

## **GREEN ARROW RESOURCES INC.**

Suite 300, 570 Granville Street

Vancouver, BC V6C 3P1

Tel: (604) 681-0204

Fax: (604) 681-9428

### **NOTICE OF ANNUAL GENERAL & SPECIAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General & Special Meeting (the "Meeting") of the Shareholders of **GREEN ARROW RESOURCES INC.** (hereinafter called the "Company") will be held on **Thursday, December 1, 2016** at Suite 300, 570 Granville Street, Vancouver, B.C. at the hour of 11:00 a.m. (PST) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the fiscal year ended December 31, 2015, and the Auditor's Report thereon.
2. To elect directors for the ensuing year and to fix the number of directors for the ensuing year at five (5).
3. To re-appoint Smythe Ratcliffe LLP, Chartered Accountants, as the Company's Auditor for the ensuing year and to authorize the directors to fix the remuneration to be paid to the Auditor.
4. To re-approve the Company's 10% Rolling Stock Option Plan.
5. To approve the issuance of up to 5,223,380 common shares at a price of \$0.05 per share in settlement of debt.
6. To transact such other business as may properly be transacted at the Meeting or at any adjournment thereof.

Accompanying this Notice is an Information Circular and Proxy with notes to Proxy.

Shareholders unable to attend the Meeting in person should read the notes accompanying the enclosed Proxy and complete and return the Proxy to the Company's Registrar and Transfer Agent within the time and to the location set out in the said notes to the Proxy.

The enclosed Proxy is solicited by Management and you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 27<sup>th</sup> day of October, 2016.

BY ORDER OF THE BOARD,

*"Jacob H. Kalpakian"*

---

**Jacob H. Kalpakian**  
President, CEO & Director

**Green Arrow Resources Inc.**  
Suite 300, 570 Granville Street  
Vancouver, BC V6C 3P1  
Tel: (604) 681-0204  
Fax : (604) 681-9428

## **INFORMATION CIRCULAR**

(containing information as at October 27, 2016 unless indicated otherwise)

**For the Annual General & Special Meeting  
to be held on Thursday, December 1, 2016**

### **SOLICITATION OF PROXIES**

This Information Circular is furnished in connection with the solicitation of proxies by the Management of Green Arrow Resources Inc. (the "Company"), for use at the Annual General & Special Meeting (the "Meeting"), of the Shareholders of the Company, to be held on Thursday, the 1<sup>st</sup> day of December, 2016, at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof. The enclosed Instrument of Proxy is solicited by Management of the Company. The solicitation will be primarily by mail, however, proxies may be solicited personally or by telephone by the regular officers and employees of the Company. The cost of solicitation will be borne by the Company.

### **APPOINTMENT AND REVOCATION OF PROXIES**

The persons named in the accompanying form of Proxy are directors and/or officers of the Company. **A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR HIM ON HIS BEHALF AT THE MEETING OTHER THAN THE PERSONS NAMED IN THE ENCLOSED INSTRUMENT OF PROXY. TO EXERCISE THIS RIGHT, A SHAREHOLDER SHALL STRIKE OUT THE NAMES OF THE PERSONS NAMED IN THE INSTRUMENT OF PROXY AND INSERT THE NAME OF HIS/HER NOMINEE IN THE BLANK SPACE PROVIDED, OR COMPLETE ANOTHER INSTRUMENT OF PROXY. A PROXY WILL NOT BE VALID UNLESS IT IS DEPOSITED WITH THE COMPANY'S REGISTRAR AND TRANSFER AGENT, COMPUTERSHARE INVESTOR SERVICES INC., 100 UNIVERSITY AVENUE, 9TH FLOOR, TORONTO, ONTARIO, M5J 2Y1, OR BY TOLL FREE FAX AT 1-866-249-7775 NOT LESS THAN 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS) BEFORE THE TIME OF THE MEETING OR ADJOURNMENT THEREOF.**

The Instrument of Proxy must be signed and dated by the Shareholder or by his attorney in writing, or, if the Shareholder is a Company, it must either be under its common seal or signed by a duly authorized officer.

A Shareholder who has given a proxy may revoke it at any time before it is exercised. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or by his attorney authorized in writing, or, if the Shareholder is a Company, it must either be under its common seal, or signed by a duly authorized officer and deposited at the Company's Registrar and Transfer Agent, Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the proxy is to be used, or to the Chairperson of the Meeting on the day of the Meeting or any adjournment of it. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

### **VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES**

On any poll, the persons named in the enclosed Instrument of Proxy will vote the shares in respect of which they are appointed. Where directions are given by the Shareholder in respect of voting for or against any resolution, the proxy holder will do so in accordance with such direction.

IN THE ABSENCE OF ANY INSTRUCTION IN THE PROXY, IT IS INTENDED THAT SUCH SHARES WILL BE VOTED IN FAVOUR OF THE MOTIONS PROPOSED TO BE MADE AT THE MEETING AS STATED UNDER THE HEADINGS IN THIS INFORMATION CIRCULAR. The Instrument of Proxy enclosed, when properly signed, confers discretionary authority with respect to amendments or variations to the matters which may properly be brought before the Meeting. At the time of printing this Information Circular, the Management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to the Management should

properly come before the Meeting, the Proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominee.

In order to approve a motion proposed at the Meeting, a majority of greater than one-half of the votes cast will be required (an "Ordinary Resolution") unless the motion requires a Special Resolution, in which case a majority of not less than two thirds of the votes cast will be required. In the event a motion proposed at the Meeting requires disinterested Shareholder approval, common shares ("Common Shares") held by Shareholders of the Company who have an interest in the motion and their "associates", as such term is defined under applicable securities laws, will be excluded from the count of votes cast on such motion.

### **ADVICE TO BENEFICIAL SHAREHOLDERS**

**The information set forth in this section is of significant importance to many Shareholders as a substantial number of Shareholders do not hold Common Shares in their own name.** Shareholders who do not hold their Common Shares in their own name (referred to in this information circular as "Beneficial Shareholders") should note that only proxies 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 a broker, 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 Shareholder's broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name CDS & Co. (the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). The Common Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, a broker and its agents are prohibited from voting shares for the broker's clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

Applicable regulatory rules require intermediaries/brokers to seek voting instructions 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 shares are voted at the Meeting. The purpose of the form of proxy or voting instruction form provided to a Beneficial Shareholder by its broker, agent or nominee is limited to instructing the registered holder of the Common Shares on how to vote such shares on behalf of the Beneficial Shareholder.

The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications ("Broadridge"). Broadridge typically supplies a voting instruction form, mails those forms to Beneficial Shareholders and asks those Beneficial Shareholders to return the forms to Broadridge or follow specific telephone or other voting procedures. Broadridge then tabulates the results of all instructions received by it and provides appropriate instructions respecting the voting of the shares to be represented at the Meeting. **A Beneficial Shareholder receiving a voting instruction form from Broadridge cannot use that form to vote Common Shares directly at the Meeting. Instead, the voting instruction form must be returned to Broadridge or the alternate voting procedures must be completed well in advance of the Meeting in order to ensure such Common Shares are voted.**

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purpose of voting Common Shares registered in the name of their broker, agent or nominee, a Beneficial Shareholder may attend the Meeting as a proxyholder for a Shareholder and vote Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered Shareholder should contact their broker, agent or nominee well in advance of the Meeting to determine the steps necessary to permit them to indirectly vote their Common Shares as a proxyholder.

This Circular and accompanying form of proxy are being sent to both registered and non-registered owners of the shares of the Company. If you are a non-registered owner and the Company has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. In this event, by choosing to send this Circular to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering this Circular to you; and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

The Company will not pay for an intermediary to deliver proxy related materials and voting instruction forms to objecting beneficial owners (called OBOs for Objecting Beneficial Owners). OBOs have objected to their intermediary disclosing ownership information about themselves to the Company. Accordingly, OBOs will not receive the materials unless their intermediary assumes the costs of delivery.

The Company is not relying on the "notice-and-access" delivery procedures outlined in National Instrument 54-101 to distribute copies of the proxy related materials in connection with the Meeting.

All references to Shareholders in this Circular and the accompanying form of proxy are to registered Shareholders unless specifically stated otherwise.

### **VOTING SHARES AND PRINCIPAL HOLDERS THEREOF**

The Company's authorized capital consists of an unlimited number of Common Shares without par value, an unlimited amount of preferred shares ("**Preferred Shares**") without par value, an unlimited number of Class A common shares ("**Class A Common Shares**") without par value and an unlimited number of Class B non-voting shares ("**Class B Shares**") without par value. As at October 27, 2016 (the "**Record Date**"), the Company has 7,440,000 Common Shares issued and outstanding, each share carrying the right to one vote. There are no Preferred Shares, Class A Common Shares or Class B Shares outstanding.

Any Shareholder of record at the close of business on the Record Date who either personally attends the Meeting or who has completed and delivered a Proxy in the manner and subject to the provisions described above, shall be entitled to vote or to have such Shareholder's shares voted at the Meeting or adjournment thereof.

To the best of the knowledge of the directors and senior officers of the Company, the only persons who beneficially own, or control or direct, directly or indirectly, 10% or more of the issued and outstanding Common Shares of the Company, are as follows:

Name	Number of Voting Securities	Percentage
Bedo H. Kalpakian, Delta, BC and Jacob H. Kalpakian Vancouver, BC	1,857,500 <sup>(1)</sup>	24.97%

(1) Of these shares, 818,500 Common Shares are held by Bedo H. Kalpakian directly, 689,000 Common Shares are held by Jacob H. Kalpakian directly, and 350,000 Common Shares are held by family members of Jacob H. Kalpakian.

N.B.: The above information was supplied by the Registrar and Transfer Agent and the Management of the Company.

### **EXECUTIVE COMPENSATION**

**Definitions: For the purpose of this Information Circular:**

**"CEO"** 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"** 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;

**"closing market price"** means the price at which the company's security was last sold, on the applicable date,

- (a) in the security's principal marketplace in Canada, or
- (b) if the security is not listed or quoted on a marketplace in Canada, in the security's principal marketplace;

**"company"** includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

**"equity incentive plan"** means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of IFRS2 *Share-Based Payments*;

**"grant date"** means a date determined for financial statement reporting purposes under IFRS2 *Share-Based Payments*;

**"incentive plan"** means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

**"incentive plan award"** means compensation awarded, earned, paid, or payable under an incentive plan;

**"NEO" or "Named Executive Officer"** means each of the following individuals:

- (a) a CEO;
- (b) a CFO;

- (c) 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 CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity, at the end of that financial year;

“**NI 52-107**” means National Instrument 52-107 *Acceptable Accounting Principles, Auditing Standards and Reporting Currency*;

“**non-equity incentive plan**” means an incentive plan or portion of an incentive plan that is not an equity incentive plan;

“**option-based award**” means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features;

“**plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons;

“**replacement grant**” means an option that a reasonable person would consider to be granted in relation to a prior or potential cancellation of an option;

“**repricing**” means, in relation to an option, adjusting or amending the exercise or base price of the option, but excludes any adjustment or amendment that equally affects all holders of the class of securities underlying the option and occurs through the operation of a formula or mechanism in, or applicable to, the option;

“**share-based award**” means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, Common Shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

## **STATEMENT OF EXECUTIVE COMPENSATION**

In accordance with the provisions of applicable securities legislation, the Company had two “Named Executive Officers” during the financial year ended December 31, 2015, namely Mr. Jacob H. Kalpakian, President, CEO and a director and Mr. Christopher Kape, CFO and a director.

## **COMPENSATION DISCUSSION AND ANALYSIS**

Through its executive compensation practices, the Company seeks to provide value to its Shareholders through a strong executive leadership. Specifically, the Company’s executive compensation structure seeks to attract and retain talented and experienced executives necessary to achieve the Company’s strategic objectives, motivate and reward executives whose knowledge, skills and performance are critical to the Company’s success, and align interests of the Company’s executives and Shareholders by motivating executives to increase Shareholder value.

Compensation provided to the Company’s NEOs is determined and reviewed by the Company’s board of directors (the “**Board of Directors**”). In establishing executive compensation policies, the Board of Directors takes into consideration the recommendations of management.

Compensation for the Company’s NEOs consists of:

- (a) consulting or management fees; and
- (b) long term incentive in the form of incentive stock options.

The specific elements of compensation and compensation levels are based on what is required to attract and retain qualified and experienced executives to assist with the continued success of the Company and are intended to provide executives with appropriate compensation and incentives so as to encourage the further growth and development of the Company.

In determining compensation for the NEOs, the Company relies solely on the experience and knowledge of the Board of Directors in terms of appropriate compensation for executive officers with similar abilities and experience acting for companies at a similar stage of development. Factors taken into account by the Board include an assessment of each NEO’s experience, level of expertise, responsibilities and previous remuneration. Other factors considered included prevailing industry demand for personnel having

comparable skills and performing similar duties, the compensation the individual could reasonably expect to receive from a competitor and the Company's ability to pay.

The Board of Directors has not conducted a formal evaluation of the implications of the risks associated with the Company's compensation policies. Risk management is a consideration of the Board of Directors when implementing its compensation policies and the Board of Directors do not believe that the Company's compensation policies result in unnecessary or inappropriate risk taking including risks that are likely to have a material adverse effect on the Company.

### Option Based Awards

The Company has in effect a stock option plan (the "Stock Option Plan") in order to provide effective incentives to directors, officers, senior management personnel, employees and consultants of the Company and to enable the Company to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for the Company's Shareholders. The Company has no equity compensation plans other than the Stock Option Plan. The Stock Option Plan is an important part of the Company's long-term incentive strategy for its executive officers, permitting them to participate in any appreciation of the market value of the Common Shares over a stated period of time. The Stock Option Plan is intended to reinforce commitment to long-term growth in profitability and Shareholder value. The size of stock option grants to officers is dependent on each officer's level of responsibility, authority and importance to the Company and the degree to which such executive officer's long term contribution to the Company will be key to its long-term success. Previous grants of stock options are taken into account when considering new grants.

### Use of Financial Instruments

The Company does not have a policy that would prohibit a Named Executive Officer or director from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officer or director. However, management is not aware of any Named Executive or director purchasing such an instrument.

### NEO COMPENSATION

The following table sets out certain information respecting the compensation paid to Named Executive Officers of the Company for the twelve month periods ended December 31, 2015, December 31, 2014 and December 31, 2013.

**Summary Compensation Table**

NEO Name and principal position	Financial Year	Salary (\$)	Share-based awards (1) (\$)	Option-based awards (\$)	Non-equity incentive plan compensation		Pension value (\$)	All other compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term incentive plans			
Jacob Kalpakian President, CEO	Dec 2015	30,000 <sup>(1)</sup>	Nil	Nil	Nil	Nil	Nil	Nil	30,000 <sup>(1)</sup>
	Dec 2014	30,000 <sup>(1)</sup>	Nil	Nil	Nil	Nil	Nil	Nil	30,000 <sup>(1)</sup>
	Dec 2013	30,000 <sup>(1)</sup>	Nil	Nil	Nil	Nil	Nil	Nil	30,000 <sup>(1)</sup>
Christopher Kape CFO	Dec 2015	30,000 <sup>(2)</sup>	Nil	Nil	Nil	Nil	Nil	Nil	30,000 <sup>(2)</sup>
	Dec 2014	30,000 <sup>(2)</sup>	Nil	Nil	Nil	Nil	Nil	Nil	30,000 <sup>(2)</sup>
	Dec 2013	30,000 <sup>(2)</sup>	Nil	Nil	Nil	Nil	Nil	Nil	30,000 <sup>(2)</sup>

(1) These amounts were paid to 30 Rock Management Inc., a company owned by Jacob Kalpakian, pursuant to a management services agreement. Refer to "Management Contracts".

(2) These amounts were paid to JAMCO Capital Partners Inc., a company owned by Christopher Kape, pursuant to a management services agreement. Refer to "Management Contracts". Christopher Kape resigned as CFO effective as of July 31, 2016.

### Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information concerning all share-based and option-based awards granted to the Named Executive Officers and which were outstanding at the end of the most recently completed financial year:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)	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 (\$)
Jacob Kalpakian	56,250	0.05	April 24, 2017	843.75	N/A	N/A	Nil
Christopher Kape	56,250	0.05	April 24, 2017	843.75	N/A	N/A	Nil

(1) Based on the difference between the exercise price of the option and the closing price of the Company's Common Shares on the TSX Venture Exchange on December 30, 2015 (being the last day the shares traded on or before December 31, 2015) of \$0.065.

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

No share-based or option-based awards became vested or were earned by the Named Executive Officers during the most recently completed financial year.

### Pension Plan Benefits

No pension, retirement or deferred compensation plans, including defined contribution plans, have been instituted by the Company and none are proposed at this time.

### Termination And Change Of Control Benefits

There are no contracts, agreements, plans or arrangements that provide for payments to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in a Named Executive Officer's responsibilities.

### DIRECTOR COMPENSATION

During the financial year ended December 31, 2015 the Company had no standard arrangement pursuant to which directors were compensated by the Company for their services in their capacity as directors except for the granting from time to time of incentive stock options.

The following table sets forth all compensation paid to directors of the Company who were not NEO's during the financial year ended December 31, 2015:

**Summary Compensation Table**

Name	Fees Earned (\$)	Share-based Awards (\$)	Option-Based Awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Bedo Kalpakian	17,500 <sup>(1)</sup>	Nil	Nil	Nil	Nil	Nil	17,500 <sup>(1)</sup>
Neil Spellman	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Fred Tejada	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) The Company entered into a Consulting Services agreement with BHK Management Inc., a company which is owned by Bedo Kalpakian, a director of the Company, to receive consultancy services at a monthly rate of \$2,500 plus applicable taxes. The agreement was terminated on July 31, 2015.

### Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information concerning all share-based and option-based awards granted to the directors of the Company who were not NEOs and which were outstanding at the end of the most recently completed financial year:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup> (\$)	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 (\$)
Bedo Kalpakian	56,250	0.05	April 24, 2017	843.75	N/A	N/A	N/A
Fred Tejada	31,250	0.05	April 24, 2017	468.75	N/A	N/A	N/A

(1) Based on the difference between the exercise price of the option and the closing price of the Company's Common Shares on the TSX Venture Exchange on December 30, 2015 (being the last day the shares traded on or before December 31, 2015) of \$0.065.

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

No share-based or option-based awards were vested or were earned by the directors of the Company who were not NEOs during the year ended December 31, 2015.

### MANAGEMENT CONTRACTS

Management functions of the Company are, and since the beginning of the financial year ended December 31, 2015 have been, performed by the directors and senior officers of the Company and are not to any substantial degree performed by any other person or corporation other than:

The Company has entered into a management services agreement with 30 Rock Management Inc. ("**30 Rock**") to provide management services at a monthly rate of \$2,500 plus applicable taxes. The agreement expires on May 1, 2017 and is renewable on a yearly basis. The Company had also entered into a management services agreement with JAMCO Capital Partners Inc. ("**JAMCO**"), whereby JAMCO provided management services at a monthly rate of \$2,500 plus applicable taxes. The agreement was terminated on June 30, 2016. The Company had also entered into a consulting services agreement with BHK Management Inc. ("**BHK**") whereby BHK provided consulting services at a monthly rate of \$2,500 plus applicable taxes. The agreement with BHK was terminated on July 31, 2015. 30 Rock is owned by Jacob Kalpakian, President, CEO and a director of the Company, JAMCO is owned by Christopher Kape, former CFO and a former director of the Company and BHK is owned by Bedo Kalpakian, a director of the Company. The Company had also entered into a consulting services agreement with Kalpakian Bros. of BC Ltd. ("**Kalpakian Bros.**") whereby Kalpakian Bros. provided consulting services at a monthly rate of \$2,500 plus applicable taxes from August 1, 2015 up to June 30, 2016. Kalpakian Bros. is owned and managed by Jacob and Bedo Kalpakian, directors of the Company.

### SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION

The following table sets forth information with respect to all compensation plans under which equity securities are authorized for issuance as of December 31, 2015.



**Equity Compensation Plan Information**

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category <sup>(1)</sup>	(a)	(b)	(c)
Equity compensation plans approved by securityholders	211,250 (options)	\$0.05	532,750 (options)
Equity compensation plans not approved by securityholders	Nil	N/A	Nil
TOTAL	211,250	\$0.05	532,750

(1) Represents the Stock Option Plan of the Company. As at December 31, 2015, the Stock Option Plan reserves for issuance pursuant to stock options, a maximum number of Common Shares as is equal to 10% of the outstanding Common Shares from time to time.

**INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS**

Other than “routine indebtedness” as defined in applicable securities legislation, since the beginning of the last fiscal year of the Company, none of the executive officers, directors or employees or any former executive officers, directors or employees of the Company or any proposed nominee for election as a director of the Company or any of their respective associates is or has been indebted to the Company or has been indebted to any other entity where that indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

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

Except as otherwise disclosed elsewhere herein and, in particular, under the heading “*Particulars of Other Matters To Be Acted Upon – Debt Settlement*”, none of:

- (a) the directors or senior officers of the Company at any time since the beginning of the last financial year of the Company;
- (b) the proposed nominees for election as a director of the Company; or
- (c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting exclusive of the election of directors or the appointment of auditors.

**INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

For purposes of the following discussion, “**Informed Person**” means (a) a director or executive officer of the Company; (b) a director or executive officer of a person or company that is itself an Informed Person or a subsidiary of the Company; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company, other than the voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed elsewhere herein and, in particular, under the heading “*Particulars of Other Matters To Be Acted Upon – Debt Settlement*”, or in the Notes to the Company’s financial statements for the financial year ended December 31, 2015, none of:

- (a) the Informed Persons of the Company;
- (b) the proposed nominees for election as a director of the Company; or

(c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, in any transaction since the commencement of the last financial year of the Company or in a proposed transaction which has materially affected or would materially affect the Company.

**FINANCIAL STATEMENTS**

The audited financial statements of the Company for the period ended December 31, 2015 (the “Financial Statements”), together with the Auditor’s Report thereon, will be presented to Shareholders at the Meeting. The Financial Statements, the Auditor’s Report thereon together with Management Discussion and Analysis for the financial year ended December 31, 2015 are available on SEDAR at [www.sedar.com](http://www.sedar.com). The Notice of Annual General & Special Meeting of Shareholders, Information Circular, Request for Financial Statements (NI 51-102) and form of Proxy will be available from the Company’s Registrar and Transfer Agent, Computershare Investor Services Inc., 510 Burrard Street, 2nd floor, Vancouver, British Columbia, V6C 3B9, or from the Company’s head office located at Suite 300, 570 Granville Street, Vancouver, British Columbia, V6C 3P1.

**REQUEST FOR FINANCIAL STATEMENTS**

National Instrument 51-102 “Continuous Disclosure Obligations” sets out the procedures for a Shareholder to receive financial statements. If you wish to receive financial statements, you may use the enclosed form or provide instructions in any other written format. Registered Shareholders must also provide written instructions in order to receive the financial statements.

**FIXING THE NUMBER OF DIRECTORS AND ELECTION OF DIRECTORS**

The persons named in the enclosed Instrument of Proxy intend to vote in favour of fixing the number of directors at five (5). Although Management is nominating five (5) individuals to stand for election, the names of further nominees for directors may come from the floor at the Meeting.

Each director of the Company is elected annually and holds office until the next Annual General Meeting of Shareholders unless his successor is duly elected or until his resignation as a director.

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

**INFORMATION CONCERNING NOMINEES SUBMITTED BY MANAGEMENT**

The following table sets out the names of the persons proposed to be nominated by Management for election as a director, the province or state and country in which each of them is ordinarily resident, the positions and offices which each presently holds with the Company, the period of time for which each of them has been a director of the Company, the respective principal occupations or employment during the past five years if such nominee is not presently an elected director and the number of Common 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. The five nominees are all currently directors of the Company.

The nominees for the office of director and information concerning them as furnished by the individual nominees are as follows:

Name, Province or State and Country of Ordinary Residence and Positions Held with the Company	Principal Occupation <sup>(1)</sup>	Date First Became a Director	No. of Shares Beneficially Owned, Directly or Indirectly <sup>(2)</sup>
<b>Jacob H. Kalpakian</b> President, CEO & Director BC, Canada	President of the Company from April 2012 to present; President and CEO of Jackpot Digital Inc. (“Jackpot”) from 1991 to present; Vice President of 37 Capital Inc. from 1991 to present	April 24, 2012	689,000 (directly) 350,000 (indirectly)
<b>Neil Spellman</b> CFO, Director California, USA	Sr. Vice-President of DB Financial Management, Inc. from February 2001 to present	May 10, 2012	281,250 (directly)

Name, Province or State and Country of Ordinary Residence and Positions Held with the Company	Principal Occupation <sup>(1)</sup>	Date First Became a Director	No. of Shares Beneficially Owned, Directly or Indirectly <sup>(2)</sup>
<b>Bedo H. Kalpakian</b> Director BC, Canada	Director of the Company from May 2012 to present; Chairman and CFO of Jackpot from 1991 to present; President, CEO & CFO of 37 Capital Inc. from 1991 to present	May 10, 2012	818,500 (directly)
<b>Fred A. C. Tejada</b> Director BC, Canada	President of Tirex Resources Inc. (“Tirex”) from October 2011 to Present; Vice President Operations and Exploration of Tirex from June 2011 to October 2011; President of Rise Resources Inc. since November 2013 and CEO since April 2015	April 24, 2012	Nil
<b>Luc Pelchat</b> Director Quebec, Canada	Businessman involved with projects in the construction industry in Mexico	August 2, 2016	13,750 (directly)

(1) All directors were elected at the last Annual General Meeting. Unless otherwise stated above, all nominees have held the principal occupation or employment indicated for the past five years.

(2) Based on information provided by the directors themselves.

**CEASE TRADE ORDERS, CORPORATE AND PERSONAL BANKRUPTCIES, PENALTIES AND SANCTIONS**

No proposed director (including any personal holding company of a proposed director):

- (1) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:
  - (a) was the subject of a cease trade order (including a management cease trade order which applies to directors or executive officers), an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days (collectively an “order”), that was issued while such person was acting in the capacity as director, chief executive officer or chief financial officer;
  - (b) was subject to an order that was issued after such person ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer;
- (2) 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;
- (3) 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
- (4) has been subject to:
  - (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority since December 31, 2000 or before December 31, 2000 the disclosure of which would likely be important to a reasonable security holder in deciding whether to vote for a proposed director; or

- (b) any other 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.

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.

#### **AUDIT COMMITTEE DISCLOSURE**

The Audit Committee Charter and the disclosure required by Form 52-110F2 are attached hereto as Schedule "A". The Audit Committee monitors the integrity of internal controls and monitors the business conduct of the Company. The committee reviews matters on a quarterly basis, relating to the financial position of the Company in order to provide reasonable assurances that the Company is in compliance with applicable laws and regulations, is conducting its affairs ethically and that effective internal controls and information systems are maintained.

#### **CORPORATE GOVERNANCE**

The information required to be disclosed by National Instrument 58-101 *Disclosure of Corporate Governance Practices* is attached to this information circular as Schedule "B".

#### **APPOINTMENT AND REMUNERATION OF AUDITORS**

Shareholders will be asked to approve the re-appointment of Smythe Ratcliffe, LLP, Chartered Accountants, of 7th Floor, Marine Building, 355 Burrard Street, Vancouver, British Columbia V6C 2G8, as the auditor of the Company to hold office until the next Annual General Meeting of the Shareholders at remuneration to be fixed by the Board of Directors. Smythe Ratcliffe, LLP, Chartered Accounts were initially appointed as auditor of the Company on October 15, 2012.

#### **PARTICULARS OF OTHER MATTERS TO BE ACTED UPON**

##### **Re-approval of 10% Rolling Stock Option Plan**

At last year's annual general meeting held on October 15, 2015, the Shareholders approved the Company's Stock Option Plan dated September 22, 2014, which is a 10% "rolling" stock option plan. Under the policies of the TSX Venture Exchange (the "TSXV"), a rolling stock option plan must be re-approved on a yearly basis by Shareholders.

Accordingly, Shareholders will be asked to pass an ordinary resolution to re-approve the Stock Option Plan. Some of the key provisions of the Stock Option Plan are as follows:

- (a) the Stock Option Plan reserves a rolling maximum of 10% of the issued Common Shares of the Company at the time of a stock option grant, with vesting provisions to be determined by the Company's Board of Directors;
- (b) the aggregate number of options granted to any one person (and companies controlled by that person) in any 12 month period must not exceed 5% of the Common Shares outstanding at the time of grant (unless the Company has received disinterested Shareholder approval);
- (c) the aggregate number of options granted to any one Consultant in any 12 month period shall not exceed 2% of the issued Common Shares;
- (d) the aggregate number of options granted to all persons retained to provide Investor Relations Activities in any twelve month period shall not exceed 2% of the issued Common Shares;
- (e) options may only be granted to "eligible persons" which includes directors, senior officers and consultants of the Company and employees of companies providing management services to the Company;
- (f) all stock options vest at the discretion of the Company's Board of Directors, provided that such vesting provisions must comply with the provisions of TSXV Policy 4.4 "Incentive Stock Options";
- (g) without disinterested Shareholder approval: (i) the number of Common Shares that may be reserved for issuance to the insiders of the Company at the time of grant; or (ii) the aggregate number of options granted to insiders of

the Company as a group within a one year period; may not exceed 10% of the outstanding Common Shares calculated at the time of the grant;

- (h) the minimum exercise price of a stock option cannot be less than the Market Price of the Common Shares, less the maximum discount permitted by the policies of the TSXV;
- (i) disinterested Shareholder approval must be obtained to reduce the exercise price of an option granted to a person who is an insider at the time of amendment;
- (j) options may have a maximum exercise period of ten years if the Company is listed on the TSXV;
- (k) options are non-assignable and non-transferable; and
- (l) the Stock Option Plan contains provisions for adjustment in the number of Common Shares or other property issuable on exercise of a stock option in the event of a share consolidation, split, reclassification or other capital reorganization, or a stock dividend, amalgamation, merger or other relevant corporate transaction, or any other relevant change in or event affecting the Common Shares.

“Consultant”, “Employee”, “Investor Relations Activities” and “Market Price” all have the same definition as in the policies of the TSXV.

The Board of Directors unanimously recommends that Shareholders re-approve the Stock Option Plan by voting in favour of the following resolution:

“Be It Resolved That the Company’s Stock Option Plan dated effective September 22, 2014 be and is hereby ratified, confirmed and approved with such additional provisions and amendments, provided that such are not inconsistent with the policies of the TSX Venture Exchange, as the directors of the Company may deem necessary or advisable”.

**It is the intention of the persons named in the enclosed Proxy, in the absence of instructions to the contrary, to vote the Proxy in favour of the resolution re-approving the Stock Option Plan.**

A copy of the Stock Option Plan is available for Shareholders to review at the registered office of the Company, 1055 West Georgia Street, Suite 1500, Vancouver, BC V6E 4N7, until the date of the Meeting and will be available at the Meeting itself.

**Debt Settlement**

The Company intends to, subject to acceptance for filing of the TSXV, complete a settlement of outstanding debt (the “**Debt Settlement**”) in the amount of \$261,169 through the issuance of 5,223,380 Common Shares at a deemed price of \$0.05 per share to the following:

<b>Name</b>	<b>Amount of Indebtedness</b>	<b>Number of Shares</b>
Kalpakian Bros. of B.C. Ltd. <sup>(1)</sup>	\$34,125	682,500
30 Rock Management Inc. <sup>(2)</sup>	\$37,000	740,000
JAMCO Capital Partners Inc. <sup>(3)</sup>	\$52,500	1,050,000
Jackpot Digital Inc. <sup>(4)</sup>	\$137,544	2,750,880
	\$261,169	5,223,380

(1) A private company owned by Jacob Kalpakian, President, CEO and a director of the Company and Bedo Kalpakian, a director of the Company.

(2) A private company owned by Jacob Kalpakian.

- (3) A private company owned by Christopher Kape, a former CFO and former director of the Company.
- (4) Jackpot Digital Inc. (“**Jackpot**”) is a public company listed on the TSXV. Bedo Kalpakian is Chairman, CFO and a director of Jackpot, Jacob Kalpakian is President, CEO and a director of Jackpot and Neil Spellman, CFO & a director of the Company, is a director of Jackpot.

The Debt Settlement, as it relates to Kalpakian Bros. and 30 Rock, constitutes a “related party transaction” pursuant to the provisions of Multilateral Instrument 61-101 (“**MI 61-01**”) and requires minority Shareholder approval. The minority shareholder approval requirements in MI 61-101 exclude from voting any Common Shares beneficially owned or over which control or direction is exercised by any interested party, or a related party of an interested party, or joint actors thereof.

At the Meeting, or any adjournment thereof, the minority Shareholders will be asked to consider, and if thought fit, pass, with or without variation, a resolution (the “**Related Party Debt Settlement Resolution**”) approving the issuance of 682,500 Common Shares to Kalpakian Bros. in settlement of \$34,125 in debt and the issuance of 740,000 Common Shares to 30 Rock in settlement of \$37,000 in debt, in each case at a deemed price of \$0.05 per share. The full text of such resolution is set forth below under the heading “Debt Settlement Resolutions”.

In accordance with the minority approval requirements of MI 61-101, to the knowledge of the Company, a total of 1,857,500 Common Shares are required to be excluded in determining whether minority approval for the Related Party Debt Settlement Resolution is obtained. The following table sets forth the names of those Shareholders who, to the knowledge of the Company, are required to be excluded from voting on the Related Party Debt Settlement Resolution and the number of Common Shares each of them beneficially owns, or controls or directs, directly or indirectly:

<b>Name</b>	<b>Number of Common Shares</b>
Bedo H. Kalpakian	818,500
Jacob H. Kalpakian	689,000
Diana Kalpakian <sup>(1)</sup>	200,000
Isabel Kalpakian <sup>(1)</sup>	150,000

- (1) Associate of Jacob Kalpakian.

The Company is relying on the exemption contained in subsection 5.5(b) of MI 61-101 to provide a formal valuation in connection with the Related Party Debt Settlement Resolution on the basis that none of its securities are listed or quoted on the TSX, the New York Stock Exchange, the American Stock Exchange, the NASDAQ Stock Exchange, or a stock exchange outside of Canada and the United States, other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

Pursuant to the policies of the TSXV, the debt settlement, as it relates to JAMCO and Jackpot, requires disinterested Shareholder approval. Accordingly, on the resolution approving the debt settlement with JAMCO (the “**JAMCO Debt Settlement Resolution**”) an aggregate of 537,500 Common Shares will be excluded from voting. The following table sets forth the names of the Shareholders who, to the knowledge of the Company, are required to be excluded from voting on the JAMCO Debt Settlement Resolution and the number of Common Shares each of them beneficially owns, or controls or directs, directly or indirectly:

<b>Name</b>	<b>Number of Common Shares</b>
Christopher Kape	287,500
Stacey Kape <sup>(1)</sup>	250,000

- (1) Associate of Christopher Kape.

On the resolution approving the debt settlement with Jackpot (the “**Jackpot Debt Settlement Resolution**”) an aggregate of 2,138,750 Common Shares will be excluded from voting. The following table sets forth the names of the Shareholders who, to the knowledge of the Company, are required to be excluded from voting on the Jackpot Debt Settlement Resolution and the number of Common Shares each of them beneficially owns, or control directly or indirectly:

Name	Number of Common Shares
Bedo H. Kalpakian	818,500
Jacob H. Kalpakian	689,000
Neil Spellman	281,250
Diana Kalpakian <sup>(1)</sup>	200,000
Isabel Kalpakian <sup>(1)</sup>	150,000

(1) Associate of Jacob Kalpakian.

*Debt Settlement Resolutions*

The full text of the Related Party Debt Settlement Resolution is as follows:

“BE IT RESOLVED that the issuance of 682,500 Common Shares of the Company to Kalpakian Bros. of BC Ltd. in settlement of \$34,125 in debt and the issuance to 30 Rock Management Inc. of 740,000 Common Shares in settlement of \$37,000 in debt, in each case at a deemed price of \$0.05 per share, be and the same is hereby approved.”

The full text of the JAMCO Debt Settlement Resolution is as follows:

“BE IT RESOLVED that the issuance of 1,050,000 Common Shares of the Company to JAMCO Capital Partners Inc. at a deemed price of \$0.05 per share in settlement of \$52,500 in debt, be and the same is hereby approved.”

The full text of the Jackpot Debt Settlement Resolution is as follows:

“BE IT RESOLVED that the issuance of 2,750,880 Common Shares of the Company to Jackpot Digital Inc. at a deemed price of \$0.05 per share in settlement of \$137,544 in debt, be and the same is hereby approved.”

**Unless the Shareholder has specifically instructed in the enclosed instrument of proxy that the Common Shares represented by such proxy are to be voted against the Related Party Debt Settlement Resolution, the JAMCO Debt Settlement or the Jackpot Debt Settlement Resolution, respectively, the persons named in the enclosed instrument of proxy will vote FOR the Related Party Debt Settlement Resolution, the JAMCO Debt Settlement Resolution and the Jackpot Debt Settlement Resolution, respectively. In order to be duly passed, the Related Party Debt Settlement Resolution requires the approval of 50% plus one vote of the votes cast in person or by proxy by minority Shareholders at the Meeting. In order to be duly passed, the JAMCO Debt Settlement Resolution and the Jackpot Debt Settlement Resolution each requires the approval of 50% plus one vote of the votes cast in person or by proxy by disinterested Shareholders at the Meeting.**

The independent directors, namely Fred A. C. Tejada and Luc Pelchat (the “**Independent Directors**”), reviewed the Debt Settlement and have concluded that the Related Party Debt Settlement Resolution, the JAMCO Debt Settlement and the Jackpot Debt Settlement Resolution are in the best interests of the Company. **The Independent Directors recommend that the Shareholders vote in favour of the Related Party Debt Settlement Resolution, the JAMCO Debt Settlement and the Jackpot Debt Settlement Resolution, respectively.**

*Background to the Debt Settlement*

The Company is a party to a management services agreement with 30 Rock pursuant to which 30 Rock provides management services at a monthly rate of \$2,500 plus applicable taxes. The agreement expires on May 1, 2017 and is renewable on a yearly basis. The debt being settled under the debt settlement with 30 Rock represents management fees accrued under the agreement.

The Company was previously party to a management services agreement with JAMCO pursuant to which JAMCO provided management services at a monthly rate of \$2,500 plus applicable taxes. The agreement was terminated on June 30, 2016. The debt being settled under the debt settlement with JAMCO represents management fees accrued under the agreement.

The debt being settled with Jackpot represents the Company’s portion of shared rent, office support services and miscellaneous office expenses for the period April 2015 to September 2016.

*Review and Approval Process*

The Independent Directors unanimously recommend that Shareholders vote FOR each of the Related Party Debt Settlement Resolution, the JAMCO Debt Settlement Resolution and the Jackpot Debt Settlement Resolution.

The Independent Directors considered a number of factors, including but not limited to the fact that the Debt Settlement will assist in cleaning up the Company’s balance sheet and that it is priced at a premium of 100% to the closing market price of the Company’s Common Shares on the TSXV of \$0.025 on October 27, 2016.

The Independent Directors also identified and considered a number of potential risk factors in its deliberations, including but not limited to concentration of share ownership in Jacob Kalpakian and Bedo Kalpakian and their associates, dilution to existing Shareholders and that the Debt Settlement may not be completed.

The Independent Directors believe that any possible adverse effects or risks are more than outweighed by the potential benefits of the Debt Settlement.

*Trading Market*

The Company’s Common Shares trade on the TSXV under the trading symbol “GAR”. The following table sets forth the price range and trading volume of the Company’s Common Shares on the TSXV on a monthly basis since May 1, 2016.

<b>Month</b>	<b>High (\$)</b>	<b>Low (\$)</b>	<b>Volume</b>
October 1 – 27	0.03	0.025	19,500
September	0.03	0.03	937
August	0.035	0.03	486,000
July	0.035	0.03	191,000
June	0.03	0.03	79,000
May	0.045	0.03	573,450

*Ownership of Securities of the Company*

To the knowledge of the Company, the following table sets forth, as of the date of this Information Circular, the number and percentage of securities of the Company beneficially owned or over which control or direction is exercised:

1. by each director and officer of the Company; and
2. after reasonable inquiry, by
  1. each associate or affiliate of an insider of the Company;
  2. each associate or affiliate of the Company;
  3. an insider of the Company, other than a director or officer of the Company, and
  4. each person acting jointly or in concert with the Company.

<b>Name</b>	<b>Positions Held in Company (if applicable)</b>	<b>Number and Percentage of Pre-Consolidation Common Shares and Stock Options</b>	
		<b>Common Shares<sup>(1)</sup></b>	<b>Stock Options<sup>(2)</sup></b>
Jacob Kalpakian	President, CEO & Director	689,000/9.3%	56,250/26.6%



Name	Positions Held in Company (if applicable)	Number and Percentage of Pre-Consolidation Common Shares and Stock Options	
		Common Shares <sup>(1)</sup>	Stock Options <sup>(2)</sup>
Neil Spellman	CFO & Director	281,250/3.8%	Nil
Bedo Kalpakian	Director	818,500/11.0%	56,250/26.6%
Fred A. C. Tejada	Director	Nil	31,250/14.8%
Luc Pelchat	Director	13,750/<1%	Nil
Diana Kalpakian	N/A <sup>(3)</sup>	200,000/2.7%	Nil
Isabel Kalpakian	N/A <sup>(3)</sup>	150,000/2.0%	Nil

(1) Based on 7,440,000 Common Shares issued and outstanding as of the date of this Information Circular.

(2) Based on 211,250 stock options issued and outstanding as of the date of this Information Circular.

(3) Associate of Jacob Kalpakian.

*Commitments to Acquire Securities of the Company.*

The following persons who are referred to in the table above under the heading “Ownership of Securities of the Company” will be parties to the Debt Settlement if it is completed.

Name	Number of Common Shares to be Acquired
Jacob H. Kalpakian	1,422,400 <sup>(1)(2)</sup>
Bedo H. Kalpakian	682,400 <sup>(2)</sup>

(1) 30 Rock is an associate of Jacob Kalpakian and will be issued 740,000 Common Shares pursuant to the Debt Settlement.

(2) Kalpakian Bros. is an associate of Jacob Kalpakian and Bedo Kalpakian and will be issued 682,400 Common Shares pursuant to the Debt Settlement.

*Previous Purchase and Sales*

During the 12 month period prior to the date of this Information Circular, and excluding Common Shares issued on exercise of employee stock options, warrants or conversion rights, the Company did not issue any Common Shares.

*Previous Distributions*

During the five year period prior to the date of this Information Circular, the Company issued the following Common Shares:

Date of Issuance	Number of Common Shares	Price per Common Share	Aggregate Consideration Received
October, 2015	200,000	\$0.05	\$10,000
December, 2014	2,450,000 <sup>(1)</sup>	\$0.05	\$122,500
October, 2014	1,250,000 <sup>(1)</sup>	\$0.05	\$62,500
September, 2014	340,000	\$0.05	\$17,000

<b>Date of Issuance</b>	<b>Number of Common Shares</b>	<b>Price per Common Share</b>	<b>Aggregate Consideration Received</b>
October, 2013	700,000 <sup>(1)</sup>	\$0.05	\$35,000
April, 2012	875,000 <sup>(2)(3)</sup>	\$0.40 <sup>(2)</sup>	\$350,000
April 2012	25,000 <sup>(2)(4)</sup>	\$0.40 <sup>(2)</sup>	\$10,000 <sup>(4)</sup>
January, 2012	75,000 <sup>(2)</sup>	\$.040 <sup>(2)</sup>	\$30,000

- (1) Units, each unit consisting of one Common Share and one Common Share purchase warrant exercisable for a period of five (5) years.
- (2) Effective August 8, 2013, the Company consolidated its Common Shares on the basis of eight (8) pre-consolidation Common Shares for one (1) post-consolidation Common Share. These figures have been adjusted to reflect the consolidation.
- (3) Units, each unit consisting of one Common Share and one Common Share purchase warrant exercisable for a period of two years.
- (4) Share issuance under the Property Option Agreement in connection with the Qualifying Transaction. The amount of \$10,000 is the deemed issuance price of the shares issued.

#### *Dividends*

The Company has not declared or paid any dividends or distributions on its Common Shares or other securities since its incorporation and it is not contemplated that any dividends will be paid in the immediate or foreseeable future. Currently the Company anticipates that it will retain any funds to finance expansion and development of its business. Any future determination to pay dividends or distributions will be at the discretion of the Company's Board of Directors and will depend upon the results of operations, financial condition, current and anticipated cash needs, contractual restrictions, restrictions imposed by applicable law and other factors that the board of directors deems relevant.

#### *Expenses of Debt Settlement*

It is estimated that the expenses incurred by the Company in connection with the Debt Settlement will be approximately \$10,000.

#### *Regulatory Approval*

If the Debt Settlement is approved by Shareholders, it will require acceptance for filing of the TSXV.

### **OTHER MATTERS**

As of the date of this Information Circular, Management knows of no other matters to be acted upon at this Meeting. However, should any other matters properly come before the Meeting, the shares represented by the proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the shares represented by the proxy.

### **ADDITIONAL INFORMATION**

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com). Copies of the Company's Financial Statements and Management Discussion and Analysis may be obtained without charge upon request from the Company, at Suite 300, 570 Granville Street, Vancouver, BC, V6C 3P1, Tel: (604) 681-0204 and such documents will be sent by mail or electronically by email as may be specified at the time of the request.

### **DIRECTOR 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.

DATED at Vancouver, British Columbia, this 27<sup>th</sup> day of October, 2016.

*“Jacob H. Kalpakian”*

---

President, Chief Executive Officer and Director

**SCHEDULE “A”**  
**FORM 52-110F2**  
**AUDIT COMMITTEE DISCLOSURE**

---

**ITEM 1: THE AUDIT COMMITTEE’S CHARTER**

**MANDATE**

The primary function of the audit committee (the “**Committee**”) of Green Arrow Resources Inc. (the “**Company**”) is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company’s systems of internal controls regarding finance and accounting and the Company’s auditing, accounting and financial reporting processes. The Committee’s primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company’s financial reporting and internal control system and review the Company’s financial statements.
- Review and appraise the performance of the Company’s external auditors (the “**Auditor**”).
- Provide an open avenue of communication among the Company’s auditors, management and the Board of Directors.

**COMPOSITION, PROCEDURES AND ORGANIZATION**

The Committee shall consist of at least three members. Each member must be a director of the Company. A majority of the members of the Committee shall not be executive officers or employees of the Company or of an affiliate of the Company. At least one (1) member of the Committee shall be financially literate. All members of the Committee who are not financially literate will work towards becoming financially literate to obtain working familiarity with basic finance and accounting practices. For the purposes of this Charter, the term “financially literate” means the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company’s financial statements.

The members of the Committee shall be appointed by the Board of Directors at its first meeting following the annual shareholders’ meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership. The Chair shall be financially literate.

The Board of Directors may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.

**MEETINGS OF THE COMMITTEE**

Meetings of the Committee shall be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly. Unless all members are present and waive notice, or those absent waive notice before or after a meeting, the Chairman will give the Committee members 24 hours’ advance notice of each meeting and the matters to be discussed at such meeting. Notice may be given personally, by telephone, by facsimile or e-mail.

The Auditor shall be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning the Company’s annual financial statements and, if the Committee determines it to be necessary or appropriate, at any other meeting. On request by the Auditor, the Chair shall call a meeting of the Committee to consider any matter that the Auditor believes should be brought to the attention of the Committee, the Board of Directors or the shareholders of the Company.

At each meeting of the Committee, a quorum shall consist of a majority of members that are not officers or employees of the Company or of an affiliate of the Company. A member may participate in a meeting of the Committee in person or by telephone if all members participating in the meeting, whether in person or by telephone or other communications medium other than telephone are able to communicate with each other and if all members who wish to participate in the meeting agree to such participation.

The Committee may periodically meet separately with each of management and the Auditor to discuss any matters that the Committee or any of these groups believes would be appropriate to discuss privately. In addition, the Committee should meet with the Auditor and management annually to review the Company’s financial statements.

The Committee may invite to its meetings any director, any manager of the Company, and any other person whom it deems appropriate to consult in order to carry out its responsibilities.

## **RESPONSIBILITIES AND DUTIES**

To fulfill its responsibilities and duties, the Committee shall:

1. Review the Company's financial statements, including any certification, report, opinion, or review rendered by the Auditor, MD&A and any annual and interim earnings press releases before the Company publicly discloses such information.
2. Review and satisfy itself that adequate procedures are in place and review the Company's public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph, and periodically assess the adequacy of those procedures.
3. Be directly responsible for overseeing the work by the Auditor (including resolution of disagreements between management and the Auditor regarding financial reporting) engaged for the purpose of preparing or issuing an audit report or performing other audit review services for the Company.
4. Require the Auditor to report directly to the Committee.
5. Review annually the performance of the Auditor who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.
6. Review and discuss with the Auditor any disclosed relationships or services that may impact the objectivity and independence of the Auditor.
7. Take, or recommend that the Board of Directors take, appropriate action to oversee the independence of the Auditor.
8. Recommend to the Board of Directors the external auditor to be nominated at the annual general meeting for appointment and the Auditor for the ensuing year and the compensation for the Auditors, or, if applicable, the replacement of the Auditor.
9. Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the Auditor and former independent external auditors of the Company.
10. Review with management and the Auditor the audit plan for the annual financial statements.
11. Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services provided by the Auditor. The pre-approval requirement is waived with respect to the provision of non-audit services if:
  - (a) the aggregate amount of all such non-audit services that were not pre-approved is reasonably expected to constitute not more than 5% of the total amount of fees paid by the Company to the Auditor during the fiscal year in which the non-audit services are provided;
  - (b) such services were not recognized by the Company at the time of the engagement to be non-audit services; and
  - (c) such services are promptly brought to the attention of the Committee and approved, prior to the completion of the audit, by the Committee or by one or more members of the Committee to whom authority to grant such approvals has been delegated by the Committee.

The Committee may delegate to one or more independent members of the Committee the authority to pre-approve non-audit services in satisfaction of the pre-approval requirement set forth in this section provided the pre-approval of non-audit services by any member to whom authority has been delegated must be presented to the Committee at its first scheduled meeting following such pre-approval.

12. In consultation with the Auditor, review with management the integrity of the Company's financial reporting process, both internal and external.
13. Consider the Auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

14. Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the Auditor and management.
15. Review significant judgments made by management in the preparation of the financial statements and the view of the Auditor as to the appropriateness of such judgments.
16. Following completion of the annual audit, review separately with management and the Auditor any significant difficulties encountered during the course of the audit, including any restrictions on the scope of the work or access to required information.
17. Review any significant disagreement among management and the Auditor in connection with the preparation of the financial statements.
18. Review with the Auditor and management the extent to which changes and improvements in financial or accounting practices have been implemented.
19. Discuss with the Auditor the Auditor's perception of the Company's financial and accounting personnel, any material recommendations which the Auditor may have, the level of co-operation which the Auditor received during the course of their review and the adequacy of their access to records, data or other requested information.
20. Maintain, review and update the 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, as set forth in Annex A attached to this Charter.
21. Perform such other duties as may be assigned to it by the Board of Directors from time to time or as may be required by applicable regulatory authorities or legislation.
22. Report regularly and on a timely basis to the Board of Directors on the matters coming before the Committee.
23. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval.

#### **AUTHORITY**

The Committee is authorized to:

- to seek any information it requires from any employee of the Company in order to perform its duties;
- to engage, at the Company's expense, independent legal counsel or other professional advisors in any matter within the scope of the role and duties of the Committee under this Charter;
- to set and pay compensation for any advisors engaged by the Committee; and
- to communicate directly with the internal and external auditors of the Company.

This Charter supersedes and replaces all prior charters and other terms of reference pertaining to the Committee.

#### *ITEM 2: COMPOSITION OF THE AUDIT COMMITTEE*

The members of the audit committee (the "**Committee**") during the year ended December 31, 2015 were Christopher Kape, Neil Spellman and Fred Tejada. Mr. Spellman and Mr. Tejada were considered to be independent. Mr. Christopher Kape was the Chief Financial Officer of the Company and was not considered independent. All of the members were financially literate and had the ability to read and understand financial statements that present a breadth and level of complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. "**Independent**" and "**financially literate**" have the meaning used in National Instrument 52-110 (the "**Instrument**") of the Canadian Securities Administrators.

The current members of the audit committee are Mr. Neil Spellman, Mr. Tejada and Mr. Luc Pelchat.

Mr. Neil Spellman, is the Chief Financial Officer of the Company and is therefore not "independent".

Mr. Fred Tejada, a director of the Company, is "independent" in that he has no direct or indirect material relationship with the Company.

Mr. Luc Pelchat, a director of the Company, is "independent" in that he has no direct or indirect material relationship with the Company.

All of the current members of the Company's Committee are financially literate as that term is defined in the Instrument. All members have an understanding of the accounting principles used by the Issuer to prepare its financial statements and have an understanding of its internal controls and procedures for financial reporting.

*ITEM 3: RELEVANT EDUCATION AND EXPERIENCE*

Fred Tejada, Neil Spellman and Luc Pelchat act as audit committee members of another public company. In each case, the prior experience of each audit committee member has given him the knowledge required to understand and assess the general application of the accounting principles used by the Company and to understand internal controls and procedures for financial reporting.

*ITEM 4: 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 Company's Board of Directors.

*ITEM 5: RELIANCE ON CERTAIN EXEMPTIONS*

Since the effective date of the Instrument, the Company has not relied on the exemptions contained in sections 2.4 or 8 of the Instrument. Section 2.4 provides an exemption from the requirement that an audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of the Instrument, in whole or in part.

*ITEM 6: PRE-APPROVAL OF POLICIES AND PROCEDURES*

Formal policies and procedures for the engagement of non-audit services have not been formulated or adopted by the Committee. Subject to the requirements of the Instrument, the engagement of non-audit services is considered by the Company's Board of Directors, and where applicable by the Committee, on a case by case basis.

*ITEM 7: EXTERNAL AUDITOR SERVICE FEES (BY CATEGORY)*

The aggregate approximate fees charged to the Company by the external auditor in each of the last two fiscal years is as follows:

	<b>Year Ended December 31, 2014</b>	<b>Year Ended December 31, 2015</b>
Audit fees for the year ended	\$20,400	\$8,601
Audit related fees	Nil	Nil
Tax Fees	\$2,000 <sup>(1)</sup>	Nil
All other fees (non-tax)	Nil	Nil
<b>Total Fees:</b>	<b>\$22,400</b>	<b>\$8,601</b>

(1) These fees were incurred in respect of preparation and filing of the Company's tax returns.

*ITEM 8: EXEMPTION*

In respect of the most recently completed financial year, the Company is relying on the exemption set out in section 6.1 of the Instrument with respect to compliance with the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of the Instrument.

**ANNEX A**  
**PROCEDURES FOR THE SUBMISSION OF**  
**COMPLAINTS AND CONCERNS REGARDING**  
**ACCOUNTING, INTERNAL ACCOUNTING CONTROLS OR**  
**AUDITING MATTERS**

1. Green Arrow Resources Inc. (the “**Company**”) has designated its Audit Committee of its Board of Directors (the “**Committee**”) to be responsible for administering these procedures for the receipt, retention, and treatment of complaints received by the Company or the Committee directly regarding accounting, internal accounting controls, or auditing matters.
2. Any employee of the Company may on a confidential and anonymous basis submit concerns regarding questionable accounting controls or auditing matters to the Committee by setting forth such concerns in a letter addressed directly to the Committee with a legend on the envelope such as “Confidential” or “To be opened by Committee only”. If an employee would like to discuss the matter directly with a member of the Committee, the employee should include a return telephone number in his or her submission to the Committee at which he or she can be contacted. All submissions by letter to the Committee can be sent to:  
  
Green Arrow Resources Inc.  
Suite 300 - 570 Granville Street  
Vancouver, BC V6C 3P1
3. Any complaints received by the Company that are submitted as set forth herein will be forwarded directly to the Committee and will be treated as confidential if so indicated.
4. At each meeting of the Committee, or any special meetings called by the Chairperson of the Committee, the members of the Committee will review and consider any complaints or concerns submitted by employees as set forth herein and take any action it deems necessary in order to respond thereto.
5. All complaints and concerns submitted as set forth herein will be retained by the Committee for a period of seven (7) years.



**SCHEDULE “B”**  
**Green Arrow Resources Inc.**  
**CORPORATE GOVERNANCE**

---

Pursuant to National Instrument 58-101 Disclosure of Corporate Governance Practices the Company is required to and hereby discloses its corporate governance practices as follows.

**ITEM 1: BOARD OF DIRECTORS**

The Board of Directors of the Company facilitates its exercise of independent supervision over the Company’s management through frequent meetings of the Board.

- (1) **Strategic Planning.** The Company’s strategic business plan, including capital budgeting, is prepared by Jacob Kalpakian, President and Chief Executive Officer of the Company. The plan is then reviewed and discussed by the Board.
- (2) **Periodic review.** The Board meets at scheduled times and on an as needed basis with senior management to discuss the implementation of the Company’s strategic plan and any issues in respect thereof, to discuss any material variances from the capital budget, and to give guidance to senior management and otherwise revise the strategic plan and capital budget as required.
- (3) **Audit Committee.** The Audit Committee is, to the extent practicable, made up of a majority of financially literate and independent directors, and has direct communication with internal personnel responsible for financial statement preparation and meets independently with the Company’s external auditors as required. The Audit Committee’s responsibilities include reviewing financial statements and the integrity of the Company’s internal controls and management information systems. The Audit Committee meets with the Board annually and on an as needed basis to discuss these matters. Members of the Board are encouraged to bring any matter of concern in respect to the foregoing matters to the Audit Committee.
- (4) **Corporate Governance.** The Board as a whole is responsible for establishing and developing corporate governance practices appropriate for the Company.
- (5) **Approvals.** In addition to those matters which must, by law, be approved by the Board, approval for any transaction which is outside the ordinary course of business, with a non-arms length party or could be considered to be material to the Company must be approved by the Board.
- (6) **Independent members.** Meetings of the Board, independent of management, are encouraged as circumstances require.

Mr. Jacob Kalpakian is the President and Chief Executive Officer of the Company and is therefore not “independent”.

Mr. Neil Spellman, is the Chief Financial Officer of the Company and is therefore not “independent”.

Mr. Bedo Kalpakian, a director of the Company, is “independent” in that he has no direct or indirect material relationship with the Company.

Mr. Fred Tejada, a director of the Company, is “independent” in that he has no direct or indirect material relationship with the Company.

Mr. Luc Pelchat, a director of the Company, is “independent” in that he has no direct or indirect material relationship with the Company.

For purposes of the foregoing discussion, “independence” is defined as a member who has no direct or indirect material relationship which could, in the view of the issuer’s board of directors, reasonably interfere with the exercise of the member’s independent judgment.

**ITEM 2: DIRECTORSHIPS**

The directors of the Company are currently directors of the following other reporting issuers:

Name of Director, Officer or Promoter	Name of Reporting Issuer
Jacob H. Kalpakian	37 Capital Inc. (CSE) Jackpot Digital Inc. (TSX.V) 27 Red Capital Inc. 4 Touchdowns Capital Inc.
Neil Spellman	Jackpot Digital Inc. (TSX.V) 37 Capital Inc. (CSE) 27 Red Capital Inc. 4 Touchdowns Capital Inc.
Bedo H. Kalpakian	37 Capital Inc. (CSE) Jackpot Digital Inc. (TSX.V) 27 Red Capital Inc. 4 Touchdowns Capital Inc.
Fred Tejada	37 Capital Inc. (CSE) Rise Resources Inc. (formerly Patriot Minefinders Inc.) (CSE) Corazon Gold Corp. (TSX.V) Argus Metals Corp. (TSX.V) Coronet Metals Inc. (TSX.V)
Luc Pelchat	Scorpio Gold Corporation (TSX.V) Marching Moose Capital Corp. (TSX.V)

### ITEM 3: ORIENTATION AND CONTINUING EDUCATION

The Board does not currently have formal procedures or a program for the orientation of new board members, as no new board members are presently contemplated, or for the continuing education of board members. Inquiries are handled by the Board on a case by case basis with outside consultation, if required.

### ITEM 4: ETHICAL BUSINESS CONDUCT

Board members are expected to maintain the highest standards of integrity and to lead by example. The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

The Company allows any member of the Board to engage an outside advisor at the expense of the Company in appropriate circumstances. The engagement of an outside advisor is subject to the approval by the Board as a whole.

### ITEM 5: NOMINATION OF DIRECTORS

The Board as a whole is responsible for identifying nominees having an area of expertise needed for the Board and otherwise qualified to become a director, and in determining and recommending nominees for director for the annual meetings of the shareholders. The Board is not currently taking any steps to identify new candidates for the Board, as the current number of directors and the composition of the Board is considered adequate for a corporation of the current size and stage of development of the Company.

### ITEM 6: COMPENSATION

The Board of Directors conducts reviews with regard to directors' compensation once a year. To make its recommendation on directors' compensation, the Board of Directors takes into account the types of compensation and the amounts paid to directors of comparable publicly traded Canadian companies.

### ITEM 7: OTHER BOARD COMMITTEES

The Board of Directors has no other committees other than the Audit Committee.

### ITEM 8: ASSESSMENTS

The Board as a whole assesses its performance, the performance of Board committees and the contribution of individual directors on an informal and ongoing basis. The Board of Directors also monitors the adequacy of information given to directors and of communications between the Board and management as circumstances require.