

TARTISAN RESOURCES CORP.

1060 – 44 Victoria Street
Toronto, Ontario M5C 1Y2

INFORMATION CIRCULAR

(As at January 25, 2018 except as indicated)

THIS MANAGEMENT INFORMATION CIRCULAR (the “Circular”) IS BEING FURNISHED IN CONNECTION WITH THE SOLICITATION BY MANAGEMENT OF TARTISAN RESOURCES CORP. (the “Corporation”) of proxies to be used at the annual and special meeting of shareholders (the “Meeting”) and any adjournments thereof, to be held at the offices at 44 Victoria Street, Suite 1102, Toronto, Ontario M5C 1Y2 at 10:00 a.m. (Toronto time) on Tuesday, February 20, 2018, for the purposes set forth in the enclosed notice of annual and special meeting (the “Notice of Meeting”). Proxies will be primarily solicited by mail and may also be solicited personally or by telephone by the directors and/or officers of the Corporation, at nominal cost. The cost of solicitation will be borne by the Corporation.

The Corporation may also pay the reasonable costs incurred by persons who are the registered but not the beneficial owners of common shares in the capital of the Corporation (the “Common Shares”) (such as brokers, dealers, other registrants under applicable securities laws, nominees and/or custodians) in sending or delivering copies of this Circular, the Notice of Meeting and form of proxy (the “Proxy”) to the beneficial owners of such Common Shares. The Corporation will provide, without cost to such persons, upon request to the Corporate Secretary of the Corporation, additional copies of the foregoing documents required for this purpose.

No person is authorized to provide any information or to make any representation other than those contained in this Circular and, if given or made, such information or representation shall not be relied upon as having been authorized.

In this Circular, unless otherwise indicated, all dollar amounts (“\$”) are expressed in Canadian dollars.

APPOINTMENT, VOTING AND REVOCATION OF PROXIES

Appointment

The individuals named in the accompanying form of proxy are directors and/or officers of the Corporation (the “Management Designees”). A shareholder of the Corporation (each, a “Shareholder”) wishing to appoint some other person (who need not be a Shareholder) to represent the Shareholder at the Meeting has the right to do so, either by striking out the names of those persons named in the accompanying form of proxy and inserting the desired person’s name in the blank space provided in the Proxy or by completing another form of proxy. Such Shareholder should first notify such person of his appointment and obtain his consent to act as a proxyholder. In any case, the Proxy should be dated and executed by the Shareholder or his attorney authorized in writing or, if the Shareholder is a corporation, by an officer or attorney thereof duly authorized.

A Shareholder wishing to be represented by proxy at the meeting or any adjournment thereof must deposit their duly executed form of proxy with the Corporation’s registrar and transfer agent Capital Transfer Agency Inc. at its Toronto office located at 90 Bay Street, Suite 920, Toronto, ON M5H 2Y2 not later

than 10:00 a.m. (Toronto time) on February 18, 2018 or, if the meeting is adjourned not later than 48 hours, excluding Saturdays and holidays, preceding the time of such adjourned meeting.

Voting

Each Shareholder may instruct his proxy how to vote his Common Shares by marking the Proxy as applicable. All Common Shares represented at the Meeting by properly executed Proxies will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for, and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares represented by the Proxy will be voted accordingly. In the absence of any such specification of voting on the Proxy, the Management Designees named in the Proxy will vote in favour of the matters set out therein.

The enclosed Proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the persons appointed proxyholders thereunder to vote with respect to any amendments or variations of matters identified in the Notice of Meeting and with respect to any other matters which may properly come before the Meeting. As of the date hereof, the Corporation is not aware of any amendments to, variations of or of other matters which may be presented to the Meeting.

Revocation of Proxies

A Shareholder who has given a proxy may revoke it by an instrument in writing executed by the Shareholder or by his attorney authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered to the Corporation's registrar and transfer agent Capital Transfer Agency Inc. at its Toronto office located at 90 Bay St Suite 920, Toronto, ON M5H 2Y2, at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or, if adjourned, any reconvening thereof or in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

ADVICE TO BENEFICIAL SHAREHOLDERS

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. The information set forth in this section is of significant importance to many beneficial shareholders as a substantial number of shareholders do not hold their Common Shares in their own name. Most of the beneficial holders of Common Shares of the Corporation are "non-registered" shareholders as their Common Shares are not registered in their own names but rather are instead registered in the name of a bank, trust company or brokerage firm from whom they purchased the Common Shares (referred to in this Circular as "Beneficial Shareholders"). Such Beneficial Shareholders should note that only proxies deposited by Shareholders whose names appear on the records maintained by the Corporation's registrar and transfer agent as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If the Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, then in almost all cases those shares will not be registered in the Beneficial Shareholder's name. Such shares are more likely to be registered under the names of the Beneficial Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc. ("CDS")), which acts as nominee for many Canadian banks, trust companies and brokerage firms). Common Shares held by brokers or their agents or nominees can only be voted (for, against or withheld from voting resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting Common Shares for their clients. The directors and officers of

the Corporation do not know for whose benefit the Common Shares registered in the name of CDS are held. Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person well in advance of the Meeting.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The purpose of the form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is limited to instructing the registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge"). Broadridge typically prepares a machine-readable voting instruction form (a "VIF"), mails the VIF to the Beneficial Shareholders and requests the Beneficial Shareholders to return the VIF forms to Broadridge or otherwise communicate voting instructions to Broadridge by way of the Internet or telephone. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. A Beneficial Shareholder receiving a Broadridge VIF cannot use that form to vote directly at the Meeting. The VIF must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted. If you have any questions with respect to the voting of Common Shares held through a broker or other intermediary, please contact your broker or other intermediary directly for assistance.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his or her broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. If a Beneficial Shareholder wishes to attend and vote at the Meeting in person, the Beneficial Shareholder must insert his or her own name as appointee in the blank space of the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

All references to Shareholders in this Circular and the accompanying Proxy and Notice of Annual and Special Meeting are to Shareholders of record unless specifically stated otherwise.

RECORD DATE

The Corporation has fixed January 12, 2018 as the record date (the "Record Date") for the purposes of determining holders of Common Shares entitled to receive notice of the Meeting. Registered holders of Common Shares, as shown on the shareholders' list prepared as of the Record Date will be entitled to vote such Common Shares at the Meeting on the basis of one vote for each Common Share held.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Voting Securities

The Company is authorized to issue an unlimited number of common shares without par value (the "shares"), of which 79,732,443 shares were issued and outstanding as at January 25, 2018. Persons who are registered shareholders at the close of business on January 25, 2018 will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each share held. The Company has only one class of shares.

Principal Shareholders

The following table lists those persons who own 10% or more of the issued and outstanding Common Shares of Tartisan as at the date hereof:

Name and Municipality of Residence of Shareholder	Type of Ownership	Number of Common Shares	Percentage of Common Shares Owned After the Transaction
Palisade Global Investments, Belize	Of Record	11,165,000	14%

DATE OF INFORMATION

Unless otherwise specified herein, the information contained in this Circular is given as of January 25, 2018.

MATTERS TO BE ACTED UPON AT THE MEETING

1. Financial Statements

The Corporation's audited consolidated financial statements of Tartisan Resources Corp. for the years ended March 31, 2016 and 2017, together with the auditor's report thereon will be presented at the Meeting, provided, however, that no vote with respect thereto is required. These financial statements have been filed on SEDAR at www.sedar.com and accompany this Circular for those Shareholders who have requested a copy.

2. Appointment of Auditors

It is proposed that Collins Barrow National Cooperative Incorporated, Chartered Accountants, be re-appointed as auditors of the Corporation to hold such office until the next annual meeting of Shareholders or until their successors are elected or appointed and that the board of directors (the "Board of Directors" or the "Board") of the Corporation be authorized to fix the remuneration of the Auditors.

Unless the Shareholder directs that his or her Common Shares are to be withheld from voting in connection with the appointment of auditors, the persons named in the enclosed form of proxy intend to vote FOR the reappointment of Collins Barrow National Cooperative Incorporated, Chartered Accountants, to serve as the auditor of the Corporation until the next annual meeting of the Shareholders and to authorize the directors of the Corporation to fix the auditor's remuneration.

3. Election of Directors

Shareholders have the option to (i) vote for all of the directors of the Corporation listed in the table below; (ii) vote for some of the directors and withhold for others; or (iii) withhold for all of the directors. Unless expressly directed to the contrary in the Proxy, the persons named therein will vote FOR the election of each of the five proposed nominees whose names appear below as directors or proposed directors of the Corporation.

Management of the Corporation (“Management”) does not contemplate that any of the nominees will be unable to serve as a director, however, if that should occur for any reason prior to the Meeting, it is intended that discretionary authority shall be exercised by the persons named in the Proxy to vote for the election of any other person or persons in place of any nominee or nominees who are unable to serve in such capacity. Each elected director will hold office until the next annual meeting of Shareholders of the Corporation or until his or her successor is duly elected or appointed, unless his or her office is earlier vacated in accordance with the by-laws of the Corporation.

The following table contains certain information in connection with the persons proposed for nomination as directors. The principal occupation and Common Shares beneficially owned or over which control or direction is exercised by the nominees for election as directors is in each instance based upon information provided by the person to whom such information relates.

ELECTION OF DIRECTORS

The Directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. In the absence of instructions to the contrary, the enclosed proxy will be voted for the nominees herein listed.

Shareholder approval will be sought to fix the number of Directors of the Company at four.

Pursuant to the Advance Notice Policy of the Company, any additional Director nominations for the Meeting must have been received by the Company in compliance with the Advance Notice Policy no later than the close of business on February 18, 2018.

The Company is required to have an audit committee. Members of this committee are as set out below. Management of the Company proposes to nominate each of the following persons for election as a Director.

Information concerning such persons, as furnished by the individual nominees, is as follows:

<i>Name, Jurisdiction of Residence and Position</i>	<i>Principal Occupation or Employment and, if not a Previously Elected Director, Occupation During the Past 5</i>	<i>Previous Service as a Director</i>	<i>Number of Shares Beneficially Owned, Controlled or Directed, ⁽²⁾ Directly or</i>
D. Mark Appleby ⁽¹⁾ <i>President, CEO and Director</i> Toronto, ON,	President and Chief Executive Officer of the Tartisan Resources Corp	Since December 21, 2010	5,473,710 shares ⁽³⁾
Yves Pierre Clement ⁽¹⁾ Director New Westminister, BC	P. Geo. V.P, Exploration Xtra-Gold Resources Corp. since 2006.	Since January 14, 2016	200,000 shares
Douglas Flett ⁽¹⁾ Director Toronto, ON	Chairman, KWG Resources Inc.	Since June 14, 2011	710,000 Shares
Denis Laviolette Director Renfrew, Ontario	Mining Consultant to Brownstone Energy Corp and a director of Xtra-Gold Resources Corp.	Since December 15, 2015	200,000 Shares

- (1) Member of the audit committee.
- (2) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at January 25, 2018, based upon information furnished to the Company by individual Directors. Unless otherwise indicated, such shares are held directly.
- (3) Including shares owned by Atlantis Bancorp Inc.

No proposed Director is to be elected under any arrangement or understanding between the proposed Director and any other person or company, except the Directors and executive officers of the Company acting solely in such capacity.

Corporate Cease Trade Orders

Save as set forth hereinbelow, to the knowledge of the Company, no proposed Director:

- (a) is, as at the date of the Information Circular, or has been, within 10 years before the date of the Information Circular, a Director, chief executive officer (“CEO”) or chief financial officer (“CFO”) of any company (including the Company) that:
 - (i) was the subject, while the proposed Director was acting in the capacity as Director, CEO or CFO of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or
 - (ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed Director ceased to be a Director, CEO or CFO but which resulted from an event that occurred while the proposed Director was acting in the capacity as Director, CEO or CFO of such company; or
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, a Director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed Director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed Director.

Mr. Flett a director of FLETCHER NICKEL INC. (“FNI”) at the time that a cease trade order was issued on May 20, 2015 that all trading in the securities of FNI cease for failure to file financial statements, the

related Management Discussion and Analysis and certification of the same.

The following Directors of the Company hold Directorships in other reporting issuers as set out below:

Name of Director	Name of Other Reporting Issuer
D. Mark Appleby	Nil
Douglas Flett	KWG Resources Inc., Fletcher Nickel Inc., Debuts Diamonds Inc.
Denis Laviolette	Northern Sphere Mining Corp., Xtra Gold Resources Corp., Gratomic Inc.
Yves Pierre Clement	Nil

D. Mark Appleby
President & Chief Executive Officer, Director

Mr. Appleby was appointed President and Chief Executive Officer and a member of the Board of Directors of Tartisan Resources Corp. in December 2010. Mr. Appleby has over 30 years of experience in a variety of disciplines relating to investment banking, corporate finance and the capital markets. Mr. Appleby's career began in 1983, where he served as an intern at Manulife in the equity and fixed income departments. In 1987 he joined First Boston Canada Ltd., where he reached the position of Vice-President-Bond Trading. Subsequently, Mr. Appleby has worked as an investment executive with Scotia McLeod Inc., and is co-founder of The Atlantis Group, a Company specializing in a variety of disciplines including the resource sector. Mr. Appleby was also a Director of Guyana Goldfields Inc. [TSX: GUY] for five years.

Dan Fuoco
Chief Financial Officer

Dan Fuoco, is the Chief Financial Officer of Tartisan Resources Corp. Mr. Fuoco is also currently CFO of Northern Sphere Mining Corp., (C:NSM). From 1998 to 2011 Mr. Fuoco held various positions at Magna International Inc. and MI Developments Inc. including Finance Director, Special Projects Chairman's Office/Vice Chairman's Office. Prior to that, Mr. Fuoco was Senior Manager, Financial Audit at Deloitte & Touche Toronto office from 1986 to 1998. Mr. Fuoco is a Chartered Accountant and has a Bachelor of Business Administration Degree from the Schulich School of Business York University, Toronto, Ontario.

Mr. Yves P. Clement, P.Geo.
Director

Mr. Clement is a professional geologist with over 28 years' experience in the generation, evaluation and development of a wide variety of mineral resources hosted by a broad spectrum of geological environments in Canada, South America, and West Africa. He has held Exploration Manager and VP, Exploration positions in several countries, and has extensive joint venture generation / project management experience and hands-on exploration experience in Archean / Proterozoic greenstone and Andean Cordillera settings, including: greenstone - hosted lode / shear gold, volcanogenic massive sulphide (VMS), magmatic Ni-Cu-PGM, low & high sulphidation epithermal Au – Ag, porphyry Cu - Mo & Au - Cu, Cu-Au skarn, Fe Oxide Cu–Au (IOCG), stratabound volcanic redbed copper (Manto-type), intrusion – related gold, and lateritic terranes.

Mr. Clement is currently VP, Exploration of Xtra-Gold Resources Corp. (TSX: XTG), a junior mineral exploration company focused on gold exploration in Ghana, West Africa. Yves is fluent in Spanish and has extensive exploration / project management experience in Latin American countries, including: Peru, Chile, Colombia, Ecuador, Venezuela, and Mexico. Prior to joining Xtra-Gold, he was VP, Exploration of Ginguero Exploration Inc. (TSX-V: GEG) and VP, Corporate Development of Golden Sierra Resources Corp. (Private Issuer), where he was responsible for the generation of precious and base metal exploration opportunities in Chile and Ecuador. Mr. Clement received a Geological Engineering Technology diploma from Cambrian College of Applied Arts and Technology, Sudbury, Ontario; and is a member of the Association of Professional Geoscientists of Ontario (“APGO”).

Denis Laviolette, B.Sc, Earth Science (Geology)

Director

Mr. Laviolette is an intermediate level mining and exploration professional with approximately 10 years of experience in exploration, advanced mine operations, start-up mine management, QA/QC, grass roots exploration, financing and acquisitions, working in Northern Ontario (Timmins,

Kirkland Lake and Red Lake), Norway and Ghana. He is also experienced with respect to GIS, 3D-modeling, resource delineation/estimation and large scale regional target delineation and production work, with a focus in Archean meso-thermal gold terranes and structural geology. He is currently applying for APGO (Association of Professional Geoscientists of Ontario) membership. Mr. Laviolette received his B.Sc, Earth Science (Geology) from Brock University, in St. Catharines, Ontario. Mr. Laviolette is currently employed with Brownstone Energy Inc. in Toronto and is also a director of Xtra-Gold Resources Corp. (T:XTG) and Northern Sphere Mining Corp. (C:NSM).

Douglas M. Flett, J.D.

Director

Douglas M. Flett, J.D., graduated from the University of Windsor Law School in 1972 and was called to the (Ontario) Bar in 1974. He practiced in his own corporate-commercial law firm until 1996 when he retired from practising law for a career in the resource industry. He continues to be a member of the Law Society of Upper Canada. He has been a Director of KWG Resources Inc. (KWG:CNSX) since 2006. He is a past Director of Kenora Prospectors & Miners Ltd., and is past President and currently a Director of Fletcher Nickel Inc., and a Director of Debuts Diamonds Inc. Mr. Flett is a member of the Compensation and Audit Committees for Tartisan Resources Corp. He has completed the Rotman Institute of Corporate Directors SME Program

4. Approval of Stock Option Plan

At the Meeting, the Shareholders of the Corporation will be asked to consider and, if thought fit, to pass an ordinary resolution (the “Stock Option Plan Resolution”) approving the Corporation’s existing stock option plan, the 2011 Stock Option Plan, (the “Stock Option Plan”), substantially in the following form:

“BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. The Stock Option Plan of the Corporation as described in the management information circular of the Corporation dated January 25, 2018 be and it is hereby approved by the shareholders of the Corporation.
2. Any director or officer of the Corporation be and is authorized, instructed and

empowered, acting for, in the name of and on behalf of the Corporation, to do or to cause to be done all such other acts and things in the opinion of such director or officer of the Corporation as may be necessary or desirable to satisfy securities and corporate regulators and in order to fulfill the intent of this foregoing resolution.”

Background of Stock Option Plan Resolution

At the Corporation’s annual and special meeting of shareholders held on September 7, 2011, the Corporation’s shareholders approved the Stock Option Plan. The Canadian Securities (the “CSE”) requires all listed companies that have a stock option plan in place to have such plan approved by the shareholders of the Corporation on an annual basis. Accordingly, the Corporation is again seeking shareholder approval at the Meeting for, and to renew, the Stock Option Plan.

Summary of the Principal Terms of the Stock Option Plan

The following is a summary of the principal terms of the Stock Option Plan, which is qualified in its entirety by the full text of the Stock Option Plan, a copy of which can be obtained prior to the Meeting by requesting a copy to be sent by post by contacting the Corporation’s secretary.

The Stock Option Plan is a “rolling” stock option plan under which options may be granted to “Eligible Persons” in respect of authorized and unissued Common Shares provided that, the aggregate number of Common shares reserved by the Corporation for issuance and which may be purchased upon the exercise of all options shall not exceed 10% of the issued and outstanding Common Shares of the Corporation at the time of granting of options (on a non-diluted basis). An Eligible Person means any director, officer, employee (part-time or full-time), service provider or consultant of the Corporation or any of its subsidiaries. If any option granted under the Stock Option Plan is surrendered, terminated, expires or is exercised, the Common shares reserved for issuance, or issued, pursuant to such option shall be available for new options granted under the Stock Option Plan.

The Board of Directors of the Company implemented a Stock Option Plan (the “Plan”) effective September 7, 2011. The number of shares which may be issued pursuant to options previously granted and those granted under the Plan is a maximum of 10% of the issued and outstanding shares at the time of the grant. In addition, the number of shares which may be reserved for issuance to insiders as a group is 10%, to any one individual may not exceed 5% of the issued shares on a yearly basis or 2% if the optionee is engaged in investor relations activities or is a consultant. The Stock Option Plan which sets the number of shares issuable under the plan at a maximum of 10% of the issued and outstanding shares is approved and ratified by shareholders on an annual basis.

Therefore, at the Meeting, shareholders will be asked to pass a resolution in the following form:

“UPON MOTION IT WAS RESOLVED that the Company approve and ratify, subject to regulatory approval, if required, the Stock Option Plan pursuant to which the Directors may, from time to time, authorize the issuance of options to Directors, officers, employees and consultants of the Company and its subsidiaries to a maximum of 10% of the issued and outstanding common shares at the time of the grant, with a maximum of 5% of the Company’s issued and outstanding shares being reserved to any one person on a yearly basis.”

The purpose of the Plan is to allow the Company to grant options to Directors, officers, employees and consultants, as additional compensation, and as an opportunity to participate in the success of the Company. The granting of such options is intended to align the interests of such persons with that of the shareholders. Options will be exercisable over periods of up to five years as determined by the Board of Directors of the

Company and are required to have an exercise price no less than the closing market price of the Company's shares prevailing on the day that the option is granted. Pursuant to the Plan, the Board of Directors may from time to time authorize the issue of options to Directors, officers, employees and consultants of the Company and its subsidiaries or employees of companies providing management or consulting services to the Company or its subsidiaries. The Plan contains no vesting requirements, but permits the Board of Directors to specify a vesting schedule in its discretion. The Plan provides that if a change of control, as defined therein, occurs, all shares subject to option shall immediately become vested and may thereupon be exercised in whole or in part by the option holder.

If the optionee ceases to be an eligible person as a result of termination for cause of such optionee by the Company any outstanding option held by such optionee on the date of such termination, whether in respect of option shares that are vested or not, shall be cancelled as of that date. If the optionee ceases to be an eligible person due to his or her retirement at the request of his or her employer earlier than the normal retirement date under the Company's retirement policy then in force, or due to his or her termination by the Company other than for cause, or due to his or her voluntary resignation, the option then held by the optionee shall be exercisable to acquire unissued option shares at any time up to but not after the earlier of the expiry date and the date which is 90 days (30 days if the optionee was engaged in investor relations activities) after the optionee or, the Board of Directors of the Company may, in its sole discretion if it determines such is in the best interests of the Company, extend the expiry date of the option of an optionee to a later date within a reasonable period.

The full text of the Plan will be available for review at the Meeting.

Approval of Stock Option Plan Resolution

In order to be approved, the Stock Option Plan Resolution must be passed by a simple majority of the votes cast at the Meeting by the Corporation's shareholders who vote in person or by proxy.

Unless otherwise directed, the management designees named in the accompanying Instrument of Proxy intend to vote in favour of the Stock Option Plan Resolution, approving and authorizing the Stock Option Plan. The Board recommends that the Shareholders vote FOR the Stock Option Plan Resolution at the Meeting.

5. Name Change Resolution

The Name Change Resolution must be approved by a Special Resolution passed by not less than two-thirds of the votes cast by Shareholders present in person or represented by Proxy at the Meeting. The Board believes that the Name Change Resolution is in the best interests of Tartisan Resources Corp. and therefore the independent members of the Board unanimously recommend that Shareholders vote for this resolution. Unless otherwise indicated, the persons named in the accompanying Proxy intend to vote **FOR** the Name Change Resolution.

At the Meeting, the following Name Change Resolution, with or without variation, will be placed before the Shareholders.

“BE IT RESOLVED AS A SPECIAL RESOLUTION OF SHAREHOLDERS THAT:

1. The Company is authorized to file articles of amendment pursuant to the OBCA to change its name from “Tartisan Resources Corp.” to “Tartisan Nickel Corp.”, or such other name that the Board deems appropriate and as may be approved by the regulatory authorities (including the Canadian Securities Exchange), if the Board considers it to be

in the best interests of the Company to implement such a name change;

2. any Director or officer of the Company be and is hereby authorized and directed to execute and deliver, or cause to be delivered, articles of amendment pursuant to the OBCA, and to do and perform all such acts and things, sign such documents and take all such other steps as, in the opinion of such Director or officer, may be considered necessary or desirable to carry out the purpose and intent of this resolution; and
3. notwithstanding that this resolution has been duly passed by the Shareholders, the Board is hereby authorized and empowered, if it decides not to proceed with the Name Change Resolution, to revoke this resolution in whole or in part at any time prior to it being given effect without further notice to, or approval of, the Shareholders.

In order to pass the special resolution to amend the Corporation's articles of incorporation, to change the name of the Corporation, at least two thirds of the votes cast at the meeting of holders of Common Shares must be voted in favour of the resolution. If the resolution amending the articles of incorporation does not receive the requisite Shareholder approval, the Corporation will continue with its present name.

Unless the Shareholder directs that his or her Common Shares should be voted against the foregoing special resolution amending the Corporation's articles of incorporation, the persons named in the enclosed form of proxy intend to vote FOR the approval of such resolution.

In the event that the Corporation proceeds with a name change, letters of transmittal will be made available to holders of Common Shares for use in transmitting their share certificates to the Corporation's registrar and transfer agent, Computershare Trust Corporation of Canada, in exchange for new certificates of the Corporation as renamed. Such letters of transmittal will be provided to Shareholders by Computershare Trust Corporation of Canada or the Corporation on request. Once a certificate of amendment of articles is obtained and properly completed letters of transmittal together with any share certificates representing Common Shares issued prior to the name change have been received in accordance with instructions contained in the letters of transmittal, certificates for the appropriate number of Common Shares reflecting the new name of the Corporation will be issued.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Company's compensation philosophy for its "**Named Executive Officer**" or "**NEO**" NEO's is designed to attract well qualified individuals in what is essentially an international market by paying competitive base management fees plus short and long term incentive compensation in the form of stock options or other suitable long term incentives. The Board of Directors meets to discuss and determine executive compensation without reference to formal objectives, criteria or analysis. In making its determinations regarding the various elements of executive compensation, the Board of Directors does not benchmark its executive compensation program, but from time to time does review compensation practices of companies of similar size and stage of development to ensure the compensation paid is competitive within the Company's industry and geographic location while taking into account the financial and other resources of the Company.

The duties and responsibilities of the President and CEO are typical of those of a business entity of the Company's size in a similar business and include direct reporting responsibility to the Board, overseeing the activities of all other executive and management consultants, representing the Company, providing

leadership and responsibility for achieving corporate goals and implementing corporate policies and initiatives.

Elements of Compensation

The Company's executive compensation policy consists of an annual base salary and long term incentives in the form of stock options granted under the Company's Stock Option Plan.

The base salaries paid to officers of the Company are intended to provide fixed levels of competitive pay that reflect each officer's primary duties and responsibilities and the level of skill and experience required to successfully perform their role. The Company intends to pay base salaries to officers that are competitive with those for similar positions in the mining industry to attract and retain executive talent in the market in which the Company competes for talent. Base salaries of officers are reviewed annually by the Board of Directors.

The incentive component of the Company's compensation program is the potential longer term reward provided through the grant of stock options. The Company's Stock Option Plan is intended to attract, retain and motivate officers and Directors of the Company in key positions, and to align the interests of those individuals with those of the Company's shareholders. The Stock Option Plan provides such individuals with an opportunity to acquire a proprietary interest in the Company's value growth through the exercise of stock options. Options are granted at the discretion of the Board of Directors, which considers factors such as how other junior exploration companies grant options and the potential value that each optionee is contributing to the Company. The number of options granted to an individual is based on such considerations. Stock options are granted at an exercise price of not less than the prevailing market price of the Company's shares at the time of the grant, and for a term of exercise not exceeding ten years.

The Company has not currently identified specific performance goals or benchmarks as such relate to executive compensation, but from time to time does review compensation practices of companies of similar size and stage of development to ensure the compensation paid is competitive within the Company's industry. The stage of the Company's development and the small size of its specialized management team allow frequent communication and constant management decisions in the interest of developing shareholder value as a primary goal. As the Company progresses toward a revenue-producing entity, and performance goals are more apt to be delegated, particular performance goals will become more complex and measurable, and included in the compensation structure accordingly.

Compensation Policies and Risk Management

The Board of Directors considers the implications of the risks associated with the Company's compensation policies and practices when determining rewards for its officers. The Board of Directors intends to review at least once annually the risks, if any, associated with the Company's compensation policies and practices at such time.

Executive compensation is comprised of short-term compensation in the form of a base salary and long-term ownership through the Company's Stock Option Plan. This structure ensures that a significant portion of executive compensation (stock options) is both long-term and "at risk" and, accordingly, is directly linked to the achievement of business results and the creation of long term shareholder value. As the benefits of such compensation, if any, are not realized by officers until a significant period of time has passed, the ability of officers to take inappropriate or excessive risks that are beneficial to their compensation at the expense of the Company and the shareholders is extremely limited. Furthermore, the short-term component of executive compensation (base salary) represents a relatively small part of the

total compensation. As a result, it is unlikely an officer would take inappropriate or excessive risks at the expense of the Company or the shareholders that would be beneficial to their short-term compensation when their long-term compensation might be put at risk from their actions.

Due to the small size of the Company and the current level of the Company's activity, the Board of Directors is able to closely monitor and consider any risks which may be associated with the Company's compensation policies and practices. Risks, if any, may be identified and mitigated through regular Board meetings during which financial and other information of the Company are reviewed. No risks have been identified arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

Hedging of Economic Risks in the Company's Securities

The Company has not adopted a policy prohibiting Directors or officers from purchasing financial instruments that are designed to hedge or offset a decrease in market value of the Company's securities granted as compensation or held, directly or indirectly, by Directors or officers. However, the Company is not aware of any Directors or officers having entered into this type of transaction.

Option-Based Awards

The Company's Stock Option Plan has been and will be used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the executive officers, the Board takes into account the number of options, if any, previously granted to each executive officer, and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the Canadian Securities Exchange, and closely align the interests of the executive officers with the interests of shareholders.

The Board of Directors as a whole has the responsibility to administer the compensation policies related to the executive management of the Company, including option-based awards.

Compensation Governance

Options are granted at the discretion of the Board of Directors, which considers factors such as how other junior exploration companies grant options and the potential value that each optionee is contributing to the Company. The number of options granted to an individual is based on such considerations.

Summary Compensation Table

The following table (presented in accordance with National Instrument Form 51-102F6 ("Statement of Executive Compensation") (the "Form 51-102F6")) sets forth all annual and long term compensation for services in all capacities to the Company for the three most recently completed financial years of the Company in respect of each of the individuals comprised of each CEO and CFO who acted in such capacity for all or any portion of the most recently completed financial year, and each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity (other than the CEO and the CFO), as at March 31, 2015, whose total compensation was, individually, more than \$150,000 for the financial year, and any individual who would have satisfied these criteria but for the fact that individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of the most recently completed financial year (collectively the "Named Executive Officers" or "NEOs").

NEO Name and Principal Position	Year	Salary (\$)	Share-Based Awards (\$)	Option-Based Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term Incentive Plans			
D. Mark Appleby President, CEO	2017	96,000	N/A	49,504 ⁽¹⁾	N/A	N/A	N/A	Nil	145,504
	2016	60,000	N/A	24,752 ⁽¹⁾	N/A	N/A	N/A	Nil	84,752
	2015	60,000	N/A	Nil	N/A	N/A	N/A	Nil	60,000
Dan Fuoco ⁽²⁾ CFO	2017	36,000	N/A	Nil	N/A	N/A	N/A	N/A	36,000
	2016	36,000	N/A	24,752 ⁽¹⁾	N/A	N/A	N/A	N/A	60,752
	2015	36,000	N/A	Nil	N/A	N/A	N/A	N/A	36,000

(1) The Company used the Black-Scholes pricing model as the methodology to calculate the grant date fair value, and relied on the following key assumptions and estimates for each calculation: under the following assumptions: (i) risk free interest rate of 1.11%; (ii) expected dividend yield of Nil%; (iii) expected volatility of 100%; and (iv) an expected term of five years. The Black-Scholes pricing model was used to estimate the fair value as it is the most accepted methodology.

(2) Mr. Fuoco was appointed as CFO effective December 1, 2015.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out all the option-based and share-based awards outstanding as at January 25, 2018 for each NEO:

Name	Option-Based Awards				Number of Shares Or Units Of Shares That Have Not Vested (#)	Market or Payout Value Of Share-Based Awards That Have Not Vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options ⁽¹⁾ (\$)			
D. Mark Appleby President, CEO	1,000,000	0.07	June 8, 2021	80,000 ⁽¹⁾	Nil	Nil	Nil
Dan Fuoco CFO	500,000	0.07	June 8, 2021	40,000 ⁽¹⁾	Nil	Nil	Nil

⁽¹⁾ The value of unexercised in-the-money options is calculated based on the difference between the market value of the Company's shares as at January 31, 2015 and the exercise price of the options. The closing price of the Company's shares on the CSE on Jun 27, 2016 was \$0.05 per share.

Incentive Plan Awards – Value Vested or Earned During the Year

<i>Name</i>	<i>Option-Based Awards - Value Vested During The Year (\$)</i>	<i>Share-Based Awards - Value Vested During The Year (\$)</i>	<i>Non-Equity Incentive Plan Compensation - Value Earned During The Year (\$)</i>
D. Mark Appleby, CEO	Nil	Nil	Nil
Dan Fuoco, CFO	Nil	Nil	Nil

Outstanding Share-Based Awards and Option-Based Awards

The Company does not have any incentive plans, pursuant to which compensation that depends on achieving certain performance goals or similar conditions within a specified period is awarded, earned, paid or payable to the NEOs.

Pension Plan Benefits

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

Termination and Change of Control Benefits

The Company has no compensatory plan, contract or agreement with any NEO, except as follows.

The Company entered into a consulting agreement dated December 1, 2015 with Danville Consulting Inc., pursuant to the terms of which the Company agreed to pay an annual management fee of \$36,000 to Danville Consulting Inc. (“Danville”). Danville provides the services of Dan Fuoco in the capacity as Chief Financial Officer of the Company. Danville is a private company wholly-owned by the Dan Fuoco. In the event the consulting agreement is terminated without cause or in the event of a change of control or a change in responsibilities and the agreement is terminated, three month’s remuneration (\$9,000) is payable to Danville.

Director Compensation

From April, 2016, the company will pay NEO directors \$500 per month. The following table sets forth all amounts of compensation provided to the Directors, who are each not also an NEO, for the Company’s most recently completed financial year:

<i>Director Name</i>	<i>Fees Earned (\$)</i>	<i>Share- Based Awards (\$)</i>	<i>Option- Based Awards⁽¹⁾ (\$)</i>	<i>Non-Equity Incentive Plan Compensation (\$)</i>	<i>Pension Value (\$)</i>	<i>All Other Compensa- tion (\$)</i>	<i>Total (\$)</i>
Yves Pierre Clement	5,500	N/A	24,752 ⁽¹⁾	N/A	N/A	N/A	32,252
Denis Lavolette	5,500	N/A	24,752 ⁽¹⁾	N/A	N/A	N/A	32,252
Douglas Flett	5,500	N/A	24,752 ⁽¹⁾	N/A	N/A	N/A	32,252

(1) The Company used the Black-Scholes pricing model as the methodology to calculate the grant date fair value, and relied on the following the key assumptions and estimates for each calculation: under the following assumptions: (i) risk free interest rate of 1.16%; (ii) expected dividend yield of Nil%; (iii) expected volatility of 108%; and (iv)

an expected term of five years. The Black-Scholes pricing model was used to estimate the fair value as it is the most accepted methodology.

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

The Company has a Stock Option Plan for the granting of incentive stock options to the officers, employees and Directors. The purpose of granting such options is to assist the Company in compensating, attracting, retaining and motivating the Directors of the Company and to closely align the personal interests of such persons to that of the shareholders.

Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information concerning all awards outstanding under incentive plans of the Company at the end of the most recently completed financial year, including awards granted before the most recently completed financial year, to each of the Directors who are not Named Executive Officers:

<i>Director Name</i>	<i>Option-Based Awards</i>				<i>Share-Based Awards</i>	
	<i>Number of Securities Underlying Unexercised Options (#)</i>	<i>Option Exercise Price (\$)</i>	<i>Option Expiration Date</i>	<i>Value of Unexercised In-The-Money Options ⁽¹⁾ (\$)</i>	<i>Number of Shares Or Units Of Shares That Have Not Vested (#)</i>	<i>Market or Payout Value Of Share-Based Awards That Have Not Vested (\$)</i>
Yves Pierre Clement ⁽²⁾	500,000	0.07	June 8, 2021	40,000	Nil	Nil
Douglas Flett	500,000	0.07	June 8, 2021	40,000	Nil	Nil
Denis Laviolette	500,000	0.07	June 8, 2021	40,000	Nil	Nil

(1) The value of unexercised in-the-money options is calculated based on the difference between the market value of the Company's shares as at January 25, 2018 and the exercise price of the options. The closing price of the Company's shares on the CSE on January 25, 2018 was \$0.155 per share.

Incentive Plan Awards – Value Vested or Earned During the Year

The value vested or earned during the most recently completed financial year of incentive plan awards granted to Directors who are not Named Executive Officers are as follows:

<i>Director Name</i>	<i>Option-Based Awards - Value Vested During The Year (\$)</i>	<i>Share-Based Awards - Value Vested During The Year (\$)</i>	<i>Non-Equity Incentive Plan Compensation - Value Earned During The Year (\$)</i>
Yves Pierre Clement	Nil	N/A	N/A
D. Mark Appleby	Nil	N/A	N/A
Douglas Flett	Nil	N/A	N/A
Denis Laviolette	Nil	N/A	N/A

The Company does not have any incentive plans, pursuant to which compensation that depends on

achieving certain performance goals or similar conditions within a specified period is awarded, earned, paid or payable to the Directors.

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.

<i>Plan Category</i>	<i>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</i>	<i>Weighted-average exercise price of outstanding options, warrants and rights (b)</i>	<i>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</i>
<i>Equity compensation plans approved by securityholders</i>	3,900,000	\$0.07	1,938,498
<i>Equity compensation plans not approved by securityholders</i>	Nil	Nil	Nil
<i>Total</i>	3,900,000	\$0.07	1,938,498

CORPORATE GOVERNANCE DISCLOSURE

National Policy 58-201 establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and, therefore, these guidelines have not been adopted. National Instrument 58-101 mandates disclosure of corporate governance practices which disclosure is set out below.

Independence of Members of Board

The Company's current Board consists of four Directors, three of whom are independent based upon the tests for independence set forth in National Instrument 52-110 ("NI 52-110"). Yves Pierre Clement, Douglas Flett and Denis Laviolette are independent. D. Mark Appleby is not independent as he is the President and CEO of the Company.

Management Supervision by Board

The operations of the Company do not support a large Board of Directors and the Board has determined that the current constitution of the Board is appropriate for the Company's current stage of development. Independent supervision of management is accomplished through choosing management who demonstrate a high level of integrity and ability and having strong independent Board members. The independent Directors are however able to meet at any time without any members of management including the non-independent Directors being present. Further supervision is performed through the use of special committees as required and through the audit committee which is composed of a majority of independent Directors who meet with the Company's auditors without management being in attendance. The independent Directors also have access to the Company's outside legal counsel as required, and its officers.

Risk Management

The Board of Directors is responsible for adoption of a strategic planning process, identification of principal risks and implementing risk management systems, succession planning and the continuous disclosure requirements of the Company under applicable securities laws and regulations.

The audit committee is responsible for the risk management items set out in the audit committee charter.

Participation of Directors in Other Reporting Issuers

The participation of the Directors in other reporting issuers is described in the table provided under “Election of Directors” in this Information Circular.

Orientation and Continuing Education

While the Company does not have formal orientation and training programs, new Board members are provided with:

1. information respecting the functioning of the Board of Directors, committees and copies of the Company’s corporate governance policies;
2. access to recent, publicly filed documents of the Company, technical reports and the Company’s internal financial information;
3. access to management and technical experts and consultants; and
4. summary of significant corporate and securities responsibilities.

Board members are encouraged to communicate with management, auditors and technical consultants, to keep themselves current with industry trends and developments and changes in legislation with management’s assistance and to attend related industry seminars and visit the Company’s operations. Board members have full access to the Company’s records.

Ethical Business Conduct

The Board views good corporate governance as an integral component to the success of the Company and to meet responsibilities to shareholders. The Board has adopted a Code of Conduct and has instructed its management and employees to abide by the Code.

Nomination of Directors

The Board has responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the mineral exploration industry are consulted for possible candidates.

Compensation of Directors and the CEO

The independent Directors are Yves Pierre Clement, Douglas Flett and Denis Laviolette. These Directors have the responsibility for determining compensation for the Directors and senior management.

To determine compensation payable, the independent Directors review compensation paid for Directors and CEOs of companies of similar size and stage of development in the mineral exploration industry and determine an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the Directors and senior management while taking into account the financial

and other resources of the Company. In setting the compensation the independent Directors annually review the performance of the CEO in light of the Company's objectives and consider other factors that may have impacted the success of the Company in achieving its objectives.

Board Committees

The Company has an Audit Committee comprised of Douglas Flett, D. Mark Appleby and Denis Laviolette. Special Committee's comprised of independent and non-conflicted Directors are formed to review any proposed non-arms length transactions. The Directors are actively involved in the operations of the Company and the size of the Company's operations does not warrant a larger board of Directors. The Board has determined that additional committees beyond the audit committee and special committee are not necessary at this stage of the Company's development.

Assessments

The Board does not consider that formal assessments would be useful at this stage of the Company's development. The Board conducts informal annual assessments of the Board's effectiveness, the individual Directors and each of its committees. To assist in its review, the Board conducts informal surveys of its Directors.

Expectations of Management

The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance goals and objectives.

Director Term Limits and Other Mechanisms of Board Renewal

The Board is concerned that imposing inflexible director term limits or mandatory retirement ages would discount the value of experience of the Corporation's history and culture and the importance of continuity, and risk the loss of key directors. The Board has therefore elected not to adopt term limits or mandatory retirement policies, but rather relies on the collective experience and judgment of its members to determine when changes in the Board are appropriate. Shareholder feedback and voting results are also considered by the Board in this regard.

Diversity Policy

The members of the Board have diverse backgrounds and expertise and were selected on the belief that the Corporation and its stakeholders would benefit from such a broad range of talent and experience. The Board considers merit as the key requirement for board appointments. The Corporation has not adopted a written diversity policy and has sought to attract and maintain diversity at the Board level informally through the recruitment efforts of Management in discussion with directors prior to proposing nominees to the Board as a whole for consideration.

Consideration of the Representation of Women on the Board and in Executive Officer Appointments

In identifying suitable Board nominees or in selecting and assessing candidates for executive positions, candidates will be considered on merit against objective criteria regarding business experience, skill sets, competencies, technical expertise, sector specific knowledge and with due regard for the benefit of diversity including the level of representation of women in these capacities. As the need for new directors

or executive officers arises, the Board assesses candidates on the basis of industry experience and business acumen with specific knowledge of mineral exploration and development or other areas (such as finance, market experience in other areas) as desired at that particular time by the Corporation and the Board. Board candidates are also evaluated against the area of expertise of existing members so new appointments may contribute to expanding the Board's breadth of experience.

AUDIT COMMITTEE

The Audit Committee Charter is attached as Appendix "A" to this information circular.

Composition of the Audit Committee

The following are the members of the Committee:

D. Mark Appleby	Non-Independent ⁽¹⁾	Financially literate ⁽¹⁾
Douglas Flett	Independent ⁽¹⁾	Financially literate ⁽¹⁾
Denis Laviolette	Independent ⁽¹⁾	Financially literate ⁽¹⁾

⁽¹⁾ As defined by NI 52-110 – Audit Committee

Audit Committee Member Education and Experience

Douglas Flett is the Chairman of the Audit Committee. He has completed the Rotman Institute of Corporate Directors SME Program. Mr. Flett is experienced as a corporate director and is currently the chairman of KWG Resources Ltd. Mr. Flett's business knowledge and experience has provided him with an understanding of financial reporting to enable him to act as a member of the Audit Committee.

D. Mark Appleby has been involved in public companies for over 30 years. Through his involvement with public companies, Mr. Appleby has developed an understanding of financial reporting sufficient to enable him to act as a member of the Audit Committee.

Denis Laviolette has corporate experience as a director and officer of Canadian public companies. He was responsible for market/portfolio analysis, reviewing and vetting assets from a technical perspective and providing valuation estimates, analyzing and summarizing technical reports on resources, feasibility and corporate financial statements. Through his involvement with public companies, Mr. Laviolette has developed an understanding of financial reporting sufficient to enable him to act as a member of the Audit Committee.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading “External Auditors”.

Exemption in Section 6.1 of NI 52-110

The Company is relying on the exemption in Section 6.1 of NI 52-110 from the requirement of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations).

External Auditor Service Fees (By Category)

The aggregate fees billed by the Company’s external auditors in each of the last two fiscal years for audit fees are as follows:

<i>Financial Year Ending</i>	<i>Audit Fees</i>	<i>Audit Related Fees</i>	<i>Tax Fees</i>	<i>All Other Fees</i>
March 31, 2017	\$20,000	Nil	\$3,500	Nil
March 31, 2016	\$20,000	Nil	\$3,500	Nil

Other Board Committees

Other than the Audit Committee and the Compensation Committee, the Board has no other committees. The directors are regularly informed of or are actively involved in the operations of the Corporation. The scope and size of the Corporation’s operations and development does not currently warrant an increase in the size of the Board or the formation of additional committees, however, the Board periodically examines its size and constitution and may from time to time establish ad hoc committees to deal with specific situations.

Assessments

The Board, as a whole, conducts informal annual assessments of its effectiveness and the effectiveness of individual directors and from time to time reviews and updates existing mandates or charters.

ADDITIONAL INFORMATION

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at March 31, 2017, there was no indebtedness outstanding of any current or former Director, executive officer or employee of the Company which is owing to the Company or to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company entered into in connection with a purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a Director or executive officer of the Company, no proposed nominee for election as a Director of the Company and no associate of such persons:

- (i) is or at any time since the beginning of th0e most recently completed financial year has been, indebted to the Company; or
- (ii) whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement,

letter of credit or other similar arrangement or understanding provided by the Company, in relation to a securities purchase program or other program.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out herein, no person who has been a Director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee of management of the Company for election as a Director of the Company and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than the election of Directors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as set out below, no informed person or proposed Director of the Company and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect the Company.

MANAGEMENT CONTRACTS

No management functions of the Company are performed to any substantial degree by a person other than the Directors or executive officers of the Company.

Additional information relating to the Company is on SEDAR at www.sedar.com. Shareholders may contact the Company at 1060 – 44 Victoria Street, Toronto, Ontario, M5C 1Y2, 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.

OTHER MATTERS

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

DATED this 25th day of January, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

"D. Mark Appleby"
D. Mark Appleby, President and
Chief Executive Officer

APPENDIX “A”

AUDIT COMMITTEE CHARTER FOR TARTISAN RESOURCES CORP.

Purpose for the Audit Committee

The role of the Audit Committee (the “Committee”) is to oversee the policies and practices of Tartisan Resources Corp. (the “Corporation”) relating to strategic and business planning, risk assessment and mitigation, the integrity of financial and regulatory reporting, the assurance that internal controls of the Corporation properly safeguard the assets of the Corporation, the reliability of financial information and the Corporation’s compliance with policies and legislation.

Composition and Establishment of the Audit Committee

The Audit Committee shall be comprised of at least three members, the majority of whom shall not be employees, control persons or officers of the Corporation or any of its associates or affiliates. The appointment or re-appointment of members of the Audit Committee shall occur each year following the Corporation’s annual general meeting. Each member shall hold such position until his or her successor is appointed. The removal or replacement of any member may occur at any time at the discretion of the board of directors (the “Board”).

Each member of the Audit Committee shall possess financial knowledge, comprehension and experience with respect to financial statements.

Chair and Secretary

The Chair of the Audit Committee shall be appointed by the Board and shall serve in such capacity until the earlier occurrence of:

1. his/her successor being appointed;
2. his/her resignation; or
3. his/her removal by the Board.

If the Chair is unable to attend a meeting of the Audit Committee, an alternate Chair may be designated by majority vote of the members present at such meeting. The Secretary- Treasurer of the Corporation shall act as Secretary for meetings of the Audit Committee. If the Secretary-Treasurer of the Corporation is unable to attend a meeting, the Chair may appoint an alternate secretary from the other members of the Audit Committee present at such meeting.

Meetings of the Audit Committee

The Committee shall meet on no less than four occasions. The date, time and location for each meeting shall be provided to each member not less than 48 hours prior to when the meeting is to be held. A notice of meeting may be delivered to a member in person, by mail or electronic communication. A member may, in any manner, waive notice of or otherwise consent to a meeting. The calling of and procedures at such meetings shall be determined by the Chair of the Committee in consultation with Management. An

agenda for a meeting may be contained in the notice of meeting and shall be provided to each member of the Committee prior to such meeting in order to permit adequate preparation time by each member. A member may participate in a meeting in person or by way of telephone provided all members can communicate with each other simultaneously and instantaneously. If a member participates by way of telephone, that member shall be deemed to be present at such meeting. A quorum for meetings of the Committee shall be a majority of the members.

The Chair shall ensure the preparation of the minutes of any meeting held by the Audit Committee which shall then be distributed and reviewed by all members of the Audit Committee. The minutes shall be executed by the Chair and Secretary of the meeting following which such minutes shall be inserted into the corporate minute book of the Corporation.

Resolutions of the Audit Committee may be passed in writing in lieu of a meeting and following execution will be inserted into the corporate minute book of the Corporation.

Resources and Authority of the Audit Committee

The Committee shall have the authority to:

1. engage independent counsel and other advisors and experts as it deems necessary in order to carry out its duties;
2. set or approve the compensation of any of the advisors referred to in paragraph 1 above which costs shall be borne by the Corporation;
3. communicate directly with and have unrestricted access to the internal and external auditors of the Corporation without Management being present;
4. conduct any investigation that it deems necessary or appropriate in order to fulfill its responsibilities, including the inspection of all of the books and records of the Corporation and its subsidiaries;
5. request the attendance of the external or internal auditors or an officer, employee or consultant to the Corporation at any meeting of the Audit Committee; and
6. delegate its authority and duties to individual members or subcommittees of the Committee as it considers appropriate.

Responsibilities of the Audit Committee

The Committee has adopted this written charter setting out its overall mandate and responsibilities as prescribed in Multilateral Instrument 52-110 which include, but is not necessarily to be limited to, the following:

1. identifying principal risks to the business and ensuring appropriate risk management processes are in place;
2. charging Management of the Corporation (“Management”) with responsibility for developing and implementing procedures that:
 - (a) ensure internal financial controls are appropriately designed, implemented and monitored;

and

- (b) ensure reporting and disclosure of financial information is complete, accurate and timely;
3. assisting the Board with fulfilling its oversight responsibilities relating to:
- (a) strategic planning and annual business planning;
 - (b) identification of business risk and mitigation techniques;
 - (c) accounting policies, procedures and financial reporting controls and processes;
 - (d) the quality and integrity of the financial statements of the Corporation to be provided to the public and other third parties;
 - (e) The qualifications and performance of the external auditors of the Corporation; and
 - (f) compliance with applicable regulatory policies and legal requirements with respect to financial reporting.
4. providing improved communication between the Board and the external auditor and managing their relationship by:
- (a) strengthening the role of the Board by facilitating in-depth discussions amongst the Board, Management and the external auditors;
 - (b) considering the selection, nomination, retention, termination and compensation of the external auditor;
 - (c) making recommendations to the Board with respect to items relating to financial and regulatory reporting and the system of internal controls;
 - (d) overseeing the scope of services provided by the external auditor including, but not limited to, the preparation or issuance of an auditor's report or performing other audit, review and attest services for the Corporation including the resolution of any disagreements which may arise between Management and the external auditor with respect to financial reporting;
 - (e) requiring the external auditors to report directly to the Audit Committee;
 - (f) reviewing the audit plan of the external auditor and the integration of the external audit with the Corporation's internal control program;
 - (g) periodically reviewing and discussing with Management and the external auditor the quality and acceptability of the Corporation's accounting policies and practices, material accounting treatments and written communications, i.e. Management representation letters; and
 - (h) approving all non-audit services to be provided to the Corporation by the external auditor. The Audit Committee has delegated to the Chair the authority to pre-approve non-audit services up to an amount of \$10,000 with such pre-approval services presented at the next

scheduled Audit Committee meeting following such pre-approval.

5. reviewing the Corporation's annual financial statements and management's discussion and analysis of financial and operating results ("MD&A") and recommending the annual financial statements to the Board for approval prior to filing with the securities regulatory authorities and delivery of same to the Corporation's shareholders;
6. overseeing the preparation and filing of a reporting package when a change of the external auditor occurs;
7. reviewing the Corporation's quarterly financial statements and MD&A prior to such information becoming publicly disclosed;
8. reviewing and discussing with Management the Corporation's annual and interim earnings press releases;
9. satisfying itself that adequate procedures of the Corporation's internal controls are in place for the review of the Corporation's public disclosure of financial information extracted or derived from its financial statements and periodically assessing the adequacy of those procedures;
10. reviewing and approving the Corporation's hiring policies regarding partners, employees and former partners and employees of the external auditor of the Corporation;
11. evaluating annually the external auditor's independence and performance and reporting to the Board;
12. ensuring that a record is maintained listing the registered holders and beneficial owners of shares of the Corporation who have requested provision of a copy of the Corporation's financial statements or MD&A and ensuring timely delivery of same;
13. reviewing and assessing the Committee's charter on an annual basis and recommending any proposed changes to the Corporate Governance Committee, upon its formation, and/or the Board for approval; and
14. reviewing and assessing annually, the Committee's effectiveness as well as the effectiveness and contributions of each of its members.

Limitations on the Oversight Role of the Audit Committee

Management is responsible for the preparation of the Corporation's financial statements. The external auditor of the Corporation is responsible for the auditing the financial statements and is accountable to the Committee as representatives of the shareholders of the Corporation. The Committee is responsible for overseeing the activities of Management and the external auditor with respect to the preparation of financial statements. The Board recognizes that the members of the Committee are not full-time employees and that, with the exception of the Chair, none of them represents themselves to be an accountant or experienced in the preparation of financial statements. None of the Committee members, including the Chair, are auditors by profession, nor expert in the field of accounting or auditing. It is not the duty or responsibility of the Committee to conduct field work or other types of auditing or accounting review.

Each member of the Audit Committee is entitled to rely on the integrity of those persons and

organizations within and outside of the Corporation from whom each member receives information and the accuracy of the financial or other information provided to them by such persons or organizations. It is not the duty of the Committee to plan or conduct audits or determine that the financial statements of the Corporation are complete and accurate and in accordance with generally accepted accounting principles or applicable rules and regulations.