



**iMETAL RESOURCES INC.**

**MANAGEMENT INFORMATION CIRCULAR**

**FOR THE ANNUAL GENERAL MEETING OF  
SHAREHOLDERS TO BE HELD ON July 27<sup>th</sup>, 2017**

**Dated: June 16, 2017**

## **NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of iMetal Resources Inc. (the "Company") will be held in the Boardroom at Suite 588 – 580 Hornby Street, V6C 3B6, Vancouver, BC, on the 27<sup>th</sup> day of July, 2017 at 10.00 am Vancouver time, for the following purposes:

1. To receive the report of the Directors of the Company;
2. To receive the Financial Statements of the Company for the year ended May 31, 2016 and the Report of the Auditor thereon;
3. To appoint auditors and to authorize the Directors to fix their remuneration;
4. To fix the number of Directors of the Company at four (4);
5. To elect Directors for the Company for the ensuing year;
6. To consider and, if thought advisable, to approve a Stock Option Plan;
7. To transact such other business as may properly be brought before the Meeting and any and all adjournments thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is incorporated by reference into and deemed to form part of this Notice. **Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares are voted at the Meeting are requested to complete, sign, date and return the enclosed form of Proxy or Voting Instruction Form in accordance with the instructions set forth therein. The Proxy or Voting Instruction Form must be completed in accordance with the instructions set out therein and in the Information Circular accompanying this Notice, and, to be valid, must be received by COMPUTERSHARE INVESTOR SERVICES INC., at 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1 not fewer than 48 hours before the time fixed for the Meeting.**

DATED at Vancouver, British Columbia, this 16<sup>th</sup> day of June, 2017.

### **BY ORDER OF THE BOARD**

*"Johan Grandin"*

Johan Grandin, Chief Executive Officer

## LETTER TO SHAREHOLDERS

Dear Shareholders,

I am both proud and excited to be informing you, the shareholders of iMetal Resources Inc., on your company's important accomplishments made in the 2016/2017 fiscal year — and current projects that host great potential for discovery — which are being executed as you read this letter.

**Corporate and financial status:** iMetal is much improved from where it was a year-ago. In April 2017, iMetal completed an \$825,000 financing at \$0.05 per Unit. This also created the issuance of warrants exercisable at \$0.06 per share, which when exercised would raise an additional \$990,000. Your company is well funded to carry out this year's exploration programs. On the corporate front, two well-known professionals, Jim Dawson and Brian Fagan, with over 80-combined years of mineral exploration experience joined iMetal's Advisory Committee. You can review their biographies in iMetal's news release dated April 17, 2017.

**On the mineral exploration front:** iMetal now has three important landholdings, located in the safe and mining-friendly Provinces of Ontario and Quebec, Canada. All three have the potential for developing into major gold discoveries. One of them, the Gowganda West property near the famous gold producing city of Kirkland Lake, Ontario, is the immediate focus of iMetal.

**Gowganda West property:** Gowganda West is iMetal's current focus, with active surface exploration programs in progress. There is so much to know about Gowganda West; anyone taking some time to research it – even just a little – has to get excited about its gold and other minerals potential.

Gowganda West is a large property. iMetal, based on geological interpretations and out-crop sampling recently increased the size of the original landholdings by staking - to over 30-square kilometers. In addition, very recent results moved iMetal to enlarge it once again by staking additional claims. The newly acquired claims host the potential for cobalt, silver and copper discoveries as well as gold.

In the industry, Gowganda West is not an unknown entity. It is located ~17-kilometers west-southwest from the town of Gowganda, Ontario, which is ~90-kilometers southwesterly from the city of Kirkland Lake. It has a great address, situated in a recognized gold district in a safe and mining-friendly jurisdiction. Most importantly, it is contiguous to and on strike to Tahoe Resources Inc. (THO-tsx) >4-million-ounce gold Jubu deposit. Tahoe, a gold and silver producer, is a \$10.00 to \$12.00 stock.

On January 9, 2017, Tahoe issued a news release, reporting the most current update on the Jubu Deposit stating the following:

*“The Jubu project is located near the town of Gowganda, 100 km south of Timmins. The project, which was acquired by Lake Shore Gold through the 2015 acquisition of Temex Resources Corp., has stated Indicated resources of 1.09 million ounces of gold (26.6 million tonnes at 1.28 g/t Au) and Inferred resources of 2.91 million ounces of gold (96.2 million tonnes at 0.94 g/t Au)<sup>4</sup>. Preparation has recently begun for a 2017 exploration program designed to validate and expand the current resources. Initial data compilation, exploration planning and refinement of the current resource model will be carried out throughout the winter with field mapping and sampling and 10,000 metres of diamond drilling planned for later in the year.”*

iMetal has a complete, fully equipped exploration camp at Gowganda to house and supply the professional crews executing surface programs as I write. Wide ranging reconnaissance out-crop identification, geologic mapping, and sampling have been in progress for the past 90-days. This ongoing program has identified specific areas with elevated gold values up to >3-grams gold per metric ton – from in-place-outcrop. These areas are now being systematically out-crop sampled on traverse lines to further define the areas of interest. It is expected that geochem surveys and geophysical surveys will be initiated as warranted to delineate targets for drilling later in the year.

**Ghost Mountain property:** The Ghost Mountain property consists of seven claim units, straddling the gold-prolific Destor-Porcupine Structure in Kirkland Lake, Ontario.

The Destor-Porcupine gold camp is one of the most prolific gold mining districts in North America, with past production exceeding 70-million ounces of gold. Mining and exploration have been going on in this district since gold was first discovered near Timmins in 1907. The structure and related gold deposits occur in structurally controlled Archean lode gold deposits. The Ghost Mountain property is contiguous on three sides by Kirkland Lake Gold (KL-tsx), only a few hundred meters North from their Lightval target, and proximal to its multi-million-ounce gold production facilities in the Kirkland Lake area.

iMetal is in the planning stage of a comprehensive exploration program to fully test the potential of the property; details of which will be reported shortly. The Ghost Mountain property became available for location during the acquisition of St. Andrew Goldfields by Kirkland Lake Gold in November 2015. These claims were immediately staked by iMetal Resources Advisory Board Member, Tom O'Connor, and subsequently optioned to the company.

**Carheil Gold and Flake Graphite property, Quebec:** iMetal completed a ~600-meter drill program on the Carheil property in February 2016. Large Flake Graphite was intersected over a 1.1-meter interval averaging 7.48% Cg (graphite content) within a broader 4.67-meter interval averaging 1.67% Cg. The intersection occurred at a depth of about 95-meters. Two additional ~200-meter holes were drilled in the vicinity of the mineralized one, but unfortunately did not encounter interesting graphite mineralization. Based on these results, the location of the property, the narrow width of the mineralized intersection, and the depth of the intersection — iMetal will not be conducting further exploration for graphite on the Carheil property. But looking for gold mineralization, rather than graphite, on the Carheil property is definitely warranted.

Carheil is located close to several major gold and base metal discoveries and deposits, i.e.

~20km NNE of Hecla's Casa Berardi Mine / 1.3M ounces of Gold, Proven & Probable,

~20km WSW of BHP Billiton's past producing Selbaie Mine; The Selbaie Mine produced 53 Mt @ 1% Cu, 2.0% Zn, 0.6 g/t Au and 41 g/t Ag from 1958 through 1993 — and

~25km SE of Detour Gold Corp., 16-million ounces of Gold, Proven & Probable. The Carheil property is contiguous to the east boundary of Detour Gold's property.

iMetal plans to explore the possibilities of forming a joint-venture with one of the other active companies working in close proximity to Carheil to finance additional gold exploration on the property.

I look forward to keeping you informed on all iMetal developments and sincerely thank you for your past and continuing support.

Yours truly,

DATED at Vancouver, British Columbia, this 16<sup>th</sup> day of June, 2017.

**BY ORDER OF THE BOARD**

"Johan Grandin"

Johan Grandin, Chief Executive Officer

**iMetal Resources Inc.**

580 Hornby Street, Suite 588  
Vancouver, BC  
V6C 3B6  
Tel: (604) 739-9713

**INFORMATION CIRCULAR**

**FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON July 27<sup>th</sup>, 2017 SOLICITATION OF PROXIES**

This Information Circular is furnished in connection with the solicitation of proxies by the Management of iMetal Resources Inc. (“iMetal” or the “Company”) for use at the Annual General Meeting of Shareholders of the Company to be held at the time and place and for the purposes set forth in the Notice of Meeting distributed with this Information Circular. The solicitation will be made primarily by mail and may in addition be made by personal and telephone contact with Shareholders by regular employees of the Company. The cost of this solicitation will be borne by the Company.

**APPOINTMENT OF PROXYHOLDER**

Shareholders of the Company who hold Common Shares in their own names are “registered shareholders”. Each registered shareholder has the right to appoint a person, who need not be a shareholder, to attend and act for and on behalf of such shareholder at the Meeting other than the person(s) designated by management in the form of proxy accompanying this circular. Voting instructions for non-registered shareholders are set forth below under “ADVICE TO BENEFICIAL HOLDERS OF COMMON SHARES ON VOTING COMMON SHARES”.

The persons designated as proxy holders on the accompanying form of proxy have been selected by management. Each Shareholder has the right to appoint a person, who need not be a Shareholder, to attend and act for and on behalf of such Shareholder at the Meeting in place of the persons designated by management. A Shareholder desiring to appoint some other person as proxy holder may do so by striking out the printed names and inserting the name of the desired person in the space provided in the form of proxy. If no choice of proxy holder is made in such manner then the first named proxy holder will exercise the proxy with automatic substitution of the succeeding named proxy holder if such first named proxy holder does not attend the Meeting and automatic substitution of the third named proxy holder, if any, if such second named proxy holder does not attend the Meeting. A person appointed as proxy holder need not be a Shareholder of the Company. All completed proxy forms must, to be valid, be deposited at COMPUTERSHARE INVESTOR SERVICES INC., at 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, not fewer than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting.

**VOTING BY PROXY**

If the instructions of a registered shareholder are certain, the shares represented by any proxy given by that registered shareholder will be voted on any ballot that may be called for, and where the registered shareholder specifies a choice with respect to any matter to be acted on, the shares will be voted on any ballot that may be called for in accordance with the specifications so made.

**WHERE NO CHOICE IS SPECIFIED, THE PROXY CONFERS DISCRETIONARY AUTHORITY ON THE REGISTERED SHAREHOLDER'S APPOINTED PROXYHOLDER.**

**IF A REGISTERED SHAREHOLDER HAS NOT APPOINTED HIS OR HER OWN PROXYHOLDER, SUCH SHARES WILL BE VOTED BY MANAGEMENT'S DESIGNATES IN FAVOUR OF THE MATTERS DESCRIBED IN THE PROXY.**

**REVOCAION OF PROXY**

A Shareholder giving a proxy may revoke it either by signing a proxy bearing a later date and depositing it at the place and within the time aforesaid or by signing and dating a written notice of revocation (in the same manner as the proxy is required to be executed as set out in the notes to the proxy) and either depositing the same 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 registering with the Scrutineer at the Meeting as a Shareholder present in person, or in any other manner provided by law, whereupon such proxy shall be deemed to have been revoked. Revocation of a proxy will not affect any matter on which a vote has been taken before the revocation.

**ADVICE TO BENEFICIAL HOLDERS OF COMMON SHARES ON VOTING COMMON SHARES**

The information set forth in this section is of significant importance to any shareholders of the Company who do not hold Common Shares in their own name. Shareholders who do not hold shares in their own name (referred to in this Information Circular as "Non-registered Owners") should note that only proxies or other recognized voting instructions deposited by shareholders whose names appear on the records of the Company as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a shareholder by an "intermediary" (a term used to refer to, among others, securities dealers, brokers, banks, trust companies and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans), then, in almost all cases, those Common Shares will not be registered in the shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the name of the Non-registered Owner's intermediary or an agent of that intermediary. In Canada, the vast majority of such shares are registered under the name of CDS & Co., the nominee of The Canadian Depository for Securities, which acts as depository for many Canadian intermediaries. Common Shares held by intermediaries or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Non-registered Owner. Without specific instructions, an intermediary and its agents and nominees are prohibited from voting Common Shares for that intermediary's clients. Therefore, Non-registered Owners should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.

These shareholder materials are being sent to both registered and non-registered owners of Common Shares. If you are a Non-registered Owner and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of Common Shares, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the Request for Voting Instructions.

Non-Registered Holders who have not objected to their intermediary disclosing certain ownership information about themselves to the Company are referred to as "NOBOs". Those Non-Registered Holders who have objected to their intermediary disclosing ownership information about themselves to the Company are referred to as "OBOs".

In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has elected to send its shareholder materials respecting the meeting referred to herein (collectively, the "Meeting Materials") directly to NOBOs, as well as registered shareholders, and indirectly through intermediaries to OBOs. Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to each OBO, unless the OBO has waived its right to receive them.

As noted above under “Appointment of Proxy Holder”, Meeting Materials sent to registered shareholders are accompanied by a form of proxy. Meeting Materials sent to Non-Registered Holders who have not waived the right to receive Meeting Materials, regardless of whether they are NOBOs or OBOs, are accompanied by a Request for Voting Instructions (a “VIF”), as required by the Canadian Securities Administrators.

A VIF is provided to Non-registered Holders instead of a proxy. By returning a VIF in accordance with the instructions noted on it, a Non-Registered Holder is able to instruct the registered shareholder or, in the case of NOBOs, the Company, how to vote on behalf of the Non-Registered Shareholder. VIF’s, whether provided to the Non-registered Holder by the Company or by an intermediary, should be completed and returned in accordance with the specific instructions noted on the VIF.

**The purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Common Shares which they beneficially own. A Non-registered Holder receiving a VIF cannot use that VIF to vote Common Shares directly at the Meeting and will not by virtue of possession of that VIF be entitled to attend the Meeting. Should a Non-Registered Holder who receives a VIF wish to attend the Meeting or have someone else attend on his/her behalf, the Non-Registered Holder may request a legal proxy as set forth in the VIF. Such a legal proxy will grant the Non-Registered Holder or his/her nominee the right to attend and vote at the Meeting. Non-Registered Holders should carefully follow the instructions set out in the VIF, including those regarding when and where the VIF is to be delivered.**

## FINANCIAL STATEMENTS

The audited financial statements of the Company for the year ended May 31<sup>st</sup>, 2016 (the “Financial Statements”), together with the Auditors’ Report thereon, will be presented to the Shareholders at the Meeting.

## VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

At June 16, 2017 the Company has 68,992,466 common shares without par value issued and outstanding. All common shares in the capital of the Company are of the same class and each carries the right to one vote. The quorum for a meeting of Shareholders is two persons present in person or by proxy holding not less than 5% of the issued shares of the Company.

June 16, 2017 has been determined as the record date as of which Shareholders are entitled to receive notice of and attend and vote at the Meeting. Shareholders desiring to be represented by Proxy at the Meeting must, to entitle the person duly appointed by the Proxy to attend and vote thereat, deposit their Proxies at the place and within the time set forth in the Notes to the Proxy.

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 June 16, 2017:

Shareholder Name	Number of Common Shares Owned	Percentage of Common Shares Outstanding
Pieter Danielsson	11,540,000	16.7%

## **INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

Other than as disclosed elsewhere in this Information Circular, none of the Directors or Senior Officers of the 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.

## **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

No informed person of the Company, nor any proposed Director of the Company, nor any associate or affiliate of any informed person or proposed director, has had any material interest, direct or indirect, in any transactions since the commencement of the Company's last completed financial year, or has any material interest, direct or indirect, in any proposed transaction which, in either case, has or will materially affect the Company, except as may otherwise be disclosed herein.

## **STATEMENT OF EXECUTIVE COMPENSATION**

### **A. Executive Officers of the Company**

In accordance with the provisions of applicable securities legislation, the Company had two "Named Executive Officers" during the financial year ended May 31, 2016, namely Johan Grandin, President & CEO and Scott Davis, 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 May 31, 2014, May 31, 2015 and May 31, 2016.

### Summary Compensation Table

Name and principal position	Year Ended May 31	Salary (\$)	Option-based awards (\$)	Pension value (\$)	All Other Compensation (\$)	Total Compensation (\$)
Johan Grandin CEO, Chairman, President, & Director	2016	Nil	34,663	Nil	120,000	154,663
	2015	Nil	Nil	Nil	120,000	120,000
	2014	Nil	Nil	Nil	35,250	35,250
Scott Davis CFO	2016	Nil	23,109	Nil	Nil <sup>(1)</sup>	23,109
	2015	Nil	Nil	Nil	Nil <sup>(1)</sup>	N/A
	2014	Nil	Nil	Nil	Nil <sup>(1)</sup>	N/A

- (1) \$60,000 (2015 - \$76,500, 2014 - \$51,650) was invoiced by Cross Davis & Co. LLP, an accounting firm which Mr. Davis is a partner, in connection with bookkeeping and accounting services. Mr. Davis did not receive any salary or compensation from the Company.

### Incentive Plan Awards: Value Vested or Earned During the Year

The following table sets out, for each NEO, all outstanding incentive stock options to purchase Common Shares of the Corporation (option-based awards) held as of May 31, 2016, including awards granted to the NEOs in prior years. The closing price of the Corporation's Common Shares on the TSX Venture Exchange on May 31, 2016 was \$0.045 per share.

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date (m/d/y)	Value of unexercised 'in-the-money' options (\$)
Johan Grandin CEO, Chairman, President, & Director	750,000	0.05	05/19/2021	Nil
Scott Davis CFO	500,000	0.05	05/19/2021	Nil

- (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.

### Option Based Awards Exercised During the Year

There were no option-based awards exercised during the Corporation's last completed financial year by the NEOs.

## Value of Option-Based Awards Vested or Earned During the Year

The following table sets forth, for each NEO, the value of all incentive plan awards which vested or were earned during the year ended May 31, 2016.

Name	Option-based awards – Value vested during the year (\$)
Johan Grandin CEO, Chairman, President, & Director	34,663
Scott Davis CFO	23,109

- (1) The stock option benefit is the grant date fair value using the Black-Scholes option pricing model using the following assumptions: weighted average stock price – \$0.05, weighted average exercise price - \$0.05, an option life of 5 years, a risk-free interest rate of 0.69% and a weighted average volatility of 158.19%. Please see the table under “Incentive Plan Awards” for the ‘in-the-money’ value of these options on May 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

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.

## B. Directors of the Company

Non-executive Directors of the Company invoiced the Company a total of \$26,400 either directly or indirectly, for their services rendered during the most recently completed financial year of the Company. The Company does not have any non-cash compensation plans for its Directors and it does not propose to pay or distribute any non-cash compensation during the current financial year, other than the possible grant of incentive stock options.

## Director’s 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 May 31, 2016:

Name	Fees earned (\$)	Share- based awards (\$)	Option- based awards (\$)	Non-equity incentive plan compensation (\$)	Pension Value (\$)	All other compensation (\$)	Total (\$)
Mark Fedikow	Nil	Nil	23,109	Nil	Nil	14,400	37,509
Johan Juntorp	\$12,000	Nil	20,798	Nil	Nil	Nil	32,798
Michael Danielsson	Nil	Nil	18,487	Nil	Nil	Nil	18,487

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**

The following table sets out for each other director all outstanding incentive stock options (option-based awards) to purchase Common Shares of the Corporation held as of May 31, 2016 including awards granted to the other directors in prior years.

<b>Option-based Awards</b>				
<b>Name</b>	<b>Number of securities underlying unexercised options (#)</b>	<b>Option exercise price (\$)</b>	<b>Option expiration date (m/d/y)</b>	<b>Value of unexercised in-the-money options (\$)</b>
Mark Fedikow	500,000	\$0.05	05/19/2021	Nil
Michael Danielsson	400,000	\$0.05	05/19/2021	Nil
Johan Juntorp	450,000	\$0.05	05/19/2021	Nil

- (1) The closing price of the Company's shares of the TSX Venture Exchange on May 31, 2016, which was the last trading day prior to the Company's financial year end, was \$0.045.

### **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:

<b>Name</b>	<b>Option-based awards – Value vested during the year (\$)</b>	<b>Share-based awards – Value vested during the year (\$)</b>	<b>Non-equity incentive plan compensation – Value earned during the year (\$)</b>
Mark Fedikow	23,109	Nil	Nil
Johan Juntorp	20,798	Nil	Nil
Michael Danielsson	18,487	Nil	Nil

### **Exercise of Compensation Securities by Directors**

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

### **SECURITIES AUTHORISED FOR ISSUANCE UNDER EQUITY COMPENSATIONS 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 May 31, 2016.

## Equity Compensation Plan Information

Plan Category	Number of shares issuable upon exercise of outstanding options, warrants and rights <sup>(1)</sup>	Weighted average exercise price of outstanding options, warrants and rights	Number of shares remaining available for future issuance under equity compensation plans <sup>(2)</sup>
Equity compensation plans <b>approved</b> by shareholders <sup>(3)</sup>	5,100,000	\$0.05	24,247
Equity compensation plans <b>not approved</b> by shareholders	Nil	Nil	Nil
<b>Total</b>	5,100,000	\$0.05	24,247

(1) Assuming outstanding options, warrants and rights are fully vested.

(2) Excluding the number of shares issuable upon exercise of outstanding options, warrants and rights shown in the second column.

(3) The Corporation is seeking shareholder approval of its Share Option Plan, pursuant to the policies of the TSX Venture Exchange, at the Meeting.

## INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS\

Other than routine indebtedness, no Director, Executive Officer or Senior Officer of the Company, or any proposed nominee for election as a Director of the Company, or any associate or affiliate of any such Director, Executive Officer or Senior Officer or proposed nominee, is or has been indebted to the Company or any of its subsidiaries, or to any other entity that was provided a guarantee or similar arrangement by the Company or any of its subsidiaries in connection with the indebtedness, at any time since the beginning of the most recently completed financial year of 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.

## CORPORATE GOVERNANCE

Corporate governance relates to the activities of 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***

Management is nominating four (4) individuals for election to the Company's board of directors (the "Board").

The Guidelines suggest that the board of directors of every listed company should be constituted with a majority of individuals who qualify as "independent" directors under NI 58-101. Under NI 58-101, which refers in turn to Multilateral Instrument 52-110 – "Audit Committees", director is considered independent if he or she has no direct or indirect "material relationship" with the Company (other than shareholdings) which could, in the view of the Board, reasonably interfere with the exercise of that director's independent judgment. The President is an "inside" or management director and, accordingly, such person is not considered to be "independent" within the meaning of MI 52-110. The other directors are considered by the Board to be "independent" within the meaning of MI 52-110.

## ***Directorships***

Certain of the directors are presently a director of one or more other reporting issuers (public companies), as follows:

<b>Director</b>	<b>Other Issuers</b>
Johan Grandin	E.S.I Environmental Sensors, Inc.
Mark Fedikow	North American Nickel, Inc
Johan Juntorp	N/A
Michael Danielsson	E.S.I Environmental Sensors, Inc.

## ***Orientation and Continuing Education***

The Board ensures that each new nominee has the competencies, skills and personal qualities required to perform his duty properly, and Company management does provide informal orientation and education to new directors respecting the Company's history, properties, performance and strategic plans. However, the Board does not have any formal policies with respect to the orientation of new directors, nor does it take any measures to provide continuing education for the directors. At this stage of the Company's development, and having regard to the background and experience of its directors, the Board does not feel it necessary to have such policies or programs in place.

## ***Ethical Business Conduct***

To date, the Board has not adopted a formal written Code of Business Conduct and Ethics. However, the current limited scope of the Company's operations and the small number of officers and consultants allows the Board to monitor on an ongoing basis the activities of management and to ensure that the highest standard of ethical conduct is maintained. As the Company grows in size and scope, the Board anticipates that it will formulate and implement a formal Code of Business Conduct and Ethics.

## ***Nomination and Assessment***

The Board does not have a formal process in place with respect to the recruitment or appointment of new directors. Nominees have historically been recruited by existing Board members, and the recruitment process has involved both formal and informal discussions among Board members.

The Board monitors, but does not formally assess, the performance of individual Board members and their contributions. The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Company's size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time.

### ***Compensation***

The Board determines compensation for the directors and Chief Executive Officer.

### ***Other Board Committees - Audit Committee***

At the present time, the only other standing committee is the Audit Committee. The written charter of the Audit Committee, as required by MI 52-110, is contained in Schedule "B" to this Circular. As the Company grows, and its operations and management structure become more complex, the Board expects it will constitute additional formal standing committees, such as a Compensation Committee, and will ensure that such committees are governed by written charters and are composed of at least a majority of independent directors

### ***Composition of the Audit Committee***

Members of the audit committee are: Johan Juntorp, Johan Grandin and Michael Danielsson. Mr Juntorp and Mr. Danielsson are independent members and Mr. Juntorp is chair of the audit committee. Each member of the audit committee is 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 Board's view, reasonably interfere with the exercise of a member's independent judgement. 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 breach and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be raised by the Company.

### ***Relevant Education and Experience***

The education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as an Audit Committee member and, in particular, any education or experience are as follows:

Johan Juntorp (Chairperson) – Swedish Businessman and Project Manager at Aliquantum AB since 2010, Aliquantum specializes in offering sales & distribution services to promising companies around the world. Based in Gothenburg, Sweden, Aliquantum focuses on high potential products that need assistance to enter the market in an effective and far-reaching way. Prior to that was Area Sales Manager at Peter Skoglund Agenturer AB.

Johan Grandin – Johan Grandin has over 25 years of experience working with public companies and a proven track record in raising venture capital and brings extensive expertise in corporate financial restructuring and capital markets. Through his past officer and director positions for various public issuers, Mr. Grandin has learned to streamline growth initiatives with precision. Having also worked in the field of engineering, Mr. Grandin holds a Masters of Science degree in Business Economics and Engineering Physics. He is also a director of E.S.I Environmental Sensors, Inc.

Michael Danielsson - Michael Danielsson has 24 years of experience in banking, Head of Risk and Corporate Valuations, Swedbank AB; Investment Advisor and Head of Clearing at Svenska Handelsbanken; Mr. Danielsson is now a Management Consultant.

***Audit Committee oversight***

The audit committee has not made any recommendations to the Board to nominate or compensate any auditor other than De Visser Gray LLP.

***Reliance on Certain 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.

***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 Service Fees:***

The audit committee has reviewed the nature and amount of the non-audited services provided by De Visser Gray LLP to the Company to ensure auditor independence. Fees incurred with De Visser Gray & Company LLP for audit and non-audit services in the last two fiscal years for audit fees are outlined in the following table.

<b>Nature of Services</b>	<b>Fees Paid to Auditor in Year Ended May 31<sup>st</sup>, 2016</b>	<b>Fees Paid to Auditor in Year Ended May 31<sup>st</sup>, 2015</b>
Audit Fees <sup>(1)</sup>	\$23,000	\$20,640
Audit-Related Fees <sup>(2)</sup>	\$nil	\$nil
Tax Fees <sup>(3)</sup>	\$1,650	\$2,200
Total <sup>(4)</sup>	\$24,650	\$22,840

- (1) The aggregate fees billed by the Company’s auditor for audit fees.
- (2) The aggregate fees billed for assurance and related services by the Company’s auditor that are reasonably related to the performance of the audit or review of the Company’s financial statements and are not disclosed in the ‘Audit Fees’ column. These fees are related to the auditor’s review of the Company’s compliance and conversion to International Financial Reporting Standards.
- (3) The aggregate fees billed for professional services rendered by the Company’s auditor for tax compliance, tax advice, and tax planning.
- (4) The aggregate fees billed for professional services other than those listed in the other three columns.

## PARTICULARS OF MATTERS TO BE ACTED UPON

### A. Appointment and Remuneration of Auditor

The persons named in the enclosed Instrument of Proxy will vote for the appointment of De Visser Gray, Chartered Accountants, of Vancouver, British Columbia, as Auditor of the Company, to hold office until the next Annual General Meeting of the Shareholders at remuneration to be fixed by the Directors. De Visser Gray, Chartered Accountants, were appointed to the position of Auditor of the Company during July, 2001.

### B. Election of Directors

Management is nominating four (4) individuals to stand for election. The names of further nominees for Directors may come from the floor at the Meeting.

Directors are elected annually and each Director holds office until the next Annual General Meeting of the Shareholders unless that person ceases to be a Director before then.

In the absence of instructions to the contrary, the shares represented by Proxy will, on a poll, be voted for the nominees herein listed. **Management does not contemplate that any of the nominees will be unable to serve as a Director.**

The following table sets out the names of the persons to be nominated for election as Directors, the positions and offices which they presently hold with the Company, their respective principal occupations or employment during the past five years if such nominee is not presently an elected Director and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Information Circular:

NAME, PLACE OF RESIDENCE AND PRESENT POSITION WITH THE COMPANY	PRINCIPAL OCCUPATION AND POSITIONS DURING LAST FIVE YEARS	PERIOD FROM WHICH NOMINEE HAS BEEN A DIRECTOR	APPROXIMATE NUMBER OF SHARES BENEFICIALLY OWNED DIRECTLY OR INDIRECTLY AS OF THE DATE HEREOF <sup>(1)</sup>
Mark Fedikow - Director Winnipeg, Manitoba	Geologist and Geochemist with 39 years experience in industry and government; President and Founder of Mount Morgan Resources Ltd. since 2002 providing consulting services to the metals, diamond and hydrocarbon exploration sector.	November 16 <sup>th</sup> , 2012	434,684
Johan Juntorp – Director Sweden	Swedish Businessman and business developer at Engtex AB. Prior to that was Project manager at Aliquantum.	November 16 <sup>th</sup> , 2012	89,000

<p>Johan Grandin, - CEO &amp; Director Vancouver, Canada</p>	<p>Johan has 25 years of experience working with public companies and a proven track record in raising venture capital and brings extensive expertise in corporate financial restructuring and capital markets. Through his past officer and director positions for various public issuers, Mr. Grandin has learned to streamline growth initiatives with precision. Having also worked in the field of engineering, Mr. Grandin holds a Masters of Science degree in Business Economics and Engineering Physics. He is also a director of E.S.I Environmental Sensors, Inc.</p>	<p>November 21<sup>st</sup>, 2013</p>	<p>3,296,000</p>
<p>Michael Danielsson - Director</p>	<p>Mr. Danielsson is a Swedish Businessman graduating with a Masters Degree from Stockholm's School of Economics in 1987. He worked as an Investment Advisor and Head of Clearing for 11 years for Svenska Handelsbanken. Mr. Danielsson continued with Swedbank AB (public company) for 13 years as Vice President Risk and Valuation for Institutions and Large Corporations. He has since been an Independent Executive Consultant.</p>	<p>December 3<sup>rd</sup>, 2015</p>	<p>Nil</p>

(1) Based on information provided by the Directors.

### C. Stock Option Plan

Shareholder approval is sought for the Company's Stock Option Plan (the "Plan"). The purpose of the Stock Option Plan is to encourage ownership of iMetal's common shares by persons ("Eligible Persons") who are directors, senior officers and key employees of, as well as consultants and employees of management companies providing services to, iMetal. It is these individuals who are primarily responsible for the management and profitable growth of iMetal's business. Management hopes that the Stock Option Plan will advance the interests of iMetal by providing additional incentive for superior performance by all eligible recipients.

The aggregate number of common shares in the capital of iMetal reserved for issuance under the Stock Option Plan is a maximum of 10% of the issued and outstanding shares of iMetal as at the date of each option grant.

If any options granted expire or terminate for any reason without having been exercised in full, the unpurchased shares will again be available under the Stock Option Plan. As the Stock Option Plan is a "rolling plan", the policies of the TSX Venture Exchange (the "Exchange") provide that the Company must seek shareholder approval of the plan annually. The Stock Option plan is subject to Exchange approval.

#### **Terms of the Stock Option Plan**

The following summary is a brief description of the Stock Option Plan and is qualified in its entirety by the full text of the Stock Option Plan, which will be available for shareholders to review at the Meeting:

1. The maximum number of shares that may be issued upon the exercise of stock options previously granted and those granted under the Stock Option Plan will be a maximum of 10% of the issued and outstanding common shares at the time of the grant.

2. Stock options can be issued to persons who are directors, senior officers, employees and consultants of, or employees of management companies providing services to, iMetal.
3. The option price of any common share in respect of which an option may be granted under the Stock Option Plan shall be fixed by the Board of Directors but shall be not less than the minimum price permitted by the Exchange or, if the shares are no longer listed for trading on the Exchange, then such other exchange or quotation system on which the shares are listed or quoted for trading.
4. The number of options granted to any one individual may not exceed 5% of the outstanding listed shares in any 12 month period.
5. The number of options granted to any one consultant may not exceed 2% of iMetal's outstanding listed shares in any 12 month period.
6. All options granted under the Stock Option Plan may not have an expiry dated exceeding five years from the date on which the Board of Directors grant and announce the granting of the option.
7. If the optionee ceases to be (other than by reason of death) an eligible recipient of options, then the option granted shall expire within 30 days after the date that the option holder ceases to be eligible, subject to the terms and conditions set out in the Stock Option Plan.
8. If an optionee ceases to be an eligible recipient of option by reason of death, an optionee's heirs or administrators shall have until the earlier of:
  - (a) one year from the death of the option holder; and
  - (b) the expiry date of the optionsin which to exercise any portion of options outstanding at the time of death of the optionee.
9. The Stock Option Plan will be administered by iMetal's Board of Directors who will have the full authority and sole discretion to grant options under the Stock Option Plan to any eligible recipient, including themselves.
10. The options are not assignable or transferable by an optionee.
11. The Board of Directors may from time to time, subject to regulatory approval, amend or revise the terms of the Stock Option Plan.

Accordingly, Shareholders will be asked to consider and, if thought appropriate, to approve, with or without amendment, the Stock Option Plan Resolution set out in Schedule "A" to this Information Circular.

## **OTHER MATTERS**

It is not known if any other matters will come before the Meeting other than set forth above and in the Notice of Meeting, but if such should occur, the persons named in the accompanying Proxy intend to vote on any poll, on such matters in accordance with their best judgement, 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.

## **DIRECTORS' APPROVAL**

The contents of this Information Circular and the sending thereof to the Shareholders of the Company have been approved by the Board of Directors of the Company.

## **ON BEHALF OF THE BOARD**

*“Johan Grandin”*

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Johan Grandin  
Chairman & President

## SCHEDULE "A"

### SHAREHOLDER'S RESOLUTIONS

#### **Stock Option Plan Resolution**

"BE IT RESOLVED that:

1. The Stock Option Plan as set forth in the Information Circular dated June 16, 2017, be approved and that the Board of Directors of the Company be authorised in their absolute discretion to establish and administer the Stock Option Plan in accordance with its terms and conditions;
2. The outstanding stock options which have been granted prior to the implementation of the Stock Option Plan shall, for the purpose of calculating the number of stock options that may be granted under the Stock Option Plan, be treated as options granted under the Stock Option Plan;
3. The Board of Directors be authorised on behalf of the Company to make any amendments to the Stock Option Plan as may be required by regulatory authorities, without further approval of the Company's Shareholders, in order to ensure adoption of the Stock Option Plan; and
4. Any one director/officer of the Company be and he or she is hereby authorized and directed to do all such acts and things and to execute and deliver under the corporate seal or otherwise all such deeds, documents, instruments and assurances as in his opinion may be necessary to give effect to this resolution."

## **SCHEDULE “B”**

### **IMETAL RESOURCES INC.**

#### **AUDIT COMMITTEE CHARTER**

The audit committee is a committee of the board of directors to which the board delegates its responsibilities for the oversight of the accounting and financial reporting process and financial statement audits.

The audit committee will:

- (a) review and report to the board of directors of the Company on the following before they are published:
  - (i) the financial statements and MD&A (management discussion and analysis) (as defined in National Instrument 51-102) of the Company;
  - (ii) the auditors report, if any, prepared in relation to those financial statements,
- (b) review the Company’s annual and interim earnings press releases before the Company publicly discloses this information,
- (c) satisfy itself that adequate procedures are in place for the review of the Company’s public disclosure of financial information extracted or derived from the Company’s financial statements and periodically assess the adequacy of those procedures,
- (d) recommend to the board of directors:
  - (i) the external auditor to be nominated for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company; and
  - (ii) the compensation of the external auditor,
- (e) oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting,
- (f) monitor, evaluate and report to the board of directors on the integrity of the financial reporting process and the system of internal controls that management and the board of directors have established,
- (g) monitor the management of the principal risks that could impact the financial reporting of the Company,
- (h) establish procedures for:
  - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and

- (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters,
- (i) pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the Company's external auditor,
- (j) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company, and
- (k) with respect to ensuring the integrity of disclosure controls and internal controls over financial reporting, understand the process utilized by the Chief Executive Officer and the Chief Financial Officer to comply with Multilateral Instrument 52-109.

### **Composition of the Committee**

The committee will be composed of 2-3 directors from the Company's board of directors, a majority of whom will be independent. Independence of the Board members will be as defined by applicable legislation and as a minimum each committee member will have no direct or indirect relationship with the company which, in the view of the board of directors, could reasonably interfere with the exercise of a member's independent judgment. All members of the committee will be financially literate as defined by applicable legislation. If, upon appointment, a member of the committee is not financially literate as required, the person will be provided a three month period in which to achieve the required level of literacy.

### **Reporting**

The reporting obligations of the committee will include:

- (a) reporting to the board of directors on the proceedings of each committee meeting and on the committee's recommendations at the next regularly scheduled directors meeting; and
- (b) reviewing, and reporting to the board of directors on its concurrence with, the disclosure required by Form 52-110F2 in any management information circular prepared by the Company.