

AUGUSTINE VENTURES INC.
141 Adelaide Street West, Suite 520, Toronto, Ontario M5H 3L5
Tel: 416.363.2528 / Fax: 1.866.288.3582

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "Meeting") of the shareholders of Augustine Ventures Inc. (the "Corporation") will be held at the offices of Fogler, Rubinoff LLP, Barristers & Solicitors, 77 King Street West, Suite 3000, Toronto, Ontario, M5K 1G8, on Thursday, July 9, 2015 at 2:00 p.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the fiscal year ended November 30, 2014 together with the report of the auditor thereon;
 2. to elect directors for the ensuing year;
 3. to appoint the auditor for the ensuing year and to authorize the directors to fix their remuneration;
 4. to consider, and if deemed appropriate, to pass with or without variation, a resolution approving the 2015 amendment on the stock option plan of the Corporation; and
 5. to transact such other business as may properly come before the Meeting or any adjournment thereof,
- all as described in the Management Information Circular accompanying this Notice.

The board of directors of the Corporation has fixed the close of business on May 22, 2015 as the record date for the purpose of determining shareholders entitled to receive notice and vote at the Meeting.

Notice-and-Access

This year, the Corporation has determined to deliver this Notice of Meeting, the accompanying Management Information Circular and form of Proxy (collectively the "Meeting Materials") to shareholders by posting the Meeting Materials online in accordance with the notice-and-access notification mailed to shareholders of the Corporation. The use of the notice-and-access procedures under applicable securities laws will reduce the Corporation's printing and mailing costs and is more environmentally friendly as it will help to reduce paper use. To obtain additional information about the notice-and-access provisions, a shareholder may contact the Corporation's transfer agent, TMX Equity Transfer Services at the following toll free number: 1-866-393-4891.

Websites Where Meeting Materials Are Posted

The Meeting Materials can be viewed online under the Corporation's profile on SEDAR at www.sedar.com as well as at <https://noticeinsite.tmxequity.com/AugustineVenturesASM2015> and the Corporation's website at www.augustineventures.com.

Obtaining Paper Copies of Meeting Materials

Shareholders wishing to receive paper copies of the Meeting Materials can request same from TMX Equity Transfer Services by calling toll-free in North America at 1-866-393-4891 or by email at tmxinvestorservices@tmx.com. The Corporation will mail paper copies of the Meeting Materials to requesting shareholders at no cost to them within three business days of their request, if such requests are made before the Meeting.

Voting

Only shareholders of record at the close of business on May 22, 2015 are entitled to notice of and to attend the Meeting or any adjournment or adjournments thereof and to vote thereat.

If you are not attending the Meeting, please sign, date and return the enclosed proxy (registered holders) or voting instruction form (beneficial holders). If you or a person you designate plan to the Meeting, you must appoint that person as proxy to have voting rights at the Meeting.

Registered holders: A proxy will not be valid unless the completed form of proxy is received by TMX Equity Transfer Services, 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1, or by facsimile to (416) 595-9593 on or before 2:00 p.m. (Toronto time) on July 7, 2015, or at least 48 hours, excluding Saturdays, Sundays and holidays, before any adjournment or postponement of the Meeting at which the proxy is to be used. Further information regarding voting for registered shareholders should be reviewed under the heading "Appointment and Revocation of Proxies" in the Management Information Circular.

Beneficial holders: Use the voting instruction form provided by your intermediary (bank, trust company or broker) and return it as early as practicable to ensure that it is transmitted on time. It must be received by your intermediary with sufficient time for them to file a proxy by the deadline noted above. Further information regarding voting for non-registered shareholders should be reviewed under the heading "Voting by Beneficial Shareholders" in the Management Information Circular.

DATED at Toronto, Ontario as of this 1st day of June, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

(signed)
Robert B. Dodds
President and Chief Executive Officer

AUGUSTINE VENTURES INC.
141 Adelaide Street West, Suite 520, Toronto, Ontario M5H 3L5
Tel: 416.363.2528 / Fax: 1.866.288.3582

MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES

This management information circular (the "Circular") is furnished in connection with the solicitation of proxies by the management of Augustine Ventures Inc. ("Augustine" or the "Corporation") of proxies to be used at the Annual and Special meeting (the "Meeting") of its Shareholders to be held on July 9, 2015 at 2:00 p.m. (Toronto Time) on Thursday at the office of Fogler, Rubinoff LLP, Barristers & Solicitors, 77 King Street West, Suite 3000, Toronto, Ontario, M5K 1G8 and at any postponement(s) or adjournment(s) thereof, for the purposes set forth in the accompanying notice of Meeting ("Notice of Meeting"). References in this Circular to the Meeting include references to any postponement(s) or adjournment(s) thereof. It is expected that the solicitation will be primarily by mail, but proxies also may be solicited through other means by directors, officers, employees, consultants and agents of the Corporation. The cost of solicitation by management will be borne by the Corporation.

The board of directors of the Corporation (the "Board") has by resolution fixed the close of business on May 22, 2015 as the record date for the Meeting (the "Record Date") being the date for the determination of the registered holders of common shares of the Corporation ("Common Shares") entitled to notice of and to vote at the Meeting and any adjournment(s) thereof.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are officers and/or directors of the Corporation. **A Shareholder desiring to appoint some other person (who need not to be a Shareholder) to represent him or her at the Meeting has the right to do so:** either by striking out the names of those persons named in the accompanying form of proxy and inserting such person's name in the blank space provided in the form of proxy or by completing another proper form of proxy. A proxy will not be valid unless the completed form of proxy is received by TMX Equity Transfer Services Inc., 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1, or by facsimile to (416) 595-9593 on or before 2:00 p.m. (Toronto time) on July 7, 2014, or at least 48 hours, excluding Saturdays, Sundays and holidays, before any adjournment(s) of the Meeting at which the proxy is to be used. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

As noted in the Notice of Meeting accompanying this Circular, Shareholders may also elect to vote electronically in respect of any matter to be acted upon at the Meeting. Votes cast electronically are in all respects equivalent to, and will be treated in the exact same manner as, votes cast via a paper form of proxy. To vote electronically, interested Shareholders are asked to go to the website shown on the form of proxy and follow the instructions provided. Please note that each Shareholder exercising the electronic proxy voting will need to refer to the control number indicated on their proxy form to identify themselves in the electronic voting system. Shareholder should also refer to the instructions on the proxy form for information regarding the deadline for voting shares electronically. If a Shareholder votes electronically, they are asked to not to return the paper form of proxy by mail or fax.

Shareholder who has given a proxy may revoke it by an instrument in writing executed by the Shareholder or by his or her attorney authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered to the head office of the Corporation, 141 Adelaide Street West, Suite 520, Toronto, Ontario M5XH 3L5, at any time up to 5:00 p.m. (Toronto time) on the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting, prior to the hour of commencement, or, if adjourned, any reconvening thereof or in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

VOTING OF PROXIES

Common Shares represented by properly executed proxies in favour of persons designated in the printed portion of the enclosed form of proxy will be voted for each of the matters to be voted on by Shareholders as described in this Circular or withheld from voting or voted against if so indicated on the form of proxy and in accordance with the instructions of the Shareholder on any ballot that may be called for. In the absence of such election, the proxy will confer discretionary authority to be voted in favour of each matter set out in the form of proxy for which no choice has been specified. The enclosed form of proxy confers discretionary authority upon the persons named therein with

respect to amendments or variations to matters identified in the Notice of Meeting or other matters which may properly come before the Meeting. At the time of printing this Circular, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters that are not now known to management should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgement of the named proxies.

VOTING BY BENEFICIAL SHAREHOLDERS

Only registered Shareholders or duly appointed proxy holders are permitted to vote at the Meeting. Shareholders who do not hold their Common Shares of the Corporation in their own name (referred to herein as “Beneficial Shareholders”) are advised that only proxies from Shareholders of record can be recognised and voted at the Meeting. Beneficial Shareholders who complete and return a form of proxy must indicate thereon the person (usually a brokerage house) who holds their shares as a registered Shareholder. Every intermediary (broker) has its own mailing and delivery procedure, and provides its own return instructions, which should be carefully followed.

If the Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in such Shareholder’s name on the records of the Corporation. Such Common Shares will more likely be registered under the name of the Shareholder’s broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for the Canadian Depository for Securities, which acts as nominee and custodian for many Canadian brokerage firms). Common Shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers/nominees are prohibited from voting shares for their clients. The directors and officers of the Corporation do not know for whose benefit the Common Shares registered in the name of CDS & Co. are held.

Beneficial Shareholders fall into two categories: those who object to their identity being made known to the issuers of securities which they own (“Objecting Beneficial Owners” or “OBOs”) and those who do not object to their identity to be made known to the issuers of the securities they own (“Non-Objecting Beneficial Owners” or “NOBOs”). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from intermediaries. Pursuant to NI 54-101, issuers may obtain and use the NOBO list in connection with any matters relating to affairs of the issuer, including the distribution of proxy related materials directly to NOBOs. The Corporation is not sending Meeting materials directly to NOBOs; the Corporation uses and pays intermediaries and agents to send the Meeting materials. The Corporation does not intend to pay for intermediaries to forward to OBOs under NI 54-101 the Meeting materials, and that in the case of an OBO, the OBO will not receive the Meeting materials unless the OBO’s intermediary assumes the cost of delivery.

In accordance with NI 54-101 and as more particularly outlined below under Notice-and-Access, the Corporation has used the notice-and-access mechanism for distributing copies of the Meeting materials to the clearing agencies and intermediaries for onward distribution to Beneficial Shareholders. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders’ meetings unless the Beneficial Shareholders have waived the right to receive Meeting materials. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided by the Corporation to the registered Shareholders. However, its purpose is limited to instructing the registered Shareholder how to vote on behalf of the Beneficial Shareholders. Should a non-registered Shareholder receiving such a form wish to vote at the Meeting, the non-registered Shareholder should strike out the names of the Management Proxy holders named in the form and insert the non-registered Shareholder’s name in the blank provided. All references to Shareholders in this Circular and the accompanying form of proxy and Notice of Meeting are to Shareholders of record unless specifically stated otherwise.

NOTICE-AND-ACCESS

Pursuant to amendments to NI 54-101 that came into force on February 11, 2013, the Corporation has elected to use the notice-and-access rules available to reporting issuers for meetings that occur on or after March 1, 2013 (the “Notice-and-Access Rules”). Notice-and-Access Rules allow the Corporation to post electronic versions of proxy related materials on a non-SEDAR website, rather than mailing paper copies of the materials, which are available electronically at <https://noticeinsite.tmxequity.com/AugustineVenturesASM2015> and will remain on the website thereafter. The proxy related materials will also be available under the Corporation’s profile on SEDAR at www.sedar.com.

Although this Circular and the Corporation's audited financial statements for the year ended November 30, 2014 together with the auditor's report thereon ("Financial Statements") and management's discussion and analysis for the year ended November 30, 2014 ("MD&A") and its proxy related materials will be posted electronically online as noted above, registered and Beneficial Shareholders will receive paper copies of a "notice package" containing a Notice of Meeting with information prescribed by NI 54-101, form of proxy and supplemental mail list return card for registered and Beneficial Shareholders to request that they be included on the Corporation's supplementary mailing list for receipt of the Corporation's interim financial statements and related management discussion and analysis and/or annual financial statements and related management discussion and analysis for the current financial year.

The Corporation anticipates that notice-and-access will directly benefit the Corporation through a reduction in both postage and material costs and also promotes environmental responsibility by decreasing the large volume of paper documents generated by printing Meeting materials.

Prior to the date of the Meeting, both Registered Shareholders and Beneficial Shareholders may obtain paper copies of the Circular and the Corporation's Financial Statements and MD&A free of charge by contacting TMX Equity Transfer Services toll-free at 1-866-393-4891 (within North America) or by email at tmxinvestorservices@tmx.com. A request for paper copies which are required in advance of the Meeting should be sent so that the request is received by TMX Equity Transfer Services no later than June 30, 2015 in order to allow sufficient time for the Shareholder to receive the paper copies and to return the form of proxy or the voting instruction form to intermediaries/brokers by its due date.

After the date of the Meeting, requests for paper copies of the Meeting materials may be made by email to the Secretary of the Corporation at jvieira@foglery.com. All Meeting materials will be forwarded to Shareholders at the Corporation's expense.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Corporation's authorized share structure consists of an unlimited number of Common Shares without par value. As of the Record Date, the Corporation had 66,929,856 fully paid and non-assessable Common Shares issued and outstanding with each Common Share carrying the right to one vote. The Corporation has no other classes of voting securities outstanding.

To the knowledge of the directors and officers of the Corporation, as of the Record Date, the only Shareholders that beneficially own, control or direct, directly or indirectly, voting securities carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation are as follows:

Name	Number of Common Shares Held	Percentage
CDS & Co ⁽¹⁾	34,026,729	50.84%
Bernard Charles Sherman	7,318,608	10.93%
Robert Brian Dodds ⁽²⁾	7,145,841	10.68%

Note:

- (1) The directors and officers of the Corporation do not know for whose benefit the Common Shares registered in the name of CDS & Co. are held.
- (2) Mr. Dodds holds 1,772,323 Common Shares directly, 4,739,518 Common Shares through Oakville Resources and his spouse holds 634,000 Common Shares.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No director or executive officer of the Corporation, nor any person who had held such a position since the beginning of the last completed financial year end of the Corporation, no Nominee (as defined below), nor any respective associates or affiliates of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise in any matter to be acted upon at this Meeting other than the election of directors.

BUSINESS OF THE MEETING

Financial Statements

The audited financial statements of the Corporation for the fiscal year ended November 30, 2014 together with the auditor's report thereon will be presented for review at the Meeting. No vote by Shareholders is required with respect to this matter.

Copies of the audited financial statements were mailed to those Shareholders who have requested a copy, are also available on the internet under the Corporation's profile at www.sedar.com and at www.augustineventures.com.

Election of Directors

The articles of the Corporation provide for a minimum of three (3) and a maximum of eleven (11) directors. The Corporation has determined that five (5) directors will be elected at the Meeting.

Proxies received in favour of management will be voted FOR the election of the nominees whose names are set forth below, unless the Shareholder has specified in the proxy that his or her shares are to be withheld from voting in respect thereof.

Management does not contemplate that any nominee will be unwilling or unable to serve as director but, should that occur for any reason prior to the Meeting, it is intended that the persons named in the enclosed form of proxy shall reserve the right to vote for another nominee in his or her discretion. Each of the following persons is nominated to hold office as a director until the next annual meeting or until his successor is duly elected, unless his office is earlier vacated in accordance with the by-laws of the Corporation.

Name and Place of Residence	Position with the Company	Director Since	Principal Occupation	Number and percentage of Common Shares beneficially owned, or controlled or directed, directly or indirectly ⁽¹⁾
G. Michael Newman ⁽⁷⁾⁽⁸⁾ Ontario, Canada	Chairman and Director	January 2011	Managing Director of Adevam Investments Inc. and Boardwalk Capital Inc.	1,919,385 ⁽²⁾ or 2.87%
Robert B. Dodds Ontario, Canada	President, Chief Executive Officer and Executive Director	January 2012	President and Chief Executive Officer of the Company	7,145,841 ⁽³⁾ or 10.68%
Rick Bonner ⁽⁸⁾ Ontario, Canada	Director	January 2011	Professional Geologist	987,264 ⁽⁴⁾ or 1.48%
Dexter John ⁽⁷⁾⁽⁸⁾ Ontario, Canada	Director	January 2012	Senior Vice President of Phoenix Advisory Partners	915,938 ⁽⁵⁾ or 1.37%
John Sadowski ⁽⁷⁾ Ontario, Canada	Director	October 2012	Prospector	28,000 ⁽⁶⁾ or 0.04%

Notes:

- (1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled has been furnished by the respective nominees.
- (2) Mr. Newman also holds 1,000,000 stock options and 1,314,885 warrants.
- (3) Mr. Dodds holds 1,772,323 Common Shares directly, 4,739,518 Common Shares through Oakville Resources and his spouse holds 634,000 Common Shares. Mr. Dodds also holds 2,500,000 stock options, 1,102,323 warrants directly and an additional 4,739,518 warrants through Oakville Resources.
- (4) Mr. Bonner also holds 875,000 stock options and 986,764 warrants.
- (5) Mr. John also holds 875,000 stock options and 915,938 warrants.
- (6) Mr. Sadowski also holds 750,000 stock options and 100,000 warrants.
- (7) Member of the Audit Committee.
- (8) Member of the Governance, Compensation and Nominating Committee.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the best of the Corporation's knowledge, no proposed director of the Corporation:

- (a) is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation), that,
 - (i) was subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days (any such order, an "Order") while that person was acting in the capacity as director, chief executive officer or chief financial officer; 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; or
- (b) is, as at the date of this Circular, or has been within the 10 years before the date of this 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
- (c) has, within 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets.

Except for the following:

Mr. Newman resigned as a director of GreenStar Agricultural Corporation ("GreenStar") on September 24, 2014. GreenStar was issued a temporary order by the Ontario Securities Commission (the "OSC") on June 3, 2014 cease trading the common shares of GreenStar. On June 16, 2014 the OSC issued a permanent order cease trading the common shares of GreenStar. The British Columbia Securities Commission issued a cease trade order dated June 4, 2014 against GreenStar. The Alberta Securities Commission issued a cease trade order dated September 15, 2014 against GreenStar. The cease trade orders were issued as a result of the failure of GreenStar in filing its audited financial statements for the year ended December 31, 2013, unaudited interim financial statements of GreenStar for the three month period ended March 31, 2014, accompanying management's discussion and analysis, and related CEO and CFO certifications, as required by applicable securities laws. The cease trade orders remain in effect. On June 3, 2014, the TSX Venture Exchange (the "Exchange") suspended trading of GreenStar's common shares until such time as it accepts a reinstatement application by the company.

To the best of the Corporation's knowledge, no proposed director of the Corporation has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanction imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

Appointment of Auditor

Shareholders of the Corporation will be asked at the Meeting to appoint Collins Barrow Toronto LLP, Chartered Accountants, Collins Barrow Place, 11 King Street West, Suite 700, Toronto, Ontario, M5H 4C7 as auditor of the Corporation to hold office until the close of the next annual meeting of Shareholders of the Corporation and to authorize the directors to fix their remuneration.

Proxies received in favour of management will be voted FOR the appointment of Collins Barrow LLP, Chartered Accountants, as auditor of the Corporation to hold office until the next annual meeting of Shareholders and the authorization of the directors to fix their remuneration, unless the Shareholder has specified in the Proxy that his or her shares are to be withheld from voting in respect thereof.

Stock Option Plan

On July 10, 2014, shareholders of the Corporation approved a fixed stock option plan (the "2014 Plan") enabling the Board of Directors to grant options to employees, directors and officers of the Corporation and persons providing ongoing services to the Corporation.

At the Meeting, Shareholders will be asked to consider and, if deemed appropriate, to pass an ordinary resolution (the "2015 Plan Resolution") to increase the number of options to 13,319,041 Common shares representing approximately 19.9% of the number of issued and outstanding Common Shares of the Corporation (the "2015 Plan").

The purpose of the 2015 Plan is to attract, retain and motivate management, staff, consultants and other qualified individuals by providing them with the opportunity, through share options, to acquire a proprietary interest in the Corporation and benefit from its growth.

The full text of the 2015 Plan is set forth in Schedule "A" to this Circular.

The text of the 2015 Plan Resolution to be submitted to Shareholders at the Meeting is set forth below.

"BE IT RESOLVED THAT:

1. The stock option plan of the Corporation (the "2015 Plan"), substantially in the form attached as Schedule "A" to the Circular, be and is hereby approved and confirmed;
2. The Corporation is hereby authorized to grant stock options pursuant and subject to the terms and conditions of the 2015 Plan entitling option holders to purchase up to 13,319,041 Common Shares, being approximately 19.9% of the number of Common Shares issued and outstanding;
3. The Board of Directors is hereby authorized to make such amendments and modifications to the 2015 Plan from time to time as may be, in its sole discretion, considered appropriate, provided that such amendments and modifications be subject to the approval of all applicable regulatory authorities and the approval of the Shareholders, in each case where required;
4. The Board of Directors may, at its sole discretion, decide not to act on this resolution without further notice to the Shareholders; and
5. Any one director or officer is authorized and directed, on behalf of the Corporation, to take all necessary steps and proceedings and to execute, deliver and file any and all articles of amendment, declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to this ordinary resolution, provided that the Board of Directors may, at its discretion, revoke this ordinary resolution before it is acted upon without further approval of the Shareholders."

In accordance with the provisions of National Instrument 45-106, disinterested Shareholders must approve the proposed increase in the number of Common Shares which may be issued pursuant to the 2015 Plan, such approval being required by a majority of the votes cast at the Meeting in person or by proxy other than votes attaching to securities beneficially owned, or over which control or direction is exercised by, any "insiders" or their "associates" ((as such terms are defined in the *Securities Act* (Ontario)) to whom shares may be issued pursuant to the 2015 Plan. To the knowledge of management, the number of votes attaching to all voting securities of the Corporation that will not be counted for the purposes of determining whether or not the required level of shareholder approval of the adoption of the 2015 Plan has been obtained is 11,721,928 Common Shares.

The Board recommends that Shareholder vote **FOR** the adoption of the 2015 Plan Resolution.

Proxies received in favour of management will be voted FOR the approval of the 2015 Plan, unless the Shareholder has specified in the Proxy that his or her shares are to be voted against the approval of the 2015 Plan.

EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

The Board of Directors establishes executive and senior officer compensation, determines the general compensation structure, policies and programs of the Corporation, including the extent and level of participation in incentive programs. Executive officers do not vote with respect to compensation matters affecting them. All monetary amounts in this section are in Canadian dollars.

The Corporation's overall policy regarding compensation of the Corporation's executive officers is structured to provide competitive salary levels and compensation incentives that support both the short-term and long-term goals of the Corporation, attract and retain suitable and qualified executive management, and establish a compensation framework which is industry competitive. The compensation program consists of the following three components:

Base Salary

Base salaries of executives are determined by referencing salary levels in the industry in which the Corporation operates. The Board of Directors reviews information drawn from a variety of sources, including proxy statements of competitive companies of comparable size and complexity, and when appropriate, surveys conducted by compensation consultants. Criteria included in the determination of salary levels include the individual's experience level, the scope and complexity of the position held, and salaries being paid for similar positions at other Canadian companies of similar size.

Annual Performance Incentive

Bonuses may or may not be paid and are based on the achievement of corporate and individual performance objectives. Individual performance objectives are set at the beginning of the year and aligned with the Corporation's business plan.

Stock Options

The stock option component of the executive compensation package is provided to focus management attention on corporate performance over a period of time longer than one year in recognition of long-term horizons for return on investments and strategic decisions. The level of stock option awards given to each executive is determined by his or her position, his or her potential future contributions to the Corporation and the number and terms of stock option awards previously granted to the executive. All stock option awards are reviewed by the Board of Directors. The Board of Directors determines a meaningful level of award for employees ranging from key employees to the Chief Executive Officer. The level of stock option awards is also influenced by the number of executives and key employees in the current year and the likelihood of grants in future years to executives and key employees since the total number of stock options available under the Corporation's Stock Option Plan is limited.

SUMMARY COMPENSATION TABLE

The following table, sets forth all annual and long-term compensation for services rendered in all capacities to the Company for the fiscal year ended November 30, 2014 in respect of the individuals who were, at November 30, 2014, the Chief Executive Officer and the Chief Financial Officer of the Corporation, and the three most highly compensated executive officers of the Corporation other than the Chief Executive Officer and Chief Financial Officer who were compensated more than \$150,000 (the "Named Executive Officers"):

Name and principal position	Year	Salary (\$) ⁽⁵⁾	Share-based awards (\$)	Option-based awards ⁽⁶⁾ (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Robert B. Dodds ⁽¹⁾⁽²⁾ President & Chief Executive Officer	2014	60,000	-	85,509	-	-	-	-	145,509
	2013	90,000	-	25,000	-	-	-	-	115,000
	2012	22,308	-	15,500	-	-	-	-	57,058
Khurram R. Qureshi ⁽³⁾⁽⁴⁾ Chief Financial Officer	2014	18,000	-	45,605	-	-	-	-	63,605
	2013	27,000	-	10,000	-	-	-	-	37,000
	2012	36,000	-	6,200	-	-	-	-	42,200

- (1) Mr. Dodds was appointed as President and Chief Executive Officer of the Corporation on October 4, 2012. Prior thereto, Mr. Dodds was Chairman of the Corporation.
- (2) Pursuant to an agreement with Oakville Resources ("OR") effective October 4, 2012, OR agreed to provide management services and to provide Mr. Dodds as the President and Chief Executive Officer to the Corporation at the minimum rate of \$10,000 per month (\$120,000 per annum). Mr. Dodds and/or OR is also eligible to receive stock options and performance bonuses at the discretion of the board of directors. The agreement is for one year and at the end of the term, on mutual agreement, the agreement will be extended automatically for successive one year terms with the remuneration being negotiated annually. If the agreement is terminated without cause, the Corporation will pay OR an amount equivalent to 6 months fees in addition to all amounts owing to them. In the event of a change of control of the Corporation which has not been approved by the board of directors, OR will be entitled to 12 months' severance in lieu of notice and in addition, OR shall have the right to invoke said severance pay should OR not wish to provide services to the Corporation after the change of control and also receive all amounts that are owed to them at that point in time.
- (3) Mr. Qureshi was appointed Chief Financial Officer of the Corporation on January 12, 2012.
- (4) Pursuant to an agreement with Mr. Qureshi effective December 1, 2011, Mr. Qureshi (through CQK Chartered Accountants LLP) agreed to act as Chief Financial Officer to the Corporation at the minimum rate of \$3,000 per month (\$36,000 per annum). Mr. Qureshi is also eligible to receive stock options and performance bonuses at the discretion of the board of directors. The agreement is for one year and at the end of the term, on mutual agreement, the agreement will be extended automatically for successive one year terms with the remuneration being negotiated annually. If the agreement is terminated without cause, the Corporation will pay Mr. Qureshi an amount equivalent to 3 months fees in addition to all amounts owing to them. In the event of a change of control of the Corporation which has not been approved by the board of directors, Mr. Qureshi will be entitled to 6 months' severance in lieu of notice and in addition, he shall have the right to invoke said severance pay should he not wish to provide services to the Corporation after the change of control and also receive all amounts that are owed to him at that point in time.
- (5) Effective July 1, 2013, Messrs. Dodds and Qureshi agreed to temporarily forego 50% of their respective monthly fees from that point forward to assist in maintaining the Corporation's capital reserves.
- (6) The fair values for option-based awards was calculated on their respective grant dates using the Black-Scholes option pricing model with the following assumptions:

	2014	2013
Expected volatility range	174.9%	154%
Risk-free rate of return	1.88%	0.97%
Average expected option life	5 years	3 years
Expected dividend yield	0%	0%
Exercise price per share	\$0.065	\$0.10
Market price on date of grant	\$0.060	\$0.10
Fair value range per share of options granted	\$0.057	\$0.035

INCENTIVE PLAN AWARDS

Outstanding Share-based Awards and Option-based Awards

The Corporation has in place a stock option plan for the purpose of attracting and motivating Directors, Officers, Employees and Consultants of the Corporation and advancing the interests of the Corporation by affording such persons the opportunity to acquire an equity interest in the Corporation through rights granted to purchase shares of the Corporation.

The following table presents all outstanding share-based awards and option-based awards held by each of the Named Executive Officers of the Corporation as of November 30, 2014:

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 or vested share-based awards, not paid out or distributed (\$)
Robert B. Dodds	1,000,000	0.10	April 30, 2016	-	-	-	-
	1,500,000	0.065	September 10, 2019	-	-	-	-
Khurram R. Qureshi	400,000	0.10	April 30, 2016	-	-	-	-
	800,000	0.065	September 10, 2019	-	-	-	-

Note:

- (1) Calculated based on the difference between the value of the last trade of the Common Shares of the Corporation as reported by the Canadian Stock Exchange of \$0.05 per share as at November 30, 2014 and the exercise price of each option.

Value vested or earned during the year

The following table provides information regarding the value vested or earned incentive plan awards for each Named Executive Officer of the Corporation as of November 30, 2014:

Name	Option-based awards - Value vested during the year ⁽¹⁾⁽²⁾ (\$)	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
Robert B. Dodds	85,509	-	-
Khurram R. Qureshi	45,605	-	-

Notes:

- (1) Calculated based on the difference between market value of the Corporation's Common Shares on their applicable dates of vesting and the applicable exercise price of options which vested.
- (2) As the market price for all options was less than or equal to their respective exercise prices on their respective vesting dates, the values vested on those dates were zero.

PENSION PLAN BENEFITS

No pension or retirement benefits plans have been instituted and none are proposed at this time.

TERMINATION AND CHANGE OF CONTROL BENEFITS

See notes to the "Summary Compensation Table" above.

COMPENSATION OF DIRECTORS

During the year ended November 30, 2014, directors of the Corporation who were not Named Executive Officers were accrued the aggregate amount of \$58,750 for their services as directors. Directors are each paid or accrued a retainer fee of \$10,000 per year for acting as directors and an additional \$500 for each meeting of the Board or Committee attended in person or \$250 for each meeting held via teleconference. There was no additional compensation for committee membership, however, the chair of each of the board of the directors, the audit committee, the compensation and governance committee are paid an additional \$2,500 retainer per annum. Directors are eligible to participate in the Corporation's stock option plan and would also be eligible to receive a bonus in certain circumstances. Directors who are not officers would be entitled to receive compensation to the extent that they provide services to the Corporation at rates that would be charged by such directors for such services to arm's length parties.

Director Compensation Table

The following table sets out the remuneration summary of the directors who were not Named Executive Officers for the year ended November 30, 2014:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards ⁽¹⁾ (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Rick Bonner	11,250	-	39,904	-	-	-	51,154
Dexter John	14,750	-	39,904	-	-	-	54,654
G. Michael Newman	18,000	-	45,605	-	-	-	63,605
John Sadowski	14,750	-	34,204	-	-	-	48,954

(1) The fair values for option-based awards was calculated on their respective grant dates using the Black-Scholes option pricing model with the following assumptions:

Expected volatility Range	174.9%
Risk-free rate of return	1.88%
Average expected option life	5 years
Expected dividend yield	0%
Exercise price per share	\$0.065
Market price on date of grant	\$0.05
Fair value range per share of options granted	\$0.057

Share-based Awards, Option-based Awards and Non-Equity Incentive Plan Compensation

The following table presents all outstanding share-based awards and option-based awards as at November 30, 2014 for each director of the Corporation who were not 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 or vested share-based awards, not paid out or distributed (\$)
Rick Bonner	175,000	0.10	April 30, 2016	-	-	-	-
	700,000	0.065	September 10, 2019	-	-	-	-
Dexter John	175,000	0.10	April 30, 2016	-	-	-	-
	700,000	0.065	September 10, 2019	-	-	-	-
G. Michael Newman	200,000	0.10	April 30, 2016	-	-	-	-
	800,000	0.065	September 10, 2019	-	-	-	-
John Sadowski	150,000	0.10	April 30, 2016	-	-	-	-
	600,000	0.065	September 10, 2019	-	-	-	-

Note:

(1) Calculated based on the difference between the value of the last trade of the Common Shares of the Corporation as reported by the Canadian Stock Exchange of \$_____ per share as at November 30, 2014 and the exercise price of each option.

Value vested or earned during the year

The table below sets forth information regarding incentive plan awards vested or earned during the year ended November 30, 2014 for each director of the Corporation who were not Named Executive Officers:

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 (\$)
Rick Bonner	-	-	-
Dexter John	-	-	-
G. Michael Newman	-	-	-
John Sadowski	-	-	-

Note:

- (1) Calculated based on the difference between market value of the Corporation's Common Shares on their applicable dates of vesting and the applicable exercise price of options which vested.
- (2) As the market price for all options was less than or equal to their respective exercise prices on their respective vesting dates, values vested on those dates were zero.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth the Corporation's equity compensation plans under which Common Shares are authorized for issuance as at November 30, 2014:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average option price of outstanding options, warrants and rights	Number of securities available for future issuance under equity compensation plans ⁽¹⁾
Equity compensation plans approved by security holders	8,525,000	<u>\$0.08</u>	883,081
Equity compensation plans not approved by security holders	-	-	-
Total	8,525,000	<u>\$0.08</u>	883,081

Note:

- (1) Based on a maximum 9,408,081 stock options available for issuance pursuant to the Corporation's 2014 Plan.

DIRECTOR'S AND OFFICERS' INSURANCE AND INDEMNIFICATION

The Corporation maintains insurance for the benefit of its directors and officers against liability in their respective capacities as directors and officers. The Corporation has purchased in respect of directors and officers an aggregate of \$5,000,000 in coverage. The approximate amount of premiums paid by the Corporation in 2014 in respect of such insurance was \$6,528.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of the date of this Circular, none of the directors or senior officers of the Corporation, nor proposed nominee for election as a director of the Corporation, and no associates or affiliates of any of them, is or has been indebted to the Corporation at any time since the beginning of the Corporation's last completed financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

The Company is unaware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any informed person of the Corporation, any proposed director of the Corporation or any associate or affiliate of any informed person or proposed director, 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 would materially affect the Corporation or any of its subsidiaries.

MANAGEMENT CONTRACTS

Management functions are not performed by a person or persons other than the directors or executive officers of the Corporation.

AUDIT COMMITTEE INFORMATION

National Instrument 52-110 of the Canadian Securities Administrators (“NI 52-110”) requires the Corporation to disclose annually in its management information circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth below. A copy of the Audit Committee Charter is attached as Schedule “B” to this Circular.

Pursuant to the audit committee charter, the Audit Committee is required to consist of at least three (3) directors. As at the date hereof, the audit committee is comprised of three (3) directors: John Sadowski, G. Michael Newman and Dexter John. Mr. Sadowski is the Chairman of the Audit Committee. Messrs. Sadowski, Newman and John all qualify as independent directors as defined in NI 52-110. All members of the Audit Committee are considered to be financially literate.

The following are brief biographies of members of the Audit Committee:

John Sadowski (Chairman)

Mr. Sadowski, who is currently a Director of Anconia Resources Corp., brings over 40 years of mining experience. He has been the President and Director of many junior mining companies in Northern Ontario. Mr. Sadowski has completed prospecting courses at Haileybury School of Mines and at the Ministry of Natural Resources and had his own prospecting company for many years. Mr. Sadowski is a lifetime member of the Prospectors and Developers Association of Canada.

G. Michael Newman

Mr. Newman has over 35 years of senior management and public company experience. Mr. Newman is currently the interim Chairman of Gensource Capital Corporation (TSX-V: GSP) and a member of the Independent Review Committee of Energy Income Fund (TSX: ENI) and Citadel Income Fund (TSX: CTF). Mr. Newman also serves on the Board of Directors of Leo Acquisitions Corp. (TSX-V: LEQ) and AH Capital Corp. Mr. Newman is the founder, and from 1997 to 2009 was the President & CEO of InterRent Estate Investment Trust (TSX: IIP.UN). He is the Managing Director of two family owned merchant banks, Boardwalk Capital Inc. and Adevam Investments Inc.

Dexter John

Mr. John is a graduate of Queen’s University, Faculty of Law. He is currently a Senior Vice President with CST Phoenix Advisors, formerly known as Phoenix Advisory Partners, a leading provider of proxy solicitation and corporate governance advisory services. Mr. John is responsible for business development across Canada. He was also responsible for strategic implementation of the Phoenix Advisory Partners corporate governance platform. In addition, Mr. John has published numerous articles on various industry specific issues such as Say on Pay, ESG, Majority Voting, and Shareholder Rights Plans. He also maintains strong relations with proxy advisory firms on behalf clients as well as interactions with security regulatory authorities with respect to improving industry standards. Mr. John also served as Executive Vice President and General Counsel at Kingsdale Shareholder Services Inc., in which he was responsible for business development across Canada. Prior to joining Kingsdale, Mr. John held various senior positions with Metcalfe & Mansfield Capital Corp. and Coventree Capital, and legal counsel positions with The Investment Dealers Association of Canada, Stikeman Elliott and the Ontario Securities Commission.

External Auditor

The Audit Committee has reviewed the nature and amount of the non-audit services provided by Collins Barrow Toronto LLP (FY2014) and McCarney Greenwood LLP (FY2013), Chartered Accountants to the Company to ensure auditor independence. The aggregate fees billed by the Company’s external auditors in each of the last two fiscal years for audit fees are as follows:

Financial Year Ending	Audit Fees ⁽¹⁾	Audit Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees ⁽⁴⁾
November 30, 2014	\$29,120	nil		nil
November 30, 2013	\$28,560	nil	\$1,500	nil

Notes:

- (1) Fees necessary to perform the annual audit of the Corporation's audited financial statements.
- (2) Includes employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) Includes fees for all tax services other than those included in "Audit Fees" and "Audit Related Fees".
- (4) Fees for non-audit services.

STATEMENT OF CORPORATE GOVERNANCE

The Board of Directors is responsible for overseeing management of the Corporation and determining the Corporation's strategy. Management is responsible for the Corporation's day-to-day operations, proposing its strategic direction and presenting budgets and business plans to the Board of Directors for approval. The Board looks to management to keep it apprised of all significant developments affecting the subject to approval by the Board of Directors. Action by the Board of Directors or Committees may be taken at a regularly held meeting or at a meeting held by conference call or by written consent.

Board of Directors

The Board is responsible for overseeing the management of the Corporation and the conduct of the Corporation's affairs generally. The majority of the Board are independent. As at the date of this Circular, the Board consisted of five (5) members, four (4) of whom, Messrs. G. Michael Newman, Rick Bonner, John Sadowski and Dexter John are independent. The fifth member of the Board, Mr. Robert B. Dodds is not independent as such term is defined in NI 52-110 as he is the President and Chief Executive Officer of the Corporation and is regularly compensated directly from the Corporation for services rendered in such capacity.

Directors are expected to attend board meetings and meetings of the committees on which they serve and to spend the time needed to properly discharge their responsibilities. Throughout the 2014 fiscal year, the Board held a total of (4) formal meetings. The remaining decisions throughout the year were passed by written resolution following informal discussions amongst the directors and management of the Corporation. All independent directors meet without management of the Corporation from time to time to discuss relevant issues.

Present directorships for all the directors are as follows:

Director	Issuers	Issuer Reporting Jurisdiction
G. Michael Newman	Augustine Ventures Inc. Gensource Capital Corp.	Alberta, Ontario, Nova Scotia British Columbia, Alberta, Ontario
Robert B. Dodds	Augustine Ventures Inc.	Alberta, Ontario, Nova Scotia
Rick Bonner	Augustine Ventures Inc. Nevado Resources Corporation	Alberta, Ontario, Nova Scotia British Columbia, Alberta, Ontario, Quebec
John Sadowski	Augustine Ventures Inc. Anconia Resources Corp.	Alberta, Ontario, Nova Scotia British Columbia, Alberta, Ontario, Quebec
Dexter John	Augustine Ventures Inc.	Alberta, Ontario, Nova Scotia

Orientation and Continuing Education

The Corporation does not have a formal orientation or continuing education program for directors. All of the current directors are intimately familiar with the Corporation's business and activities. Directors are provided with access to recent, publicly filed documents of the Corporation and given copies of all Board minutes and corporate governance materials. Directors are encouraged to ask questions and communicate with management and employees to keep themselves current with industry trends and changes in corporate legislation.

Ethical Business Conduct

The Board monitors the ethical conduct of the Corporation and its management and ensures that it complies with applicable legal and regulatory requirements. The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

The Board has a Governance, Compensation and Nominating Committee (the "Committee"), which composed entirely by independent directors include Messrs. Dexter John, Rick Bonner and G. Michael Newman. Mr. John is the Chairman of the Committee. This Committee of the Board shall assist the Board in ensuring it is appropriately constituted in order to meet its fiduciary obligations, including by:

1. selecting qualified nominees to be proposed for election at the next annual meeting of Shareholders; and
2. recommending to the Board qualified candidates suitable to fill vacancies on the Board arising between shareholder meetings.

In carrying out the Committee's responsibilities, the Committee shall:

1. make recommendations to the Board regarding the size and composition of the Board;
2. review the mix of skills and characteristics represented by current Board members;
3. develop and recommend to the Board criteria for Board membership, including such factors as integrity, independence, diversity of experience and leadership;
4. establish procedures for the identification of potential Board members;
5. assist in identifying and interviewing potential Board members;
6. annually recommend to the Board the proposed nominees for election at the Corporation's next annual meeting of Shareholders;
7. recommend to the Board qualified candidates to fill vacancies on the Board arising between shareholder meetings;
8. at least on an annual basis, report to the Board on the foregoing items along with any appropriate recommendations; and
9. review and reassess the corporate governance committee charter and policy annually and recommend changes to the Board as the Committee deems appropriate.

With regard to compensation, this Committee shall have the following duties and responsibilities:

Officers:

- A. Consider and recommend for approval by the Board of Directors the appointment of the Chief Executive Officer and all other Officers of the Corporation;
- B. Review with the Chief Executive Officer management's assessment of existing management resources and plans for ensuring that qualified personnel will be available as required for succession to Officers and other management personnel, and to report on this matter to the Board of Directors at least once each year;
- C. Review and assess annually, in conjunction with the Board of Directors, the performance of the Chief Executive Officer against pre-set specific corporate and individual goals and objectives approved by the Compensation Committee; and
- D. Review with the Chief Executive Officer the annual performance assessments of all other Officers, and to report annually to the Board of Directors on these assessments.

Compensation:

- A. Oversee and recommend for approval by the Board of Directors the Corporation's executive compensation policy and to specifically consider and recommend annually for approval by the independent directors of the Board of Directors all forms of compensation for the Chief Executive Officer;
- B. Review the Company's annual report on executive compensation for inclusion in the Corporation's public disclosure documents, in accordance with applicable rules and regulations;
- C. Review with the Chief Executive Officer any proposed major changes in organization or personnel; and
- D. Review any proposed major changes in the Company's benefit plans except for the Corporation's pension plans, and recommend for approval any change requiring Board of Directors action.

Regarding corporate governance, this Committee shall be responsible for all matters of corporate governance including, but not limited to:

- a. Monitoring the performance of the Corporation, its Chief Executive Officer and its senior management to ensure that the affairs of the Corporation are conducted in an ethical and moral manner;
- b. Developing with management a set of corporate governance principles for the Corporation, monitoring the Corporation's approach to corporate governance issues, and evaluate its practices with regard to their conformity with the laws, regulations and listing requirements to which the Corporation is subject;
- c. Reviewing and approving such continuous and material disclosure documents relating to corporate governance as may be required in conformity with the laws, regulations and listing requirements to which the Corporation is subject, or as determined by the Board from time to time;
- d. Reviewing related party transactions;
- e. Adopting a code of business conduct for the Corporation that governs the behaviour of such directors, officers and employees of the Corporation and monitoring compliance with such code;
- f. Developing criteria governing the size and overall composition of the Board for recommendation to the Board;
- g. Recommending to the Board candidates for election or appointment as directors in consultation with the Chair and the Chief Executive Officer;
- h. Monitoring the membership of the Board to ensure that qualifications under any applicable laws are maintained and situations of conflict of interest are avoided;
- i. Recommending to the Board the allocation of Board members to each of the committees of the Board;
- j. Coordinating any agenda issues raised by any committee of the Board or any Board member;
- k. Overseeing on an annual basis the evaluation of the performance and effectiveness of the Board and each of its committees, in consultation with the Chief Executive Officer;
- l. Reviewing annually the structure of the Board and the Committees of the Board as well as reviewing annually the Committee Chairmen and the mandate of each Committee;
- m. Recommending an appropriate communication process between the Board and Management;
- n. Reviewing on a regular basis the Corporation's corporate compliance disclosure processes and programs, including its communications policy;
- o. Reviewing the meaningfulness and timeliness of support, information and documentation from Management; and
- p. Recommending proper compensation for Directors.

Assessments

Annually, the Board and its members will survey the effectiveness of the Board and its committees, including the operation of the Board, the Board structure, the adequacy of information provided to directors, and the effectiveness of the Chair in managing the meetings of the Board and the strategic direction of the Corporation.

The Chair or the corporate governance committee shall also evaluate on an annual basis the performance and contribution of each director on a variety of topics, including strategic insight, participation and accountability, in order to provide them with constructive feedback to help them improve their performance. The Chair will share with the committees

responsible for corporate behaviour and governance matters the results of this evaluation and discussion. Furthermore, Board members shall be evaluated on an annual basis by their peers.

ADDITIONAL INFORMATION

Additional information relating to the Corporation and the Corporation's annual financial statements and MD&A for its most recently completed financial year is available on the SEDAR website at www.sedar.com or by written request to the Corporate Secretary of the Corporation, 77 King Street West, Suite 3000, P.O. Box 95, TD Centre North Tower, Toronto, ON M5K 1G8 by mail, facsimile (1-416-941-8852) or telephone (1-416-941-8829) to request copies of the Corporation's financial statements and MD&A.

OTHER MATTERS

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this Circular.

The contents of this Circular and its distribution to Shareholders have been approved by the Board of the Corporation.

DATED at Toronto, Ontario as of this 1st day of June, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "*Robert B. Dodds*"

President and Chief Executive Officer

SCHEDULE "A"

AUGUSTINE VENTURES INC. (THE "COMPANY") 2015 STOCK OPTION PLAN

DEFINITIONS

As used herein, the following terms shall have the following meanings:

- (a) "**Associate**" shall have the meaning ascribed to that term in the *Securities Act* (Ontario);
- (b) "**business day**" means a day other than a Saturday, Sunday or any other day which is a statutory holiday in the Province of Ontario;
- (c) "**Common Shares**" means the common shares in the capital of the Company;
- (d) "**Insider**" shall have the meaning ascribed to that term in Part VI of the *Company Manual* of the Toronto Stock Exchange, as same is amended from time to time or interpreted or modified in any Toronto Stock Exchange Staff Notice or other published policy document of the Toronto Stock Exchange, provided that, if at any time the Common Shares are not then listed on the Toronto Stock Exchange, "**Insider**" will mean:

an insider as defined in the *Securities Act* (Ontario), other than a person who falls within that definition solely by virtue of being a director or senior officer of a subsidiary of the Company; and

an Associate of any person who is an insider by virtue of (i);
- (e) "**Outstanding Issue**" means the aggregate number of Common Shares that are outstanding immediately prior to the share issuance in question, excluding Common Shares issued pursuant to Share Compensation Arrangements over the preceding one-year period;
- (f) "**Securities Act (Ontario)**" means the *Securities Act*, R.S.O. 1990, c. S.5, as amended;
- (g) "**Senior Officer**" shall have the meaning ascribed to that term in the *Securities Act* (Ontario);
- (h) "**Share Compensation Arrangements**" means a stock option, stock option plan, employee stock purchase plan or any other compensation or incentive mechanism involving the issuance or potential issuance of Common Shares from treasury to one or more Service Providers, including a share purchase from treasury which is financially assisted by the Company by way of a loan, guarantee or otherwise; and
- (i) "**Subsidiary**" shall have the meaning ascribed to that term in the *Securities Act* (Ontario).

PURPOSE OF THE PLAN

The purpose of the Plan is to provide the Company and its subsidiaries with a share-related mechanism designed to develop and increase the interest in the growth and development of the Company and its subsidiaries of those Service Providers as may from time to time be granted options under the Plan by providing to them the opportunity to acquire a proprietary interest in the Company through the purchase of Common Shares.

IMPLEMENTATION

The establishment of the Plan was approved by the Board of Directors of the Company (the "Board"), and the shareholders of the Company.

ADMINISTRATION

The Plan will be administered by the Board or the Compensation Committee or other committee or persons appointed by the Board (the "Committee"). References herein to the "*Board*" are deemed to be references to the "*Board*" or the "*Committee*", as the case may be. Subject to the provisions of the Plan, the Board is authorized in its sole discretion to make such determinations under, and such interpretations of, and to take such steps and actions in connection with the

proper administration of the Plan and to impose, amend or revoke such rules and regulations concerning the granting of options pursuant to the Plan as it, in its sole discretion, may deem necessary or advisable. No member of the Board will be liable for any action or determination taken or made in good faith with respect to the Plan or any options granted thereunder and each such member shall be entitled to indemnification by the Company with respect to any such action or determination in the manner provided for by the Board. Any determination approved by a majority of the members of the Board will be deemed to be a determination of that matter by the Board. Members of the Board may be granted options under the Plan.

NUMBER OF SHARES DEDICATED TO THE PLAN

Options shall not be granted under the Plan with respect to any class of shares in the capital of the Company other than Common Shares. The aggregate number of Common Shares subject to options under the Plan shall not exceed 13,319,041 Common Shares or such greater number as may be approved from time to time in accordance with Section 10 hereof. All options granted under the Plan will conform to all applicable provisions prescribed by the Plan and to such specific terms and conditions as may be determined by the Board at the time of making each such grant. The granting of any option must, in order to become effective and binding on the Company, be authorized or approved by the Board. Common Shares in respect of which an option is granted under the Plan or Former Plans, but not exercised prior to the termination of such option, whether through lapse of time or otherwise, shall be available for options thereafter granted by the Board under the Plan. All Common Shares issued pursuant to the due exercise of options granted under the Plan will be so issued as fully paid and non-assessable shares.

ELIGIBILITY FOR OPTIONS

The persons who will be eligible to be granted options pursuant to the Plan ("Eligible Participants") will be such Service Provider as the Board shall from time to time determine, in its sole discretion, or the personal holding Company controlled by any such Service Provider, the issued and outstanding voting shares of which are, and will continue to be, beneficially owned, directly or indirectly, by such individual Eligible Participant and/or the spouse, children and/or grandchildren of such individual Eligible Participant, or the registered retirement savings plan established for the sole benefit of any such Service Provider. In determining the options to be granted to Eligible Participants under the Plan, the Board will give due consideration to the value of each such person's present potential contribution to the Company's (or any subsidiary of the Company's) success and to the recommendation, if any, in that regard of the compensation committee, if any, of the Board.

GRANTING OF OPTIONS

Subject to the provisions herein set forth and after reviewing any recommendations from time to time made by the compensation committee, if any, of the Board, the Board shall, in its sole discretion, select the Eligible Participants to whom options under the Plan may be granted (herein sometimes referred to as the "Optionees"), the number of Common Shares to be optioned to each of them, the date or dates on which such options should be granted and the terms and conditions within the limits prescribed in Section 10 hereof attaching to each such option. In addition: (i) the number of securities issued to any one individual pursuant to the Plan and all other Share Compensation Arrangements, within any 12 month period, shall not exceed 5% of the Outstanding Issue; (ii) the number of securities issued to consultants pursuant to the Plan and all other Share Compensation Arrangements, within any 12 month period, shall not exceed 2% of the Outstanding Issue; and (iii) the number of securities issued to investor relations pursuant to the Plan and all other Share Compensation Arrangements, within any 12 month period, shall not exceed 2% of the Outstanding Issue.

The granting of an option under the Plan to an Eligible Participant shall neither entitle nor preclude such Eligible Participant from being subsequently granted one or more additional options to purchase Common Shares under the Plan.

TERMS AND CONDITIONS OF THE OPTIONS

The terms and conditions of each option granted under the Plan shall be set forth in an option agreement (an "Option Agreement") to be entered into between the Company and each Optionee, such agreement to be in such form as may from time to time be approved by the Board. To the extent that the terms of the Plan and any Option Agreement are inconsistent, the terms of the Plan shall govern. The Option Agreement shall include the following terms and conditions as well as such other terms and conditions not inconsistent with the Plan as may be deemed advisable by the Board:

- (j) Number of Shares - The Board shall, in its sole discretion, fix the aggregate number of Common Shares which are the subject of the option so granted.

- (k) Option Price - The Board shall fix the option price per Common Share which shall not be less than the market price in Canadian dollars on the Toronto Stock Exchange of the Common Shares at the time of the granting of such option. For the purposes of this subparagraph 1(k), "market price" of the Common Shares shall mean the closing market price on the Toronto Stock Exchange one trading day prior to the effective date on which the option is granted by the Board and if there is no sale on such trading day, then the last closing market price on the Toronto Stock Exchange prior to the effective date on which the option is granted. If the Common Shares are not then traded on the Toronto Stock Exchange, "market price" of the Common Shares shall mean the closing market price on such public market on which the Common Shares are then traded, as selected by the Board, in its sole discretion, one trading day prior to the effective date on which the option is granted by the Board and if there is no sale on such trading day, then the last closing price on such public market prior to the effective date on which the option is granted. If the Common Shares are not then traded on any public market, the Board in its sole discretion shall determine the "market price" at the time of grant.
- (l) Payment - The full purchase price of the Common Shares purchased upon the exercise of the option shall be paid for in cash or by certified cheque or bank draft upon the exercise thereof. An Optionee who is not already a shareholder of the Company shall have none of the rights of a shareholder of the Company until Common Shares issuable pursuant to the exercise of an option granted to an Optionee are issued to such Optionee.
- (m) Vesting - Subject to subsection 1(s) of this Section 0, the Board shall determine, at the time of granting an option to an Optionee pursuant to the Plan, the maximum number of Common Shares that may be exercised by such Optionee in each year or other period during the term of the option.
- (n) Term of Option - The term of the option shall not be for less than one year and not more than 10 years from the date the option is granted, subject always to subsections (p), (q), (r) and (s) of this Section 0; provided that, notwithstanding the foregoing or anything else to the contrary in the Plan, if the term of any option granted under the Plan ends on a day occurring within a Blackout Period (as defined below) or within seven business days thereafter, such option shall continue to be exercisable under the terms of the Plan up to 5:00 p.m. (Toronto time) on the seventh business day following the end of such Blackout Period.
- (o) For the purposes hereof, "Blackout Period" means the time period, referred to as the "blackout period", determined by the Company under its Confidentiality of Material Information and Restrictions on Trading Securities of the Company Policy (or any successor thereto or replacement thereof) pursuant to which Insiders will be prohibited from trading in the securities of the Company, which policy currently provides for a Blackout Period: (A) commencing on the first day of the month following the end of a quarter and ending on the day after the issuance of the press release in respect of the financial results for such quarter; and (B) of one business day after the issuance of any other press release by the Company. For greater certainty, Blackout Period shall not include any period in which there is a prohibition on trading in securities of the Company as a result of a cease trade or other order of any securities commission or regulatory authority.
- (p) Death of Optionee - In the event of the death of an Optionee while a Service Provider prior to 5:00 p.m. (Toronto time) on the expiry date of the option (the "Expiry Date"), the option may be exercised, as to all or any of the Common Shares forming the subject matter of such option in respect of which such Optionee would have been entitled to exercise the option hereunder at the time of the death of such Optionee if such Optionee had survived, by the legal representatives of such Optionee at any time up to and including, but not after, 5:00 p.m. (Toronto time) on the date which is the first anniversary of the date of death of such Optionee or the Expiry Date, whichever is the earlier, after which the option shall in all respects cease and terminate and be of no further force or effect whatsoever as to such of the Common Shares in respect of which such option had not been previously exercised. The provisions of this subsection 1(p) shall apply, in the case of an Optionee that is the personal holding Company controlled by, or a registered retirement savings plan established by, a Service Provider, in the event of the death of such Service Provider, *mutatis mutandis*.
- (q) Discharge of Optionee - In the event of the discharge of an Optionee as an employee of the Company or a subsidiary of the Company by reason of a wilful and substantial breach of such Optionee's employment or service duties prior to 5:00 p.m. (Toronto time) on the Expiry Date, all options granted to such Optionee under the Plan shall in all respects forthwith cease and terminate and be of no further force or effect whatsoever as to such of the Common Shares in respect of which such option had not previously

been exercised, upon notice of such discharge being given by the Company or subsidiary of the Company to such Optionee. For the purposes of the Plan, the determination by the Company that such Optionee was discharged as an employee of, or service provider to, the Company or a subsidiary of the Company by reason of a wilful and substantial breach of such Optionee's employment or service duties shall be binding upon such Optionee. The provisions of this subsection 1(q) shall apply, in the case of an Optionee that is the personal holding Company controlled by, or a registered retirement savings plan established by, a Service Provider, in the event of the discharge of such Service Provider, *mutatis mutandis*.

(r) Resignation, Removal or Termination of Employment of Optionee - In the event of the resignation, removal or termination of employment or service of an Optionee other than in the circumstances referred to in subsections (p) and (q) above, such that the Optionee is no longer an Eligible Participant, such Optionee may exercise each option then held by such Optionee under the Plan to the extent that such Optionee was entitled to do so at the time of such resignation, removal or termination of employment or service, at any time up to and including, but not after, 5:00 p.m. (Toronto time) on the 90th day (or such later day as the Board in its sole discretion may determine) following the effective date of resignation, removal or termination of employment or service, or the Expiry Date, whichever is earlier, after which the option shall in all respects cease and terminate and be of no further force or effect whatsoever as to such of the Common Shares in respect of which such option had not been previously exercised. The provisions of this subsection 1(r) shall apply, in the case of an Optionee that is the personal holding Company controlled by, or a registered retirement savings plan established by, a Service Provider, in the event of the resignation, removal or termination of employment or service of such Service Provider other than in circumstances referred to in subsections (p) and (q) above, *mutatis mutandis*.

(s) Sale, Arrangement and Take-over Bid - As used in this subsection 1(s):

"**Arrangement**" means any merger, arrangement, amalgamation or other similar form of business combination transaction involving the Company, other than with a wholly-owned subsidiary of the Company, under circumstances such that, following the completion of such transaction, there is a Change in Control of the Company;

"**Change in Control**" means, in relation to the Company or any successor or resulting company or other entity, circumstances under which Control of the Company or any successor or resulting company or other entity is changed from one person or group of persons to another person or group of persons, other than to a person or persons not dealing at arm's length with the person(s) exercising Control of the Company immediately prior to such circumstances occurring;

"**Control**" means the possession, directly or indirectly, through one or more intermediaries or otherwise, of the power to elect a majority of directors and/or to direct or cause the direction of the management or policies of the Company, whether through the ownership of voting securities, by contract or in any other manner whatsoever;

"**Offeror**" has the meaning ascribed to that term in the *Securities Act* (Ontario);

"**Take-over Bid**" means a take-over bid, as defined in the *Securities Act* (Ontario), which is a "formal bid" as defined in such Act, and which is made:

for all of the issued and outstanding Common Shares in the capital of the Company; or

for all of the issued and outstanding Common Shares in the capital of the Company other than:

- (i) those Common Shares in the capital of the Company which are then owned by the offeror under such Take-over Bid; and/or
- (ii) those Common Shares in the capital of the Company which the offeror under such Take-over Bid then otherwise has, directly or indirectly, the right to acquire; and

"**Sale**" means the sale of all or substantially all of the assets of the Company as an entirety or substantially as an entirety to any person or entity (other than a wholly-owned subsidiary of the Company) under circumstances such that, following the completion of such sale, the Company will cease to carry on an active business, either directly or indirectly through one or more subsidiaries.

If:

- (1) the Company shall enter into an agreement providing for a Sale or an Arrangement; or
- (2) a Take-over Bid shall be made,

the Board may, at any time thereafter, authorize the Company to give a notice in writing to each Optionee advising such Optionee that, notwithstanding any other provision of the Plan, all options granted to such Optionee under the Plan will expire on the date determined by the Board as specified in such notice (provided that the date determined by the Board as specified in such notice shall not increase the term of any option granted under the Plan), which date shall in no event be later than the earlier of:

- a. 60 days following the date of such notice; and
- b. in the case of the Company having entered into an agreement providing for a Sale or an Arrangement, one business day prior to the date on which the Sale or Arrangement provided for in such agreement is completed, or, in the case of a Take-over Bid having been made, one business day prior to the date on which there shall have been taken up by the offeror thereunder at least 90% of the total number of the issued and outstanding Common Shares in the capital of the Company in respect of which such Take-over Bid is being made and, for this purpose, all Common Shares in the capital of the Company in respect of which such Take-over Bid is made which are owned by the offeror at the expiry of such Take-over Bid shall be deemed to have been taken up pursuant to such Take-over Bid.

In the event that such a notice is given by the Company (the "**Company Notice**"), each Optionee shall have the right, on such terms and conditions as may be prescribed in such notice, to exercise up to the time that such Optionee's option expires, after giving effect to such notice, all options then held by such Optionee under the Plan in respect of up to all of the Common Shares which could have been purchased by such Optionee on a full exercise of all such options. Notwithstanding any other provision contained in the Plan, if such Optionee so elects to exercise such Optionee's option in accordance with this subsection, the Optionee shall have the right (which right may be exercised by the Optionee in its sole discretion) to elect to have the Company pay to any such Optionee on the payment date set out in the Company Notice cash (in lieu of the Common Shares which the Company would otherwise be required to issue) in an amount equal to the result obtained by multiplying the amount, if any, by which the market price per Common Share in Canadian dollars on the date of completion of the Sale, Arrangement or Take-over Bid, as the case may be, exceeds the option price, by the number of Common Shares then remaining unsubscribed for under all options then held by such Optionee under the Plan which could have been purchased by such Optionee on a full exercise of all such options; and, if a Sale, Arrangement or Take-over Bid is completed, the market price for the purposes of calculating the amount of such cash payment to be made by the Company shall be the same as the value of the consideration paid per Common Share under the Sale, Arrangement or Take-over Bid, as applicable. The payment of cash by the Company pursuant to this subparagraph 8(i) shall be net of any applicable withholding taxes or other deductions required by law.

In the event that the Board determines, in good faith, that the Sale, Arrangement or Take-over Bid, as the case may be, will not be completed, the exercise of any option hereunder (whether resulting in the issuance of Common Shares or the payment of cash by the Company in satisfaction thereof) shall be terminated and, in such event, any cash paid by (or to) the Optionee to (or from) the Company in respect thereof will be returned to the payor and the option shall thereafter continue to be exercisable by the Optionee in accordance with its terms (including vesting).

- (t) Non-Assignability of Option - Each option granted under the Plan shall be non-assignable by the Optionee.
- (u) Exercise of Option - Subject to the provisions of the Plan, an option granted under the Plan shall be exercised from time to time by the Optionee, or in the event of death by his legal representatives, by giving notice in writing addressed to the Company at its registered and principal office in the City of Toronto, to the attention of the Secretary of the Company, specifying the number of Common Shares forming the subject matter of such option in respect of which such notice is being given, together with payment (by cash, certified cheque or bank draft) in full of the purchase price of the Common Shares

being purchased.

ADJUSTMENTS IN EVENT OF CHANGE IN STRUCTURE OF CAPITAL

Appropriate adjustments in the number of Common Shares and in the option price per Common Share, relating to options granted or to be granted, shall be made by the Board in its sole discretion to give effect to adjustments in the number of Common Shares resulting, subsequent to the approval of the Plan, from any subdivisions, consolidations or reclassifications of the Common Shares, the payment of stock dividends by the Company or other relevant changes in the capital structure of the Company. Any such adjustments shall be subject to the approval thereof, to the extent required, by such stock exchanges on which the Common Shares are then listed for trading.

AMENDMENT OR DISCONTINUANCE OF PLAN

- (a) Subject to regulatory approval, the approval of any stock exchange on which the Common Shares are then listed for trading and the limitations set out in subsections 10(b) and (c) hereof, the Board may, by resolution, amend, vary or discontinue the Plan, or any agreement or entitlement subject to the Plan, at any time without notice to or approval of the shareholders of the Company, including, without limitation, for the purpose of:
- (i) changing the class of persons who will be eligible to be granted options pursuant to the Plan (other than as provided for in subsection 10(b) hereof) and the authority of the Board in respect of the grant of options under the Plan;
 - (ii) ensuring continuing compliance with applicable laws and regulations and the requirements or policies of any governmental or regulatory authority, securities commission or stock exchange having authority over the Company or the Plan;
 - (iii) changes of a "housekeeping", clerical, technical or stylistic nature, including, without limitation, eliminating any ambiguity, error or defect, supplying any omission or correcting or supplementing any provision contained in the Plan or in any agreement subject to the Plan which may be incorrect or incompatible with any other provision of the Plan or such agreement;
 - (iv) changing the method of determining the option price for options granted pursuant to the Plan, provided that the option price shall not in any case be lower than the "market price" of a Common Share, as that term (or any successor term) is interpreted and applied by the Toronto Stock Exchange;
 - (v) changing the following terms governing options under the Plan: (A) vesting terms (including the acceleration of vesting); (B) exercise and payment method and frequency; (C) transferability or assignability, other than as provided for in subsection 10(b) hereof; (D) to fairly or properly take into account a Sale, Arrangement or Take-over Bid; (E) adjustments required in the circumstances of one of the events referred to in Section 9 hereof; and (F) the effect of termination (for whatever reason) of the Optionee's employment or service;
 - (vi) determining that any of the provisions of the Plan or any agreement subject to the Plan concerning the effect of termination (for whatever reason) of the Optionee's employment, service or consulting agreement/arrangement or cessation of the Optionee's directorship or office, shall not apply for any reason acceptable to the Board;
 - (vii) changing the terms and conditions of any financial assistance which may be provided by the Company to the Optionees to facilitate the purchase of Common Shares, or adding or removing any provisions providing for such financial assistance;
 - (viii) adding a cashless exercise feature, payable in cash or securities, provided same includes a full deduction of the number of underlying Common Shares from the Plan reserved under Section 5 hereof;
 - (ix) providing for the granting of non-equity based kinds of awards under the Plan, including, without limitation, stock-appreciation rights;
 - (x) adding or amending provisions necessary for options under the Plan to qualify for favourable tax treatment to Optionees and/or the Company under applicable tax laws;

- (xi) changing any terms relating to the administration of the Plan; and
 - (xii) any other amendment, whether fundamental or otherwise, not requiring shareholder approval under applicable law (including, without limitation, the rules and policies of the Toronto Stock Exchange and of any other stock exchange or market having authority over the Company or the Plan).
- (b) Subject to regulatory approval, the approval of any stock exchange on which the Common Shares are then listed for trading and the limitations set out in subsection 10(c) hereof, the Board may, by resolution, amend, vary or discontinue the Plan, or any agreement or entitlement subject to the Plan, at any time for the following purposes, provided that any such amendment, variance or discontinuance will not become effective unless and until approved by a majority of the votes cast by shareholders of the Company, in person or by proxy, at a meeting of shareholders:
- (i) any increase in the maximum number of Common Shares issuable under the Plan as provided for in Section 5 hereof or any change from a fixed maximum number of Common Shares issuable under the Plan to a fixed maximum percentage;
 - (ii) any reduction in the option price of an outstanding option held by an Insider except for the purpose of maintaining option value in connection with an adjustment provided for under Section 9 hereof (for this purpose, the cancellation or termination of an option of an Optionee prior to expiry of the option term for the purpose of reissuing an option to the same Optionee with a lower exercise price shall be treated as an amendment to reduce the option price of an option);
 - (iii) any extension of the option term of an option held by an Insider (except where the date of the expiry of the option term would have fallen within a Blackout Period (as defined in subsection 8(e) hereof));
 - (iv) any increase to the limit on the numbers of securities issued or issuable to Insiders set out in section 7 hereof; and
 - (v) any other amendment requiring shareholder approval under applicable law (including, without limitation, under the rules and policies of the Toronto Stock Exchange and of any other stock exchange or market having authority over the Company or the Plan);

provided further that, in the case of any amendment or variance referred to in sections 10(b)(ii) and (iii) above, Insiders who directly benefit from such amendment or variance will not have the votes attaching to the Common Shares or other securities of the Company held, directly or indirectly, by them counted in respect of the required approval of the shareholders of the Company.

- (c) Notwithstanding anything herein to the contrary, no amendment, variance or discontinuance of the Plan, or any agreement or entitlement subject to the Plan, may be made, without the prior written consent of the Optionee, if the Board determines that the effect thereof is to impair, derogate from or otherwise materially and adversely affect any option previously granted to such Optionee under the Plan.

MISCELLANEOUS

Nothing contained in the Plan nor in any option granted thereunder shall be deemed to give any Optionee any interest or title in or to any shares of the Company or any rights as a shareholder of the Company or any other legal or equitable right against the Company whatsoever other than as set forth in the Plan and pursuant to the exercise of any option.

The Plan does not give any Optionee or any employee of, or service provider to, the Company or any of its subsidiaries the right or obligation to or to continue to serve as a Service Provider. The awarding of options to any Eligible Participant is a matter to be determined solely in the discretion of the Board. The Plan shall not in any way fetter, limit, obligate, restrict or constrain the Board with regard to the allotment or issue of any shares or any other securities in the capital of the Company or any of its subsidiaries other than as specifically provided for in the Plan.

No fractional Common Shares shall be issued upon the exercise of options granted under the Plan and, accordingly, if an Optionee would otherwise become entitled to a fractional Common Share upon the exercise of an option, such Optionee shall only have the right to purchase the next lowest whole number of Common Shares and no payment or other adjustment shall be made with respect to the fractional interest so disregarded.

BINDING EFFECT

The Company and every Optionee shall be bound by the terms and conditions of the Plan.

COMPLIANCE WITH APPLICABLE LAW

If any provision of the Plan or any agreement entered into pursuant to the Plan contravenes any law or any order, policy, by-law or regulation of any regulatory body or stock exchange having authority over the Company or the Plan, then such provision shall be deemed to be amended to the extent required to bring such provision into compliance therewith.

SCHEDULE "B"

AUGUSTINE VENTURES INC. CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

The Board of Directors (the "Board") of Augustine Ventures Inc. (the "Company") has established an Audit Committee (the "Committee") comprised of at least three directors appointed by the Board. The membership qualifications, authority, responsibility and specific duties of the Committee are described below:

1.0 Membership Qualifications

The majority of the Directors on the Committee must be unrelated and independent of management. To be considered unrelated, a director must satisfy the definition of "unrelated" as amended from time to time by any applicable laws and regulations. In addition, the directors should not directly or indirectly receive compensation from the Company or any of its affiliates (including fees paid directly or indirectly for any consulting or any legal, financial or other advisory services), other than director's fees for service as a member of the Board and any committees thereof.

Under applicable laws, an "unrelated director" is a director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with a view to the best interests of the Company, other than interests and relationship arising from shareholding.

Additionally, each member of the Audit Committee shall be financially literate and furthermore, at least one member of the Committee at all times from time to time should have an accounting or related financial expertise. For the purposes hereof, "financial literacy" is the ability to read and understand a balance sheet, and income statement and a cash flow statement. Furthermore, "accounting or related financial expertise" is the ability to analyze and interpret a full set of financial statements, including the notes attached thereto, in accordance with Canadian generally accepted accounting principles.

Committee members shall serve until their successors shall be duly designated and qualified. Any member may be removed at any time, with or without cause, by a majority of the Board then in office. Any vacancy in the Committee occurring for any cause may be filled by a majority of the Board then in office.

The Committee's chairperson shall be designated by the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee. The Committee may form and delegate authority to subcommittees when appropriate.

2.0 Authority

The Board of Directors has granted the Committee the authority herein provided, as well as the authority to investigate any activity of the Company and its subsidiaries. The Committee has been, and shall be, granted unrestricted access to all information and all employees have been, and shall be, directed to cooperate as requested by members of the Committee. The Committee has the authority to retain, at the Company's expense, persons having special competencies (including, without limitation, legal, accounting or other consultants and experts) to assist the Committee in fulfilling its responsibilities.

3.0 Purpose and Responsibilities

The primary responsibility for financial and other reporting, internal controls, and compliance with laws and regulations, and ethics rests with the management of the Company. Additionally, in discharging its duties the independent auditor is ultimately accountable to the Board of Directors and the audit committee is representative of the shareholders of the Company. The Committee's primary purposes are to assist the Board in (a) its oversight of the integrity of the Company's financial statements, (b) the Company's compliance with legal and regulatory requirements and corporate policies and controls, (c) the independent auditor's selection, retention, review of qualifications and review of independence and (d) to prepare the "Report of the Audit Committee" to be included in the Company's annual proxy circular.

The Committee will assist the Board by reviewing the financial information that will be provided to the shareholders and

others, the systems of internal controls that management and the Board of Directors have established, and the audit process.

The Committee is responsible for overseeing the integrity of the financial reporting process and that the financial statements adequately represent the Company's financial condition, results of operations and cash flows. Secondly, the Committee is responsible for overseeing the Company's compliance with corporate policies that provide processes, procedures and standards to follow in regard to the financial matters involving the Company. Thirdly, the Committee is responsible for understanding the Company's financial reporting risks and the internal control structure.

Both the independent auditors and the Chief Financial Officer shall have direct and unrestricted access to the Committee as well as the opportunity to meet with the entire Board.

The Committee shall meet no less than four times annually. Additional or special meetings may be held at the Committee's discretion.

4.0 Specific Duties

In discharging its responsibilities, the Committee shall have the sole authority to, and shall, do the following:

1. retain and, where appropriate, terminate the Company's independent auditors,
2. determine the independence of the Company's independent auditors,
3. pre-approve all auditing services and related fees and the terms thereof, including the scope of the independent auditors' audit examination plan, procedures and timing of the audit, and
4. Pre-approve any non-audit services (i.e., any services provided other than in connection with the audit or review of financial statements) to be rendered by the Company's auditors, including the terms thereof, and the fees to be paid in connection therewith.

The Committee may delegate to one or more members of the Committee the authority to pre approve services to be provided by the independent auditors. Any such pre-approval by one or more members of the Committee shall be reported to the full Committee at the next scheduled meeting. The pre-approval of auditing and non-auditing services can be done with input from, but no delegation of authority to, management.

4.1 The Committee is also expected to perform the following additional duties:

1. Prior to the audit, review the experience and qualifications of the senior members of the independent auditors' audit team and the quality control procedures of the independent auditors.
2. Review with the independent auditors and management the Company's policies and procedures relative to the adequacy of internal accounting and financial reporting controls, including controls over quarterly and annual financial reporting, computerized information systems and security.
3. Make all necessary inquiries of management and the independent auditors concerning compliance with established standards of corporate conduct.
4. Review with management, and the independent auditors (i) the Company's policies with respect to risk assessment and risk management, (ii) the Company's major financial risk exposures and (iii) the steps management has taken to monitor and control such exposures.
5. Review with management and the independent auditors the accounting and reporting principles and practices applied by the Company in preparing its financial statements, including: (i) major issues regarding accounting principles and financial statement presentations including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (ii) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company; and (iv)

earnings press releases (when applicable) (paying particular attention to any use of “pro forma,” or “adjusted” non-GAAP, information), as well as financial information and earnings guidance (when applicable) provided to analysts and rating agencies.

6. Discuss with management generally the types of information (including financial information and earnings guidance, when applicable) to be disclosed in earnings press releases and earnings calls, as well as to analysts and rating agencies.
7. Prior to the release of the annual financial statements, review with management and the independent auditors, upon completion of their audit, the financial results for the year and the results of the audit, including (i) the Company's annual financial statements and related footnotes; (ii) management's discussion and analysis of the financial condition and results of operations; (iii) the results of the audit, including the nature and amount of unrecorded adjustments resulting from the audit; (iv) the independent auditors' management recommendations; (v) any significant transactions which occurred during the year; (vi) any significant adjustments; (vii) management judgments and accounting estimates; (viii) new accounting policies; (ix) all alternative treatments of financial information within generally accepted accounting principles, ramifications of the use of alternative disclosures and treatments, and the treatment preferred by the independent public accountants; and (x) any disagreements between management and the independent auditors.
8. Prior to the release of quarterly financial statements, review with management the Company's quarterly financial statements for such quarter, including (i) the financial statements and related footnotes, (ii) management's discussion and analysis of the financial condition and results of operations, (iii) the result of the quarterly review, including the nature and amount of unrecorded adjustments resulting from the review, (iv) any significant transactions which occurred during the quarter, (v) any significant adjustments, (vi) critical accounting policies and practices, (vii) new accounting policies, (viii) all alternative treatments of financial information within generally accepted accounting principles, ramifications of the use of alternative disclosures and treatments, and the treatment preferred by the independent public accountants, and (ix) any disagreements between management and the independent auditors.
9. At least annually, (i) obtain and review from the independent auditors a written statement delineating all their relationships with the Company, which is to include all non-audit services provided and related fees and (ii) discuss with the independent auditors any disclosed relationships or services that may impact the objectivity and independence of the accountants and take appropriate action to satisfy itself as to the independence of the accountants.
10. At least annually, (i) obtain and review a written report by the independent auditors describing (a) the firm's internal quality-control procedures; and (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting any independent audit carried out by the firm, and any steps taken to deal with any such issues, and (ii) review the independent auditors' work throughout the year, including obtaining the opinions of management. Based upon the foregoing, (i) evaluate the independent auditors' (including the lead partner's) performance and (ii) present the Committee's conclusions to the full Board.
11. Approve the “Report of the Audit Committee” that may be included in the Company's annual proxy circular. Such report is to include:
 - That the independence of the independent auditors has been discussed with them;
 - That the audited financial statements have been reviewed and discussed with management; and
 - The Committee's recommendation with regard to the audited financial statements.
12. Meet or speak periodically and separately with each of management and the Independent auditors
13. Review and evaluate the internal auditors' (if one exists) work throughout the year, and present the Committee's conclusions to the full Board.
14. At least quarterly, review with the independent auditors difficulties or problems encountered in the course of any audit work, including any restrictions on the scope of activities or access to requested information,

and any significant disagreements with management.

15. Set and review clear hiring policies for employees or former employees of the independent auditors in accordance with applicable laws and regulations.
16. Take such action as necessary to assure the rotation of the lead audit partner at least every five years or such other period as may be required under applicable law.
17. Establish or review procedures for processing internal complaints regarding accounting, internal controls or auditing matters, and the confidential anonymous submission by employees of concerns regarding questionable accounting or auditing practices.
18. Conduct an annual performance self-evaluation of the Committee.
19. Apprise the Board of Directors regularly of significant developments in the course of performing the above duties, including reviewing with the full Board any issues that arise with respect to the quality or integrity of the Company's compliance with legal or regulatory requirements, the performance and independence of the company's Independent public accountants.
20. Review and reassess the adequacy of this charter on a regular basis and submit any proposed revisions to the Board for consideration and approval.
21. The Audit Committee shall receive and review the reports of the Chief Executive Officer and Chief Financial Officer (Form 52-109F1 Certificate of Interim or Annual Filings, Management Discussion & Analysis required by securities regulations).