober and Michael McPhie) is responsible, among other things, for determining appropriate orientation and education programs for new Board members. While the Corporation does not have formal orientation and training programs, new Board members are provided with:

- a) Information respecting the functioning of the Board, committees and copies of the Corporation's corporate governance policies;
- b) Access to recent, publicly filed documents of the Corporation;
- c) Access to management, auditors and technical consultants; and
- d) Further information and education as deemed appropriate and desirable by the Corporation's Corporate Governance Committee on a case-by-case basis.

Ethical Business Conduct

The Board views good corporate governance as an integral component to the success of the Corporation and to meet responsibilities to Shareholders. The Board has adopted a written code of business conduct and ethics (the "Code") which may be viewed by visiting the Corporation's website at www.idmmining.com. The Board monitors compliance with the Code by requesting that any person who becomes aware of any existing or potential violation of the Code promptly notify the Chair of the Audit Committee (Andrew Farncomb). No material change report filed since the beginning of the Corporation's most recently completed financial year pertains to any conduct of a director or executive officer that constitutes a departure from the Code. In addition, the Corporation requires that directors who have a material interest declare that interest to the Board or committee thereof. The Corporate Governance Committee is responsible (among other things) for overseeing the procedure for monitoring directors' responsibility, diligence, and for avoiding conflict of interest.

Nomination of Directors

The Corporation does not have a stand-alone nomination committee. The Corporate Governance Committee is responsible, among other things, for recommending candidates for nomination, appointment, election and re-election to the Board and its committees, and for annually assessing Board performance. The Corporate Governance Committee assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the financial services industry are consulted for possible candidates.

Participation of Directors in Other Reporting Issuers

The following directors of the Corporation are also currently directors of other reporting issuers:

Director	Reporting Issuer	Market Traded On
David Parker	Fording Canadian Coal Trust	TSX, NYSE
Robert McLeod	Independence Gold Corp. Lithium X Energy Corp. Redstar Gold Corp. Gold Standard Ventures Corp.	TSX Venture Exchange TSX Venture Exchange TSX Venture Exchange TSX Venture Exchange
Andrew Farncomb	Canterra Minerals Corporation Northern Superior Resources Inc.	TSX Venture Exchange TSX Venture Exchange
Michael McPhie	Independence Gold Corp. Strikepoint Gold Inc	TSX Venture Exchange TSX Venture Exchange
Duncan Middlemiss	Wesdome Gold Mines Ltd.	TSX

PARTICULARS OF MATTERS TO BE ACTED UPON

1. NUMBER AND ELECTION OF DIRECTORS

The directors are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed.

Shareholder approval will be sought to fix the number of directors of the Corporation at six.

Management proposes to nominate each of the six persons listed below for election as directors. The information concerning such persons as set out below, is furnished by the individual nominees.

On March 15, 2013, the Board of Directors adopted a Majority Voting Policy. Pursuant to the Majority Voting Policy, in an uncontested election of directors of the Company, director nominees shall be listed individually and shareholders shall be allowed to vote for each director individually and any director nominee in respect of whom a greater number of votes "withheld" than votes "for" are validly cast will promptly submit his or her offer of resignation for the consideration of the Corporate Governance Committee. Promptly following receipt of an offer of resignation arising from the foregoing circumstances, the Corporate Governance Committee will meet to review the matter and make a recommendation to the Board after reviewing the matter. In considering the resignation offer, the Corporate Governance Committee and the Board will consider all factors they deem relevant, including, but not limited to, any stated reasons why shareholders "withheld" votes from the election of the director, the length of service and the qualifications of the director, the director's contributions to the Company and the Board, and the effect any such resignation may have on the Company's ability to comply with any applicable laws or governance rules or policies. The decision of the Board whether to accept or reject a resignation offer will be disclosed to the public. A director who offers his or her resignation pursuant to this policy will not participate in any meeting of the Board of Directors or the Corporate Governance Committee at which the resignation offer is considered. The Majority Voting Policy does not apply in circumstances involving contested director elections.

Information pertaining to the names of the persons to be nominated for election as directors, the positions and offices which they presently hold with the Corporation, their respective principal occupations or employments during the past five years if such nominee is not presently an elected director and the number of shares of the Corporation which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of May 8, 2016 (the record date for the Meeting) is set out below:

Name and Residence of Proposed Directors and Present Offices Held	Date Elected or Appointed a Director	Principal Occupation	Number & Percentage of Shares Owned (Basic)
Robert McLeod ⁽²⁾ British Columbia, Canada <i>CEO, President & Director</i>	July 16, 2009	President, Director and Chief Executive of the Corporation, director of a number of publicly traded resource-based companies, which include Independence Gold Corp, Gold Standard Ventures and RedStar Gold Corp.	951,632 .27%
Michael McPhie ⁽³⁾ <i>Executive Chairman & Director</i>	Jan. 8, 2014	Business Executive. President of Falkirk Resource Consultants Ltd; Managing Director of JDS Gold. Director of Independence Gold Corp. and Strikepoint Gold Ltd.	691,706 ⁽⁴⁾ 0.19%
David Parker ⁽¹⁾⁽³⁾ <i>Director</i>	May 13, 2014	Mining executive. Adjunct Professor and Executive in Residence at Norman B. Keevil Institute of Mining Engineer at the University of British Columbia	54,167 0.15%
Andrew Farncomb ⁽¹⁾⁽²⁾ <i>Director</i>	May 13, 2014	Managing Partner at Cairn Merchant Partners LP and serves as a director of Northern Superior Resources Inc., Canterra Minerals Corporation, Carlin Opportunities Inc. and Group Eleven Resources Ltd.	428,559 ⁽⁵⁾ 0.12%

Name and Residence of Proposed Directors and Present Offices Held	Date Elected or Appointed a Director	Principal Occupation	Number & Percentage of Shares Owned (Basic)
Gernot Wober ⁽²⁾⁽³⁾	Jan. 13, 2016	Vice President Exploration of Osisko Mining Corporation	250,000 0.07%
Duncan Middlemiss ⁽¹⁾	Feb. 9, 2017	President, Chief Executive Officer and a director of Wesdome Gold Mines Ltd.	-

(1) Member of Audit Committee.

(2) Member of Compensation Committee

(3) Member of Corporate Governance Committee

(4) 97,500 shares are owned through family members

(5) Held through Highland Capital Advisors Inc., a holding company that is 100% controlled by Andrew Farncomb

Unless such authority is withheld, the persons named in the form of proxy accompanying this Information Circular intend to vote for the election of the foregoing individuals as directors until the close of the next following annual general meeting of the Shareholders or until their successors are elected.

As a group, the directors and executive officers (including Susan Neale, CFO/133,824) beneficially owned or controlled a total of 2,509,888 Common Shares, or 0.70% of the Corporation's Common Shares based on 358,723,844 Shares being outstanding, as at May 8, 2017 (the record date for the Meeting).

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, and each director and executive officer of the Corporation acts solely in his or her own capacity. All of the proposed nominees are residents in Canada.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the Corporation, no director or executive officer of the Corporation, or a personal holding company of such person is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer ("CEO") or chief financial officer ("CFO") of any company that:

- (a) was subject to a cease trade or similar order to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as a director, CEO or CFO of such company; or
- (b) was subject to a cease trade or similar order to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, CEO or CFO but which resulted from an event that occurred while the director or executive officer was acting in the capacity as director, CEO or CFO of such company.

To the knowledge of the Corporation, no director or executive officer of the Corporation, or a shareholder holding a sufficient number of securities to affect materially the control of the Corporation, or a personal holding company of such person:

- (a) is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or executive officer of any company (including the Corporation) 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

- (b) 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 director or executive officer;
- (c) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (d) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

The Corporation's directors and officers may serve as directors or officers of other companies or have significant shareholdings in other resource companies and, to the extent that such other companies may participate in ventures in which the Corporation may participate, the directors of the Corporation may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Corporation's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. From time to time, several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. The directors of the Corporation are required to act honestly, in good faith and in the best interests of the Corporation. In determining whether or not the Corporation will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Corporation may be exposed and its financial position at that time.

The directors and officers of the Corporation are aware of the existence of laws governing the accountability of directors and officers for corporate opportunity and requiring disclosures by the directors of conflicts of interest and the Corporation will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors and officers. All such conflicts will be disclosed by such directors or officers in accordance with the *Business Corporations Act* (British Columbia) and shall govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

To the best of the Corporation's knowledge, and other than as disclosed above and elsewhere in this Information Circular, there are no known existing or potential conflicts of interest among the Corporation, its subsidiaries, directors and officers or other members of management of the Corporation or its subsidiaries as a result of their outside business interests.

2. REMUNERATION AND APPOINTMENT OF AUDITOR

Davidson & Company LLP, Chartered Accountants, of Vancouver, British Columbia are the auditors for the Corporation. Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the re-appointment of Davidson & Company LLP as the auditor to hold office for the ensuing year at a remuneration, and on terms of engagement, to be fixed by the directors.

Davidson & Company LLP were first appointed as auditor in 2009.

3. ANNUAL APPROVAL OF STOCK OPTION PLAN

The Option Plan is a "rolling 10%" stock option plan pursuant to which up to 10% of the Corporation's issued and outstanding Common Shares from time to time may be reserved for issuance pursuant to stock

options granted or subject to the Option Plan. In accordance with the policies of the TSXV rolling stock options plans must receive shareholder approval annually. Accordingly, at the Meeting, Shareholders will be asked to re-approve the Option Plan.

The Option Plan is intended to provide the Board with the ability to issue options to provide the employees, consultants, officers and directors of the Corporation with long-term equity-based performance incentives which are a key component of the Corporation's executive compensation strategy. The Corporation believes it is important to align the interests of management and employees with shareholder interests and to link performance compensation to enhancement of shareholder value. This is accomplished through the use of options whose value over time is dependent on market value.

The Option Plan incorporates the following terms and conditions;

- (a) The aggregate number of Common Shares which may be issued pursuant to options granted under the Option Plan, unless otherwise approved by shareholders, may not exceed that number which is equal to 10% of the Common Shares of the Corporation issued and outstanding at the time of the grant.
- (b) The number of Common Shares subject to each option will be determined by the Board, provided that the aggregate number of Common Shares reserved for issuance pursuant to options granted:
 - i. to any participant within a 12 month period shall not exceed 5% of the common shares outstanding at the time of the grant;
 - ii. to an optionee conducting investor relations activities or to a consultant within a 12 month period shall not exceed 2% of the common shares outstanding at the time of grant; and
 - iii. to insiders as a group within a 12 month period shall not exceed 10% of the outstanding common shares at the time of grant.

in each case calculated as the date of grant of the option, including all other Common Shares under option to such person at that time.

- (c) The Option Plan contains no vesting requirements, but permits the board of directors to specify a vesting schedule in its discretion, other than options granted to consultants performing investor relations activities which must vest in stages over 12 months with no more than one-quarter vesting in any three month period.
- (d) Under the Option Plan, options are required to have an exercise price no less than the closing market price of the Corporation's shares prevailing on the day that the option is granted less a discount of up to 25%, the amount of the discount varying with market price in accordance with the policies of the TSXV.
- (e) In accordance with good corporate governance practices and as recommended by National Policy 51-201 *Disclosure Standards*, the Corporation imposes black-out periods restricting the trading of its securities by directors, officers, employees and consultants during periods surrounding the release of annual and interim financial statements and at other times when deemed necessary by management and the board of directors. In order to ensure that optionees are not prejudiced by the imposition of such black-out periods, the Option Plan includes a provision (the "**Black-Out Provision**") to the effect that any outstanding stock options with an expiry date that falls during a management imposed black-out period or within five trading days thereafter will be automatically extended to a date that is ten trading days following the end of the black-out period.

- (f) The Option Plan provides that if a change of control (as defined therein) occurs, or if the Company is subject to a take-over bid, all shares subject to stock options shall immediately become vested and may thereupon be exercised in whole or in part by the option holder. The Board of Directors of the Corporation may also accelerate the expiry date of outstanding stock options in connection with a take-over bid.
- (g) The Option Plan contains adjustment provisions with respect to outstanding options in cases of share reorganizations, special distributions and other corporation reorganizations including an arrangement or other transaction under which the business or assets of the Corporation become, collectively, the business and assets of two or more companies with the same shareholder group upon the distribution to the Corporation's shareholders, or the exchange with the Corporation's shareholders, of securities of the Corporation or securities of another company.
- (h) The Option Plan provides that, on the death or disability of an option holder, all vested options will expire at the earlier of one year after the date of death or disability and the expiry date of such options. Where an optionee is terminated for cause, any outstanding options (whether vested or unvested) are cancelled as of the date of termination. If an optionee retires or voluntarily resigns or is otherwise terminated by the Corporation other than for cause, then all vested options held by such optionee will expire at the earlier of (i) the expiry date of such options and (ii) the date which is 90 days (30 days if the optionee was engaged in investor relations activities) after the optionee ceases to be an eligible person under the New Option Plan.
- (i) Options under the option Plan cannot be assigned.

The foregoing is only a summary of the salient features of the Option Plan. A copy of the Option Plan may be inspected at the offices of the Corporation at Suite 1500 – 409 Granville Street, Vancouver, British Columbia during normal business hours and at the Meeting. In addition, a copy of the Option Plan will be mailed, free of charge, to any holder of Common Shares who requests a copy, in writing, from the Corporate Secretary of the Corporation. Any such requests should be mailed to the Corporation, at its head office, to the attention of the Corporation Secretary.

Accordingly, shareholders will be asked at the meeting to consider and, if thought fit, to pass the following resolution to re-approve the Option Plan:

"BE IT RESOLVED as an ordinary resolution that:

1. The Corporation's Stock Option Plan (the "Option Plan") as described in the Corporation's Information Circular dated May 8, 2017, be and it is hereby approved, subject to the acceptance for filing thereof by the TSX Venture Exchange and the grant of options thereunder in accordance therewith, be approved;
2. the number of Common Shares reserved for issuance under the Plan shall be no more than 10% of the Corporation's issued and outstanding share capital at the time of any stock option grant;
3. the Board of the Corporation be authorized to make any changes to the Option Plan as may be required or permitted by the TSX Venture Exchange;
4. any officer or director of the Corporation is authorized and directed to execute and deliver, all such documents and instruments and to do all such acts as, in the opinion of such officer or director, may be necessary or desirable to give effect to this resolution; and
5. Notwithstanding that this resolution has been duly passed by the shareholders of the Corporation, the Option Plan is conditional upon receipt of final approval from the TSX Venture Exchange and the directors of the Corporation are hereby authorized and empowered to revoke this resolution, without any further approval of the shareholders of the Corporation at any time if such revocation is considered necessary or desirable by the directors."

If named as proxy, the Management Nominees intend to vote the Common Shares represented by such Proxy at the Meeting for the approval of the Option Plan, unless otherwise directed in the instrument of Proxy.

As an ordinary resolution must be passed by a simple majority of 50% plus one of the votes cast at the Meeting by the shareholders entitled to vote who are represented in person or by proxy at the Meeting.

OTHER MATTERS

Management knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the Instrument of Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting by proxy.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available under the Corporation's profile on the SEDAR website at www.sedar.com. Financial information relating to IDM Mining Ltd. is provided in the Corporation's comparative financial statements and management discussion and analysis ("MD&A") for the fiscal year ended October 31, 2016. Shareholders may contact the Corporation to request copies of the financial statements and MD&A by: (i) mail to Suite 1500, 409 Granville Street, Vancouver, British Columbia, V6C 1T2; or (ii) fax to (604) 484-7155. The Corporation's Financial Statement Request Form has been provided with the Meeting materials for signature and return by those shareholders who are interested in receiving future copies of these financial statements and MD&A, in accordance with National Instrument 51-102 "Continuous Disclosure Obligations".

APPROVAL

The content and sending of this Information Circular has been approved by the Corporation's board of directors.

DATED at Vancouver, British Columbia, the 16th day of May, 2017.

BY ORDER OF THE BOARD

"Robert McLeod"
CEO and President