

BHK MINING CORP.
1110 – 1111 West Georgia Street
Vancouver, B.C., V6E 4M3

**MANAGEMENT INFORMATION CIRCULAR
FOR THE 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

This information is given as at May 23, 2017

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

PERSONS MAKING THIS SOLICITATION OF PROXIES

This solicitation is made on behalf of Management of the Company. It is expected that the solicitation will be primarily by mail. Proxies may also be solicited personally by employees of the Company. Cost of the Solicitation will be borne by the Company. In addition to the use of mail, proxies may be solicited by personal interviews, personal delivery, telephone or any form of electronic communication or by directors, officers and employees of the Company who will not be directly compensated therefore. The Company has arranged for intermediaries to forward meeting materials to beneficial owners of the common shares held of record by those intermediaries and the Company may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

PROXY INSTRUCTIONS

Appointment of Proxy

The persons named in the accompanying form of proxy are directors, officers, or legal counsel of the Company. **A shareholder has the right to appoint a person to attend and act for him on his behalf at the Meeting other than the persons named in the enclosed form of proxy. To exercise this right, a shareholder shall strike out the names of the persons named in the form of proxy and insert the name of his nominee in the blank space provided, or complete another form of proxy.**

The completed form of proxy must be dated and signed and the duly completed form of proxy must be deposited at the Company's Transfer Agent, COMPUTERSHARE INVESTOR SERVICES INC., at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 no later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof or may be accepted by the Chairman of the Meeting prior to the commencement of the Meeting.

The form of proxy must be signed by the shareholder or by his duly authorized attorney. If signed by a duly authorized attorney, the form of proxy must be accompanied by the original power of attorney or a notarized certified copy thereof. If the shareholder is a corporation, the form of proxy must be signed by a duly authorized attorney, officer, or corporate representative, and must be accompanied by the original power of attorney or document whereby the duly authorized officer or corporate representative derives his power, as the case may be, or a notarized certified copy thereof.

The articles of the Company confer discretionary authority upon the Chairman of the Meeting to accept proxies which do not strictly conform to the foregoing requirements and certain other requirements set forth in the articles.

Voting by Proxy and Exercise of Discretion

On any poll, the persons named in the enclosed form of proxy will vote the shares in respect of which they are appointed and, where directions are given by the shareholder in respect of voting for or against any resolution, will do so in accordance with such direction.

In the absence of any direction in the form of proxy, it is intended that such shares will be voted in favour of the motions proposed to be made at the Meeting and for the election of the management nominees for directors and auditor, as stated under the headings in this Information Circular. The form of proxy enclosed, when properly signed, confers discretionary authority with respect to amendments or variations to any matters which may properly be brought before the Meeting. At the time of printing of this Information Circular, the management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to the management should properly come before the Meeting, the proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominee.

REVOCATION OF PROXIES

Any registered shareholder who has returned a proxy may revoke it at any time before it has expired. In addition to revocation in any other manner permitted by law, a shareholder may revoke a proxy either by (a) signing a proxy bearing a later date and depositing it at the place and within the time aforesaid, or (b) signing and dating a written notice of revocation (in the same manner as the form of proxy is required to be executed as set out in the notes to the form of proxy) and either depositing it at the place and within the time aforesaid or with the Chairman of the Meeting on the day of the Meeting or on the day of any adjournment thereof, or (c) registering with the scrutineer at the Meeting as a shareholder present in person, whereupon such proxy shall be deemed to have been revoked. **Only registered shareholders have the right to revoke a proxy. Non-Registered Holders (as defined below under "Non-Registered Holders of Common Shares") who wish to change their vote must arrange for their respective intermediaries to revoke the proxy on their behalf.**

NON-REGISTERED HOLDERS OF COMPANY'S SHARES

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" shareholders ("Non-Registered Holders") because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased their shares. In addition, a person is not a registered shareholder in respect of shares which are held on behalf of that person but which are registered either: (a) in the name of an intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP's, RRIF's, RESP's and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited) of which the Intermediary is a participant.

If your shares are not registered in your own name the Company's transfer agent, will not have a record of your name and, as a result, unless your Intermediary has appointed you as a proxyholder, we will have no knowledge of your entitlement to vote.

In accordance with the requirements of National Instrument 54-101 ("NI 54-101") of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Information Circular and the form of proxy (collectively, the "Proxy Solicitation Materials") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Proxy Solicitation Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them or unless there is a special meeting involving abridged timing under NI 54-101.

Accordingly, unless you have previously informed your Intermediary that you do not wish to receive material relating to shareholders' meetings, you will have received this Circular from your Intermediary, together with a form of proxy or voting instruction form. If that is the case, **it is most important that you comply strictly with the instructions that have been given to you by your Intermediary on the voting instruction form.** If you have voted and wish to change your voting instructions, you should contact your Intermediary to discuss whether this is possible and what procedures you must follow.

The purpose of this procedure is to permit Non-Registered Holders to direct the voting of the shares which they beneficially own. Should a Non-Registered Holder who received a voting instruction form from an Intermediary wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the management proxyholders named in the form and insert their own name in the blank space provided. If you do this, you will be instructing your Intermediary to appoint you as proxyholder. **Please adhere strictly to the signature and return instructions provided by your Intermediary.** It is not necessary to complete the form in any other respect, since you will be voting at the Meeting in person. Please register with the scrutineer upon arrival at the Meeting.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

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

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The authorized capital of the Company consists of an unlimited number of common shares without par value. As at May 23, 2017, there are 67,169,063 common shares issued and outstanding. Each shareholder is entitled to one vote for each common share registered in his or her name at the close of business on May 23, 2017, the date fixed by our directors as the record date for determining who is entitled to receive notice of and to vote at the Meeting.

To the knowledge of the directors and senior officers of the Company the following shareholders beneficially own, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company as at May 23, 2017:

Shareholder Name	Number of Common Shares Owned	Percentage of Common Shares Outstanding
First Resources Corporation Limited	35,000,000	52.1%

AUDIT COMMITTEE

The audit committee has various responsibilities as set forth in National Instrument 52-110 ("NI 52-110").

Audit Committee Charter and Composition of the Audit Committee

The audit committee's charter is set out below:

1.0 Purpose of the Committee

1.1 The Audit Committee represents the Board in discharging its responsibility relating to the accounting, reporting and financial practices of the Company and its subsidiaries, and has general responsibility for oversight of internal controls, accounting and auditing activities and legal compliance of the Company and its subsidiaries.

2.0 Members of the Committee

2.1 The Audit Committee shall consist of no less than three Directors a majority of whom shall be "independent" as defined under National Instrument 52-110, while the Company is in the developmental stage of its business. The members of the Committee shall be selected annually by the Board and shall serve at the pleasure of the Board.

2.2 Each Member of the Audit Committee must be "financially literate" as defined under Multilateral Instrument 52-110, having sufficient accounting or related financial management expertise to read and understand a set of financial statements, including the related notes, that present a breadth and level of complexity of the accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

3.0 Meeting Requirements

3.1 The Committee will, where possible, meet on a regular basis at least twice every fiscal year, and will hold special meetings as it deems necessary or appropriate in its judgment. Meetings may be held in person or telephonically, and shall be at such times and places as the Committee determines. Without meeting, the Committee may act by unanimous written consent of all members which shall constitute a meeting for the purposes of this charter.

3.2 A majority of the members of the Committee shall constitute a quorum.

4.0 Duties and Responsibilities

The Audit Committee's function is one of oversight only and shall not relieve the Company's management of its responsibilities for preparing financial statements which accurately and fairly present the Company's financial results and conditions or the responsibilities of the external auditors relating to the audit or review of financial statements. Specifically, the Audit Committee will:

- (a) have the authority with respect to the appointment, retention or discharge of the independent public accountants as auditors of the Company (the "auditors") who perform the annual audit in accordance with applicable securities laws, and who shall be ultimately accountable to the Board through the Audit Committee;
- (b) review with the auditors the scope of the audit and the results of the annual audit examination by the auditors, including any reports of the auditors prepared in connection with the annual audit;
- (c) review information, including written statements from the auditors, concerning any relationships between the auditors and the Company or any other relationships that may adversely affect the independence of the auditors and assess the independence of the auditors;
- (d) review and discuss with management and the auditors the Company's audited financial statements and accompanying Management's Discussion and Analysis of Financial Conditions ("MD&A"), including a discussion with the auditors of their judgments as to the quality of the Company's accounting principles and report on them to the Board;
- (e) review and discuss with management the Company's interim financial statements and interim MD&A and report on them to the Board;
- (f) pre-approve all auditing services and non-audit services provided to the Company by the auditors to the extent and in the manner required by applicable law or regulation. In no circumstances shall the auditors provide any non-audit services to the Company that are prohibited by applicable law or regulation;
- (g) evaluate the external auditor's performance for the preceding fiscal year, reviewing their fees and making recommendations to the Board;
- (h) periodically review the adequacy of the Company's internal controls and ensure that such internal controls are effective;

- (i) review changes in the accounting policies of the Company and accounting and financial reporting proposals that are provided by the auditors that may have a significant impact on the Company's financial reports, and report on them to the Board;
- (j) oversee and annually review the Company's Code of Business Conduct and Ethics;
- (k) approve material contracts where the Board of Directors determines that it has a conflict;
- (l) establish procedures for the receipt, retention and treatment of complaints received by the Company regarding the audit or other accounting matters;
- (m) where unanimously considered necessary by the Audit Committee, engage independent counsel and/or other advisors at the Company's expense to advise on material issues affecting the Company which the Audit Committee considers are not appropriate for the full Board;
- (n) satisfy itself that management has put into place procedures that facilitate compliance with the provisions of applicable securities laws and regulation relating to insider trading, continuous disclosure and financial reporting;
- (o) review and monitor all related party transactions which may be entered into by the Company; and
- (p) periodically review the adequacy of its charter and recommending any changes thereto to the Board.

5.0 Miscellaneous

5.1 Nothing contained in this Charter is intended to extend applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

The members of the audit committee are Candrawijaya Kartorahardjo, Fajar Utomo and Soebali Sudjie. Mr. Kartorahardjo and Mr. Utomo are considered to be independent of management. All members are considered to be financially literate.

A member of the audit committee is *independent* if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Company's Board of Directors, reasonably interfere with the exercise of a member's independent judgment.

A member of the audit committee is considered *financially literate* if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company.

Relevant Education and Experience

Candrawijaya Kartorahardjo (Chairperson) – Mr. Kartorahardjo has been in the tax consulting business since 1996 starting when he joined the Tax Division of Arthur Andersen SC in Indonesia. He worked at Prijohandojo, Boentoro & Co until 2001 before joining Ernst & Young in their tax division. In 2002 Mr. Kartorahardjo co-founded Pentatrust, a tax consultant. He advises mostly foreign owned companies in merger and acquisition, restructuring and cross border transactions.

Fajar Utomo – Mr. Utomo is based in Jakarta, Indonesia and has extensive business legal advisory experience. He is currently legal director of PT Trimega Utama Corporindo, and for the past 15 years has been deeply involved in many substantial projects in law firms and companies, including fund raising, mergers and acquisitions, restructurings, banking finance, corporate finance

and various multinational business transactions. He also has experience with the Jakarta Stock Exchange in relation to initial public offerings and mutual funds.

Soebali Sudjie – Mr. Sudjie graduated from the Case Western Reserve University, Cleveland, Ohio, USA with a BSc. in Management. He works as a resource investor and is the founding Director and President of PT. Trimega Utama Corporindo a mining services company and PT. Multi Mining Utama a producing coal mine company based in Indonesia. Mr. Sudjie is a founding shareholder of BHK Mining Corp.

Audit Committee Oversight

At no time since the Company's incorporation was a recommendation of the audit committee to nominate or compensate an external auditor not been adopted by the Board of Directors.

Reliance of Certain Exemptions

The Company's auditors have provided tax compliance services to the company, the aggregate amount of which does not exceed 5% of the total fees paid to the auditor.

Pre-Approval Policies on Certain Exemptions

The audit committee has not adopted specific policies and procedures for the engagement of non-audit services, however, the Company's audit committee Charter provides that the audit committee is to pre-approve any engagements for non-audit services to be provided to the Company by its external auditor.

External Auditor Services Fees

The audit committee has reviewed the nature and amount of the services provided by MNP LLP to the Company to ensure auditor independence. Fees incurred with MNP LLP for audit services in the last two fiscal years are outlined below:

Nature of Services	Fees Paid to Auditor in Year Ended December 31, 2016	Fees Paid to Auditor in Year Ended December 31, 2015
Audit Fees ⁽¹⁾	\$ 40,446	\$ 37,505
Audit Related Fees ⁽²⁾	\$ Nil	\$ 4,000
Tax Fees ⁽³⁾	\$1,995	\$ 900
All other Fees ⁽⁴⁾	\$ Nil	\$ Nil
Total	\$ 42,441	\$ 42,405

- (1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include 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) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All Other Fees" includes all other non-audit services".

Exemptions

As the Company is a "venture issuer", the Company is relying on the exemptions provided for in Section 6.1 of NI 52-110 in respect of the composition of its audit committee and in respect of certain of its reporting obligations under NI 52-110.

At no time since its incorporation has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or the exemptions in Section 6.1.1 of NI 52-110 with respect to composition of an audit committee of a venture issuer (*Circumstance Affecting the Business or Operations of the Venture Issuer, Events Outside Control of Member and Death, Incapacity or Resignation*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

CORPORATE GOVERNANCE

General

Corporate governance relates to the activities of the Board of Directors (the "Board"), the members of which are elected by and are accountable to the shareholders, and considers the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. National Policy 58-201 Corporate Governance Guidelines establishes corporate governance guidelines which apply to all public companies. These guidelines are not intended to be prescriptive but to be used by issuers in developing their own corporate governance practices. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

The Board believes that good corporate governance improves corporate performances and benefits all shareholders. The Canadian Securities Administrators (the "CSA") have adopted NP 58-201, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, the CSA have implemented NI 58-101, which prescribes certain disclosure by the Company of its corporate governance practices. This section sets out the Company's approach to corporate governance and addresses the Company's compliance with NI 58-101.

Board of Directors

The Board facilitates its exercise of independent supervision over management by ensuring that the Board is composed of a majority of independent directors. Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A "material relationship" is a relationship which could, in the view of the Company's Board, be reasonably expected to interfere with the exercise of a director's independent judgment. The Board is composed of four directors, two of which are considered to be independent. Candrawijaya Kartorahardjo and Fajar Utomo are considered to be independent directors for the purposes of NI 58-101. The Company's Chairman, Soebali Sudjie is not considered to be independent as he is former Interim Chief Executive Officer & President and Stephen Walters is not considered to be independent as the President & Chief Executive Officer.

The mandate of the Board is to act in the best interests of the Company and to supervise management. The Board is responsible for approving long-term strategic plans and annual operating budgets recommended by management. Board consideration and approval is also required for material contracts and business transactions, and all debt and equity financing transactions. Any responsibility which is not delegated to management or to the committees of the Board remains with the Board. The Board meets on a regular basis consistent with the state of the Company's affairs and also from time to time as deemed necessary to enable it to fulfill its responsibilities.

Directorship

None of the directors are also a director of other reporting issuers (or equivalent) in a Canadian or foreign jurisdiction.

Orientation and Continuing Education

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Company's properties, business and industry and on the responsibilities of directors. Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business. The Board has established a Corporate Governance and Compensation Committee. (the "Governance Committee"). As part of its governance responsibilities, the Governance Committee may develop an orientation and education program for new recruits to the Board when necessary. The members of the Governance Committee are Fajar Utomo and Soebali Sudjie (Chair).

Ethical Business Conduct

The Board has approved a Code of Business Conduct and Ethics (the "Code") to be followed by the Company's directors, officers, employees and principal consultants and those of its subsidiaries. The Code is also to be followed, where appropriate, by the Company's agents and representatives, including consultants where specifically required. The purpose of the Code is to, among other things, promote honest and ethical conduct, avoid conflict of interest, protect confidential or proprietary information and comply with the applicable government laws and securities rules and regulations, including matters relating to anti-bribery and anti-corruption. A copy of the Code is available on the Company's website at www.bhkminingcorp.com and may be requested directly from the Company via email at wylie.hui@bhkminingcorp.com or by sending a written request to the Company at 1110 – 1111 West Georgia Street, Vancouver, B.C. V6E 4M3.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation

The Governance Committee is, among other things, responsible for determining all forms of compensation to be granted to the Chief Executive Officer of the Company and other senior management and executive officers of the Company, for evaluating the Chief Executive Officer's performance in light of the corporate goals and objectives set for him/her, for reviewing the adequacy and form of the compensation and benefits of the directors in their capacity as directors of the Company to ensure that such compensation realistically reflects the responsibilities and risks involved in being an effective director, and for reviewing and making periodic recommendations to the Board as to the general compensation and benefits policies and practices of the Company, including incentive compensation plans and equity based plans.

As noted above, the current members of the Governance Committee are Fajar Utomo and Soebali Sudjie (Chair). The independent member of the Governance Committee is Fajar Utomo. A summary of the compensation received by the Named Executive Officers of the Company for the financial year ended December 31, 2016 is provided in this Information Circular under the heading: "Statement of Executive Compensation". The summary includes compensation received by the directors for the financial year ended December 31, 2016.

Other Board Committees

Other than the Governance Committee described above, and the audit committee described in this Information Circular under the heading "Audit Committee", the Board has no other committees, other than a disclosure committee. The members of the disclosure committee are Fajar Utomo and Candrawijaya Kartorahardjo (Chair). The purpose of the disclosure committee is to oversee the Company's disclosure practices and ensure compliance with the Company's disclosure policy, a copy of which is available on the Company's website at www.bhkminingcorp.com and may be requested directly from the Company via email at wylie.hui@bhkminingcorp.com or by sending a written request to the Company at 1110 – 1111 West Georgia Street, Vancouver, B.C. V6E 4M3.

Assessments

The Board does not formally review the contributions of individual directors; however, it believes that its current size facilitates informal discussion and evaluation of members' contributions within that framework.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This compensation discussion and analysis describes and explains the Company's policies and practices with respect to the 2016 compensation of its named executive officers, being its Interim Chief Executive Officer (the "Interim CEO"), Soebali Sudjie, its former Chief Executive Officer (the "CEO"), Claus Andrup, and its former Chief Financial Officers (the "CFO"), Michael O'Brien and Brian Richardson. No other individuals are considered "Named Executive Officers" as such term is defined in Form 51-102F6 – Statement of Executive Compensation for the financial year ended December 31, 2016.

Compensation Philosophy, Objectives and Process

The primary goal of the Company's executive compensation process is to attract and retain the key executives necessary for its long-term success, to encourage executives to further the development of the Company and its operations, and to motivate top quality and experienced executives. The Company does not have a formal compensation program; however, the Board meets to discuss and determine management compensation, without reference to formal objectives, criteria or analysis.

Stock Options

The Company has a Stock Option Plan (the "Plan") for the granting of stock options to the directors, officers, employees and consultants of the Company. The purpose of granting such stock options is to assist the Company in compensating, attracting, retaining and motivating such persons and to closely align the personal interest of such persons to that of the Company's shareholders. The allocation of options under the Plan is determined by the Board which, in determining such allocations, considers such factors as previous grants to individuals, overall company performance, share price performance, the business environment and labour market, the role and performance of the individual in question and, in the case of grants to non-executive directors, the amount of time directed to the Company's affairs and time expended for serving on the Company's audit committee.

Summary Compensation Table

In accordance with the provisions of applicable securities legislation, the Company had four "Named Executive Officers" during the financial year ended December 31, 2016, namely Soebali Sudjie, Interim President & CEO, Michael O'Brien, former CFO, Claus Andrup, former President and CEO and Brian Richardson, former CFO. For the purpose of this Information Circular:

"CEO" of the Company means an individual who acted as Chief Executive Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"CFO" of the Company means an individual who acted as Chief Financial Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"Executive Officer" of an entity means an individual who is:

- (a) the chair of the Company, if any;
- (b) the vice-chair of the Company, if any;
- (c) the president of the Company;
- (d) a vice-president of the Company in charge of a principal business unit, division or function including sales, finance or production;
- (e) an officer of the Company (or subsidiary, if any) who performs a policy-making function in respect of the Company; or
- (f) any other individual who performs a policy-making function in respect of the Company;

"Named Executive Officers or NEOs" means:

- (g) the CEO of the Company;

- (h) the CFO of the Company;
- (i) each of the Company's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000;
- (j) any additional individuals for whom disclosure would have been provided under paragraph (i) above except that the individual was not serving as an executive officer of the Company, nor in a similar capacity, as at the end of the most recently completed financial year end.

The following table sets forth all annual and long term compensation paid to NEO's for services in all capacities to the Company for the three most recently completed financial years ended December 31, 2014, December 31, 2015 and December 31, 2016.

Table of compensation									
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	Value of all other compensation ⁽¹⁾ (\$)	Total compensation (\$)
					Annual incentive Plans	Long-term Incentive Plans			
Soebali Sudjie, Former Interim President & CEO and Director ⁽²⁾	2016	Nil	N/A	Nil	N/A	N/A	Nil	Nil	Nil
	2015	5,633	N/A	15,205 ⁽⁵⁾	N/A	N/A	Nil	Nil	20,838
	2014	Nil	N/A	Nil	N/A	N/A	Nil	Nil	Nil
Michael O'Brien, Former CFO ⁽³⁾	2016	70,600	N/A	Nil	N/A	N/A	Nil	Nil	70,600
	2015	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2014	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Claus Andrup, Former President and CEO ⁽²⁾	2016	5,755	N/A	Nil	N/A	N/A	Nil	Nil	5,755
	2015	62,165	N/A	30,410 ⁽⁵⁾	N/A	N/A	Nil	27,750 ⁽⁴⁾	120,325
	2014	Nil	N/A	Nil	N/A	N/A	Nil	Nil	Nil
Brian Richardson, Former CFO ⁽³⁾	2016	12,000	N/A	Nil	N/A	N/A	Nil	Nil	12,000
	2015	50,850	N/A	11,404 ⁽⁵⁾	N/A	N/A	Nil	22,500 ⁽⁴⁾	84,754
	2014	Nil	N/A	Nil	N/A	N/A	Nil	Nil	Nil

- (1) The value of perquisites and benefits, if any, for each Named Executive Officer was less than \$15,000.
- (2) Effective February 26, 2016, Mr. Claus Andrup resigned as President and CEO of the Company and was replaced by Mr. Soebali Sudjie as Interim President and CEO. Effective April 18, 2017, Mr. Stephen Walters was appointed President and CEO replacing Mr. Sudjie.
- (3) Mr. Brian Richardson served as the Company's CFO from December 10, 2012, until January 23, 2016, when his contract terminated; at which time Mr. Michael O'Brien was appointed CFO. Mr. O'Brien resigned as CFO on December 15, 2016. Effective April 18, 2017, Mr. Wylie Hui was appointed CFO.
- (4) Mr. Andrup and Mr. Richardson were paid bonuses of \$27,750 and \$22,500 respectively during 2015.
- (5) Grant date fair value of incentive stock options entitling the purchase of 200,000 common shares in the capital of the Company at a per share price of \$0.20 until January 23, 2020, estimated using the Black-Scholes option pricing model (see Note 5. to the Company's audited financial statements for the year ended December 31, 2016, for the assumptions and estimates used for this calculation).

Incentive Plan Awards: Stock Options and other Compensation Securities

A stock option plan (the "Plan") has been established to attract and retain employees, consultants, officers or directors to the Company and to motivate them to advance the interests of the Company by affording them with the opportunity to acquire an equity interest in the Company. The Plan is administered by the directors of the Company. The Plan is a fixed plan that provides that the aggregate number of common shares issuable under the Plan, together with all of the Company's other previously established or proposed share compensation arrangements, may not exceed 2,750,000. All options expire on a date not later than five years after the date of grant of such option. For further information regarding the terms of the Plan, refer to the heading "Securities Authorized for Issuance Under Equity Compensation Plans" below.

There were no options issued to a NEO or to the Company's non-executive directors during the financial year ended December 31, 2016.

The following table sets forth information concerning all awards to each of the Named Executive Officers that were outstanding under share-based or option-based incentive plans of the Company at the end of the most recently completed financial year ended December 31, 2016.

Name and position	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 of payout value of share-based awards that have not vested (\$)
Soebali Sudjie, Former Interim President & CEO and Director	200,000	\$0.20	January 23, 2020	Nil	N/A	N/A
Michael O'Brien, Former CFO	Nil	Nil	N/A	Nil	N/A	N/A
Claus Andrup, Former President and CEO	Nil	Nil	N/A	Nil	N/A	N/A
Brian Richardson, former CFO	Nil	Nil	N/A	Nil	N/A	N/A

- (1) Value calculated using the closing price of the Company's Shares on the TSXV on November 25, 2016, the last day the stock traded prior to the year ended December 31, 2016 of \$0.035 and subtracting the exercise price of the in-the-money stock options. These stock options have not been, and may never be, exercised and actual gains, if any, on exercise will depend on the value of the Company's Shares on the date of exercise.

Incentive Plan Awards: Value Vested or Earned During the Year

The value of options vested is represented by the aggregate dollar value that would have been realized if options had been exercised on the vesting date – that is, the difference between the market price of the underlying shares and the option exercise price on the vesting date. As no options were granted by the Company to its Named Executive Officers during fiscal 2016 and options granted by the Company to Named Executive Officers during fiscal 2015 were fully vested on the date of grant, no value was earned by the Company's NEOs during the fiscal year ended December 31, 2016, as a result of stock options vesting.

As no options were exercised by the Company's Named Executive Officers during the fiscal year ended December 31, 2016, no value was earned by our Named Executive Officers during the fiscal year ended December 31, 2016, as a result of exercise of options.

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 (\$)
Soebali Sudjie, Former Interim President & CEO and Director	Nil	N/A	N/A
Michael O'Brien, Former CFO	Nil	N/A	N/A
Claus Andrup, Former President and CEO	Nil	N/A	N/A
Brian Richardson, Former CFO	Nil	N/A	N/A

- (1) This amount is the dollar value that would have been realized if the options held by such individual had been exercised on the vesting date(s), computed by obtaining the difference between the market price of the underlying securities on the vesting date and the exercise or base price of the options.

The Company does not have any incentive plans in place other than the award of options disclosed above.

Exercise of Compensation Securities by NEOs

There were no options exercised by a NEO during the financial year ended December 31, 2016.

Pension Plan Benefits

The Company does not have a pension plan that provides for payments or benefits to the Named Executive Officers at, following, or in connection with retirement.

Termination of Employment, Change in Responsibilities and Employment Contracts

As of the date of this Circular, the Company is not a party to any contract, agreement, plan or arrangement with its Named Executive Officers that provide for payments to Named Executive Officers at, following, or in connection with any termination (whether voluntary, involuntary or constructive), resignation or retirement, or as a result of a change in control of the Company or a change in a Named Executive Officer's responsibilities.

There were no contracts put in place for Mr. Stephen Walters and Mr. Wylie Hui as of the date of this Information Circular. There were no contracts put in place for Mr. Soebali Sudjie, the former Interim President and CEO, and Mr. Michael O'Brien, the former CFO.

Twelve-month contracts were put in place effective January 23, 2015 with Mr. Claus Andrup, the former President and CEO, and Mr. Brian Richardson, the former CFO. If the NEO was terminated in connection with or within twelve months after change in control, the NEO was entitled to twelve months' compensation. No termination compensation was payable in connection with the termination of either of Mr. Andrup or Mr. Richardson's employment with the Company.

DIRECTOR COMPENSATION

The following table sets forth all amounts of compensation provided to the Directors, who are each not also a Named Executive Officer, for the Company's most recently completed financial year ended December 31, 2016:

Director name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	Value of all other compensation (\$)	Total compensation (\$)
Candra Kartorahardjo,	Nil	N/A	Nil	N/A	Nil	Nil	Nil
Davide Salvatore ⁽¹⁾	Nil	N/A	Nil	N/A	Nil	Nil	Nil
Fajar Utomo ⁽¹⁾	Nil	N/A	Nil	N/A	Nil	Nil	Nil

(1) Mr. Davide Salvatore resigned as Director of the Company in October 2016 and was replaced by Mr. Fajar Utomo

Except as otherwise reported in the tables above, the Company has no arrangements, standard, or otherwise, pursuant to which Directors are compensated by the Company or its subsidiaries for their services in their capacity as Directors, or for committee participation, involvement in special assignments or for services as a consultant or expert during the most recently completed financial year or subsequently, up to and including the date of this Circular.

Incentive Plan Awards: Stock Options and other Compensation Securities

There were no options issued to a Director during the financial year ended December 31, 2016.

The following table sets forth information concerning all awards previously granted to each of the Directors who are not Named Executive Officers and outstanding under share-based or option-based incentive plans of the Company at the end of the most recently completed financial year ended December 31, 2016.

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 of payout value of share-based awards that have not vested (\$)
Candra Kartorahardjo	450,000	\$0.10	September 27, 2018	Nil	N/A	N/A
Davide Salvatore	200,000	\$0.20	January 4, 2017 ⁽²⁾	Nil	N/A	N/A
Fajar Utomo	Nil	Nil	N/A	Nil	N/A	N/A

(1) Value calculated using the closing price of the Company's Shares on the TSXV on November 25, 2016, the last day the stock traded prior to December 31, 2016 of \$0.035 and subtracting the exercise price of the in-the-money stock options. These stock options have not been, and may never be, exercised and actual gains, if any, on exercise will depend on the value of the Company's Shares on the date of exercise.

(2) Mr. Salvatore resigned on October 5, 2016 and stock options expired per Stock Option Plan rules after 90 days.

Incentive Plan Awards: Value Vested or Earned During the Year

The following table sets forth information concerning all awards outstanding under share-based or option-based incentive plans of the Company at the end of the most recently completed financial year to each of the Directors who are 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 (\$)
Candra Kartorahardjo	Nil	N/A	N/A
Davide Salvatore	Nil	N/A	N/A
Fajar Utomo	Nil	N/A	N/A

(1) This amount is the dollar value that would have been realized if the options held by such individual had been exercised on the vesting date(s), computed by obtaining the difference between the market price of the underlying securities on the vesting date and the exercise or base price of the options.

The Company does not have any incentive plans in place other than the award of options disclosed above.

Exercise of Compensation Securities by Directors

There were no options exercised by a Director during the financial year ended December 31, 2016.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth the Company's compensation plans under which equity securities are authorized for issuance as at the end of the most recently completed financial year ended December 31, 2016.

Equity Compensation Plan Information

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights ⁽¹⁾ (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) ⁽²⁾ (c)
Equity compensation plans approved by securityholders	950,000	\$0.15	1,800,000
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	950,000	\$0.15	1,800,000

- (1) Represents the number of shares available for issuance upon exercise of outstanding stock options as at December 31, 2016.
- (2) Represents the number of shares remaining available for future issuance under stock options available for grant as of December 31, 2016 under the Company's current stock option plan. The Plan is a fixed plan that provides that the number of Shares issuable under the Plan, together with all of the Company's other previously established or proposed share compensation arrangements may not exceed 2,750,000. All options expire on a date not later than five years after the date of grant of such option.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

No person who is or at any time during the most recently completed financial year was a director, executive officer or senior officer of the Company, no proposed nominee for election as a director of the Company, and no associate of any of the foregoing persons has been indebted to the Company at any time since the commencement of the Company's last completed financial year. No guarantee, support agreement, letter of credit or other similar arrangement or understanding has been provided by the Company at any time since the beginning of the most recently completed financial year with respect to any indebtedness of any such person.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person (a director, officer or holder of 10% of more of the Shares) or proposed nominee for election as a director of the Company or an associate or affiliate of any such informed person or proposed nominee, has any material interest, direct or indirect, in any material transaction since the commencement of the Company's last completed financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company.

MANAGEMENT CONTRACTS

There are no management functions of the Company, which are to any substantial degree performed by a person or company other than the directors or senior officers of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

RECEIPT OF FINANCIAL STATEMENTS

The audited consolidated Financial Statements of the Company for the financial year ended December 31, 2016, and the auditors' report thereon will be presented to the Meeting. A copy is available online at www.sedar.com.

APPOINTMENT OF AUDITOR

It is proposed that MNP LLP of Vancouver, British Columbia, be appointed as the auditor of the Company to hold office until the next annual general meeting of the shareholders or until a successor is appointed, and that the directors be authorized to determine the auditor's remuneration.

MNP LLP was first appointed as the Company's auditor by the Board of Directors effective May 1, 2013.

Unless otherwise specified, the persons named in the enclosed Form of Proxy will vote FOR the appointment of MNP LLP as auditor of the Company until the next annual general meeting of Shareholders, at a remuneration to be fixed by the directors.

ELECTION OF DIRECTORS

Number of Directors

Under the Company's Articles, the number of directors may be fixed or changed from time to time by ordinary resolution, but shall not be fewer than three. The Company currently has four directors, Stephen Walters having been appointed as an additional director of the Company by the Board subsequent to the last annual general meeting of shareholders. Each of the current directors is standing for election at the Meeting and Nick Stamedes is a nominee of management for election as a director at the Meeting.

The Board of Directors believes that, at this stage of the Company's development, five directors are a sufficient number to efficiently carry out the duties of the Board, as well as enhance the diversity of views, skills and experience the directors bring to the Board.

Unless they are instructed otherwise, the persons designated by management in the enclosed form of proxy intend to vote FOR setting the number of directors at five.

Election of Directors

Each director of the Company is elected annually and holds office until the next annual general meeting of the shareholders unless that person ceases to be a director before then. Each of the nominees has agreed to stand for election and we are not aware of any intention of any of them not to do so. However, if one or more of them should become unable to stand for election, it is likely that one or more other persons would be nominated at the Meeting for election and, in that event, the persons designated in the form of proxy will vote in their discretion for a substitute nominee.

The Company has adopted a policy that prescribes procedures for nominations of persons for election to the Board, including an advance notice requirement for nominations by shareholders in certain circumstances. As of the date of this Circular, no nominations by shareholders had been received by the Company under the advance notice procedures. See below "Advance Notice for Nomination of Directors in 2018".

Voting for election of directors of the Company is by individual voting and not by slate voting. You can vote your shares for the election of all of these nominees as directors of the Company, or you can vote for some of these nominees for election as directors and withhold your votes for others, or you can withhold all of the votes attaching to the shares you own and, thus, not vote for the election of any of these nominees.

The Company's management recommends that shareholders vote FOR the election of these five nominees as directors of the Company for the ensuing year. **Unless they are instructed otherwise, the persons designated by management in the enclosed form of proxy intend to vote FOR the election of these five nominees as directors of the Company for the ensuing year.**

The following table sets out the names of management's nominees for election as directors, all major offices and positions with the Corporation and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment for the five preceding years, the period of time during which each has been a director of the Corporation and the number of shares of the Corporation beneficially owned each, directly or indirectly, or over which each exercised control or direction, as at the date of this Information Circular:

Name of Nominee and Present Offices Held	Present Principal Occupation ⁽⁴⁾	Director Since	Shares Beneficially Owned or Controlled ⁽³⁾
Soebali Sudjie ⁽²⁾⁽⁴⁾ , Jakarta, Indonesia, Director and Chairman	President Director of PT Megaprima Persada, a private Indonesian coal mining company, from January 2007 to Present; President Director of PT Multi Mining Utama, a private Indonesian exploration company, from January 2007 to Present; President Director of PT Trimega Utama, a private Indonesian coal mining company from January 2007 to Present; Director of PT Prima Sarana Gemilang, a private Indonesian construction and mining contractor company, from April 2010 to Present	January 23, 2015	1,530,000 directly 1,000,000 ⁽⁴⁾ indirectly
Stephen Walters, Jakarta, Indonesia, President and CEO, Director	Geologist with over 35 years' experience in mineral exploration in Canada, Africa and South East Asia. Previously Director and Consultant to PT Magnum Tora from September 2014 to March 2017; President and CEO of Pan Asia Resources from June 2010 to August 2014; Director of Azure Resources from February 2001 to June 2008; CEO and Director of Transax from August 2003 to December 2011.	April 18, 2017	Nil
Candrawijaya Kartorahardjo ⁽²⁾⁽⁵⁾ , Jakarta, Indonesia, Director	Partner of Pentatrust, a tax advisory firm based in Surabaya, Indonesia since 2003; Director of Hampton Technology PTE Ltd, a Singapore based IT consulting company from 2006 to 2009; Director of Kayumanis Kapital, PT, an Indonesia investment holding company since 2009; Director of Global Premier Solusi, PT, an Indonesia based financial advisory consulting company since 2010; Director of Arcadia Ventures PTE Ltd., a Singapore based investment holding company since 2012	December 10, 2012	1,400,000 directly 1,000,000 ⁽⁵⁾ indirectly
Fajar Utomo ⁽²⁾ , Jakarta, Indonesia, Director	Legal Director of PT Trimega Utama Corporindo from January 2010 to Present; Legal Director of PT Multi Mining Utama from November 2007 to December 2009; Legal Director of Renaissance Capital Asia from October 2006 to October 2007.	October 4, 2016	Nil

Name of Nominee and Present Offices Held	Present Principal Occupation ⁽¹⁾	Director Since	Shares Beneficially Owned or Controlled ⁽³⁾
Nick Stamedes, Jakarta, Indonesia, Director Nominee	Mining Engineer with over 30 years' experience in mine management, feasibility studies, pit optimization, pit development, and mine planning.	n/a	Nil

- (1) The information as to principal occupation, business or employment and shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees. Each nominee has held the same or similar principal occupation with the organization indicated or a predecessor thereof for the last five years.
- (2) Member of Audit Committee. See "Audit Committee" above.
- (3) The information as to shares beneficially owned or over which control or direction is exercised has been furnished by each of the nominees or has been extracted from insider reports filed by each of the nominees and publicly available on the Canadian System for Electronic Disclosure by Insiders (SEDI) at www.sedi.ca.
- (4) Director of PT Multi Mining Utama which holds 1,000,000 common shares.
- (5) Director and majority shareholder of Arcadia Ventures Ltd. which holds 1,000,000 common shares.

Advance Notice for Nomination of Directors in 2018

If a shareholder proposes nominating an individual or individuals for election as a director of the Company at the next meeting of shareholders to be held during calendar 2018, notice to the Company must be made:

- (a) in the case of an annual general meeting of shareholders, not less than 30 nor more than 65 days prior to the date of the annual general meeting of shareholders; provided, however, that in the event that the annual general meeting of shareholders is to be held on a date that is less than 50 days after the date (the "**Notice Date**") on which the first public announcement of the date of the annual general meeting was made, notice by the nominating shareholder may be made not later than the close of business on the tenth day following the Notice Date; and
- (b) in the case of a special meeting (which is not also an annual general meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth day following the day on which the first public announcement of the date of the special meeting of shareholders was made.

The Company's Advance Notice Policy has been filed with regulators and is available for viewing under the Company's issuer profile on SEDAR (www.sedar.com).

Cease Trade Orders or Bankruptcy

As at the date of this Information Circular and within the ten years before the date of this Information Circular, no proposed director of the Company:

- (a) is or has been a director or executive officer of any company (including the Company and any personal holding company of the proposed director), that:
 - i. while the person was acting in that capacity was the subject of a cease trade order 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;
 - ii. was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the 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; or

- iii. while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) served as a director or executive officer of any company (including the Company and any personal holding company of the proposed director) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity has within 10 years before the date of the Information Circular 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.

Personal Bankruptcy

As at the date of this Circular no proposed nominee for election as a director of the Company has, within the ten years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Penalties and Sanctions

As at the date of this Circular, no proposed director of the Company (nor any of his personal holding companies) has been subject to:

1. 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
2. any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

OTHER MATTERS TO BE ACTED UPON

It is not known that any other matters will come before the Meeting other than as set forth above and in the Notice of Meeting, but if such should occur the persons named in the accompanying form of proxy intend to vote on them in accordance with their best judgment exercising discretionary authority with respect to amendments or variations of matters identified in the Notice of Meeting and other matters which may properly come before the meeting or any adjournment thereof.

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR at www.sedar.com. Shareholders may contact the Company at 1110 – 1111 West Georgia Street, Vancouver, British Columbia, V6E 4M3 to request copies of the Company's financial statements and MD&A. Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year which are filed on SEDAR.