



**2015 Annual Meeting**

**Second Floor Boardroom  
830 West Pender Street  
Vancouver, British Columbia**

**10:00 a.m. (Vancouver time)  
Tuesday, January 20, 2015**

## **Notice of Annual General Meeting of Shareholders**

Management Information Circular | Form of Proxy | Financial Statement Request Form



## Corporate Data

### **Head Office**

Suite 250 – 830 West Pender Street  
Vancouver, British Columbia V6C 1J8

### **Directors and Officers**

Michael S. Elson – President | CEO | Director  
Brett Whitelaw – Director  
J. David Pugh – Director  
Scott Davis – Chief Financial Officer

### **Registrar and Transfer Agent**

Computershare  
510 Burrard Street, 2<sup>nd</sup> Floor  
Vancouver, British Columbia V6C 3B9

### **Legal Counsel**

Salley Bowes Harwardt Law Corp.  
Barristers and Solicitors  
Suite 1750 – 1185 West Georgia Street  
Vancouver, British Columbia V6E 4E6

### **Auditor**

Davidson & Company LLC  
Chartered Accountants  
1200 – 609 Granville Street  
PO Box 10372, Pacific Centre  
Vancouver, British Columbia V7Y 1G6

### **Listing**

TSX Venture Exchange  
Symbol: “SWR”

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Suite 250 - 830 West Pender Street  
Vancouver, B.C. V6C 1J8  
Tel.: (604) 558-1000

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders (the “Shareholders”) of Swift Resources Inc. (the “Company”) will be held at the 2<sup>nd</sup> Floor Boardroom, 830 West Pender Street, Vancouver, British Columbia on **Tuesday, January 20, 2015**, at the hour of 10:00 a.m. (Vancouver time) (the “Meeting”), for the following purposes:

1. to receive the Report of the Directors;
2. to receive the audited financial statements of the Company for its fiscal year ended June 30, 2014 (with comparative statements relating to the preceding fiscal period), together with the report of the auditors thereon;
3. to fix the number of directors at three (3);
4. to elect the directors of the Company;
5. to appoint auditors for the ensuing year and to authorize the directors to fix their remuneration;
6. to consider and if thought fit, pass an ordinary resolution providing the required annual approval of the Company’s Stock Option Plan, as more particularly described in the accompanying Management Information Circular;
7. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice is the Company’s Management Information Circular, providing information relating to the matters to be addressed at the Meeting, a form of Proxy, and a Financial Statement Request Card.

#### **Registered Shareholders**

Every registered Shareholder of common shares at the close of business on December 16, 2014 is entitled to receive notice of, and to vote such common shares at the Meeting.

Registered Shareholders who are unable to attend the Meeting in person and who wish to ensure that their common shares will be voted at the Meeting are requested to complete, sign and deliver the enclosed form of proxy to Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, or by Fax: 1 (888) 453-0330. In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the aforesaid address not less than 48 hours (excluding Saturdays, Sundays and Holidays) before the time set for the holding of the Meeting or any adjournment(s) thereof. Further instructions with respect to the voting by proxy are provided in the form of proxy and in the Information Circular accompanying this Notice.

#### **Non-Registered Shareholders**

Shareholders may beneficially own common shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary (“**Non-Registered Shareholders**”). Without specific instructions, intermediaries are prohibited from voting shares for their clients. **If you are a Non-Registered Shareholder, it is vital that the voting instruction form provided to you by your broker, intermediary, or its agent is returned according to their instructions, sufficiently in advance of the deadline specified by the broker, intermediary or its agent, to ensure that they are able to provide voting instructions on your behalf.**

DATED at Vancouver, British Columbia, this 16<sup>th</sup> day of December, 2014.

BY ORDER OF THE BOARD OF DIRECTORS

*(signed) “Michael S. Elson”*  
President | CEO



Suite 250 - 830 West Pender Street  
Vancouver, B.C. V6C 1J8  
Tel.: (604) 558-1000

## INFORMATION CIRCULAR

(Containing information as at December 16, 2014, unless indicated otherwise)

### SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the management of Swift Resources Inc. (the “**Company**”) for use at the annual meeting of shareholders of the Company (and any adjournment thereof) to be held on Tuesday, January 20, 2015 (the “**Meeting**”) at the time and place and for the purposes set forth in the accompanying Notice of Meeting. While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone by the directors, officers and regular employees of the Company at nominal cost. All costs of solicitation by management will be borne by the Company.

The contents and the sending of this Information Circular have been approved by the directors of the Company.

### APPOINTMENT OF PROXYHOLDER

The individuals named in the accompanying form of proxy are directors of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM 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 OR BY COMPLETING ANOTHER FORM OF PROXY. A proxy will not be valid unless the completed form of proxy is received by COMPUTERSHARE INVESTOR SERVICES INC. of 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1 or by facsimile at 1 (888) 453-0330 not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment thereof.** Proxies delivered after that time will not be accepted.

### 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 registered office of the Company, at Suite 1750 – 1185 West Georgia Street, Vancouver, British Columbia V6E 4E6, 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.

### INFORMATION FOR NON-REGISTERED SHAREHOLDERS

**Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are “non-registered” shareholders because the shares they own are not registered in their names but are instead registered in the names of a brokerage firm, bank or other intermediary or in the name of a clearing agency. Shareholders who do not hold their shares in their own name (referred to herein as “Beneficial Shareholders”) should note that only registered shareholders may vote 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 such 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 shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities, which company acts as nominee for many Canadian brokerage firms). Common shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the brokers’ clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their 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. Often the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided by the Company to the registered shareholders. However, its purpose is limited to instructing the registered shareholder (i.e., 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, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). 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 who receives a Broadridge voting instruction form cannot use that form to vote common shares directly at the Meeting. The voting instructions form must be returned to Broadridge (or instructions respecting the voting of common shares must be communicated to Broadridge) well in advance of the Meeting in order to have the common shares voted.**

This Information Circular and accompanying materials are being sent to both registered shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories – those who object to their identity being known to the issuers of securities which they own ("**Objecting Beneficial Owners**", or "**OBOs**") and those who do not object to their identity being made known to the issuers of the securities they own ("**Non-Objecting Beneficial Owners**", or "**NOBOs**"). Subject to the provisions of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") issuers may request and obtain a list of their NOBOs from intermediaries via their transfer agents. Pursuant to NI 54-101, issuers may obtain and use the NOBO list for distribution of proxy-related materials directly (not via Broadridge) to such NOBOs. If you are a Beneficial Shareholder, and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of common shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the common shares on your behalf.

The Company's OBOs can expect to be contacted by Broadridge or their brokers or their broker's agents as set out above.

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, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the 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 enter their own names in the blank space on the 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.**

All references to Shareholders in this Information Circular and the accompanying form of proxy and Notice of Meeting are to shareholders of record unless specifically stated otherwise.

## **VOTING OF PROXIES**

The shares represented by a properly executed proxy in favour of persons proposed by Management as proxyholders in the accompanying form of proxy will:

- (a) be voted or withheld from voting in accordance with the instructions of the person appointing the proxyholder on any ballot that may be taken; and
- (b) where a choice with respect to any matter to be acted upon has been specified in the form of proxy, be voted in accordance with the specification made in such proxy.

**ON A POLL SUCH SHARES WILL BE VOTED IN FAVOUR OF EACH MATTER FOR WHICH NO CHOICE HAS BEEN SPECIFIED BY THE SHAREHOLDER.**

The enclosed form of proxy when properly completed and delivered and not revoked confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting, and with respect to other matters which may properly come before the Meeting. In the event that amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the persons designated in the enclosed form of proxy to vote in accordance with their best judgment on such matters or business. At the time of the

printing of this Information Circular, the management of the Company knows of no such amendment, variation or other matter which may be presented to the Meeting.

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

No person who has been a director or executive officer of the Company at any time since the beginning of the last financial year, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of any of the foregoing, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon other than the election of directors or the appointment of auditors. Directors and executive officers may, however, be interested in the approval of the Company's Stock Option Plan as detailed in "Particulars of Matters to be Acted Upon – Annual Approval of Stock Option Plan."

### **VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

Authorized Capital: unlimited common shares without par value (the "common shares")

Issued and Outstanding: 6,561,033<sup>(1)</sup> common shares

#### **NOTES:**

(1) As at December 16, 2014.

Only shareholders of record at the close of business on December 16, 2014 (the "Record Date") who either personally attend the Meeting or who have completed and delivered a form of proxy in the manner and subject to the provisions described above shall be entitled to vote or to have their shares voted at the Meeting.

On a show of hands, every individual who is present and is entitled to vote as a Shareholder or as a representative of one or more corporate Shareholders will have one vote, and on a poll every Shareholder present in person or represented by a proxy and every person who is a representative of one or more corporate Shareholders, will have one vote for each common share registered in that Shareholder's name on the list of Shareholders as at the Record Date, which is available for inspection during normal business hours at Computershare, and will be available at the Meeting. **Shareholders represented by proxy holders are not entitled to vote on a show of hands.**

To the knowledge of the directors and senior officers of the Company, only the following beneficially own, directly or indirectly, directly or indirectly, or exercise control or direction over, common shares carrying 10% or more of the voting rights attached to all outstanding common shares of the Company:

<b>Name of Shareholder</b>	<b>Number of Shares</b>	<b>Percentage of Issued and Outstanding</b>
Mike Elson	1,245,800	19%
Brett Whitelaw	1,187,000	18%
Dave Pugh	785,000	12%
Scott Davis	995,120	15%

### **ELECTION OF DIRECTORS**

The board of directors (the "Board") presently consists of three (3) directors and it is intended to determine the number of directors at three (3) and to elect three (3) directors for the ensuing year.

The term of office of each of the present directors expires at the Meeting. The persons named below will be presented for election at the Meeting as management's nominees and the persons proposed by management as proxyholders in the accompanying form of proxy intend to vote for the election of these nominees. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Company or until his successor is elected or appointed, unless his office is earlier vacated in accordance with the Articles of the Company or the provisions of the *Business Corporations Act* (British Columbia).

The following table and notes thereto sets out the name of each person proposed to be nominated by management for election as a director (a "proposed director"), the province and country in which he is ordinarily resident, all offices of the Company now held by him, his principal occupation, the period of time for which he has been a director of the Company, and the number of common shares beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at the date hereof.

NAME, POSITION, PROVINCE AND COUNTRY OF RESIDENCE <sup>(1)</sup>	PRINCIPAL OCCUPATION DURING THE PAST FIVE (5) YEARS <sup>(1)</sup>	PREVIOUS SERVICE AS A DIRECTOR	NUMBER OF COMMON SHARES BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY <sup>(2)</sup>
<b>MICHAEL S. ELSON</b> <sup>(5)</sup> <i>President, CEO and Director</i>  British Columbia, Canada	President of Northern Natural Resource Services Ltd., a mining contractor, from April, 1975 to present.	September 21, 2006	171,900 (direct) 1,073,900 (indirect) <sup>(3)</sup>
<b>J. DAVID PUGH</b> <sup>(5)</sup> <i>Director</i>  British Columbia, Canada	Self-employed from September, 2008 to present; Fish Distributor for Albion Fisheries Ltd. from June, 1998 to October, 2008.	December 31, 2006	785,000 (direct)
<b>DOUGLAS BRETT WHITELAW</b> <sup>(5)</sup> <i>Director</i>  British Columbia, Canada	President of Whitelaw Enterprises Ltd. providing consulting services to private and public companies.	November 7, 2012	39,000 (direct) 1,148,000 (indirect) <sup>(4)</sup>

**Notes:**

- (1) The information as to province and country of residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (2) The information as to shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (3) Held through Northern Natural Resource Services Ltd., a private company controlled by Mr. Elson.
- (4) Held through Whitelaw Enterprises Ltd., a private company controlled by Mr. Whitelaw.
- (5) Member or proposed member of the audit committee.

**AUDIT COMMITTEE**

Under National Instrument 52-110 – *Audit Committees* (“NI 52-110”) reporting issuers are required to provide disclosure with respect to their audit committee, including the text of the audit committee’s charter, composition of the audit committee, and the fees paid to the external auditor. This information is set out in the attached Schedule “A” to this Information Circular.

**COMPENSATION DISCUSSION AND ANALYSIS**

The Company may reimburse non-arm’s length parties for the Company’s reasonable allocation of rent, secretarial services, and other general administrative expenses, at fair market value (“**Permitted Reimbursement**”). No reimbursement may be made for any payment made to lease or buy a vehicle.

The directors and officers may also be granted stock options under the Company’s stock option plan (the “**Plan**”). As of the date hereof, the Company has granted to its directors and officers, options to purchase up to 64,500 Common Shares.

**SUMMARY COMPENSATION TABLE**

For the purposes of this Information Circular, a “Named Executive Officer”, or “NEO”, means each of the following individuals:

- (a) a chief executive officer (“CEO”) of the Company;
- (b) a chief financial officer (“CFO”) of the Company;
- (c) each of the Company’s three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 as determined in accordance with subsection 1.3(6) of Form 51-102F6, for the June 30, 2014 financial year end; 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 June 30, 2014.

### Summary Compensation Table

During the financial year ended June 30, 2014, the Company had two (2) NEOs: Michael S. Elson, President and Chief Executive Officer; and Scott Davis, Chief Financial Officer. The following table sets forth all direct and indirect compensation for, or in connection with, services provided to the Company for the three most recently completed financial years ending June 30, 2014, 2013 and 2012 in respect of the NEOs of the Company.

NAME AND PRINCIPAL POSITION	YEAR ENDED JUNE 30	SALARY (\$)	SHARE-BASED AWARDS (\$)	OPTION-BASED AWARDS <sup>(1)</sup> (\$)	NON-EQUITY INCENTIVE PLAN COMPENSATION (\$)		PENSION VALUE (\$)	ALL OTHER COMPENSATION (\$)	TOTAL COMPENSATION (\$)
					ANNUAL INCENTIVE PLANS <sup>(2)</sup>	LONG-TERM INCENTIVE PLANS <sup>(3)</sup>			
MICHAEL S. ELSON	2014	\$48,000	Nil	Nil	Nil	Nil	Nil	Nil	\$48,000
	2013	\$48,000	Nil	Nil	Nil	Nil	Nil	Nil	\$48,000
	2012	\$48,000	Nil	\$19,037	Nil	Nil	Nil	Nil	\$67,037
SCOTT DAVIS	2014	Nil	Nil	Nil	Nil	Nil	Nil	\$30,000	\$30,000
	2013	Nil	Nil	Nil	Nil	Nil	Nil	\$28,200	\$28,200
	2012	Nil	Nil	\$5,010	Nil	Nil	Nil	\$18,125	\$23,135

**Notes:**

- <sup>(1)</sup> Figures represent the grant date fair value of the options. The Company used the Black-Scholes option pricing model for calculating such fair value, as such model is commonly used by junior public companies. The values do not represent actual amounts received by the NEOs as the gain, if any, will depend on the market value of the common shares on the date that the option is exercised.
- <sup>(2)</sup> The Company does not currently have a formal annual incentive plan or long term incentive plan for any of its executive officers, including its Named Executive Officers, other than the Plan.
- <sup>(3)</sup> The Company does not have any pension, retirement or deferred compensation plans, including defined contribution plans.

### INCENTIVE PLAN AWARDS

#### *Outstanding Option-Based Awards*

The following table sets forth for the NEOs, the incentive stock options pursuant to the Plan, outstanding as at June 30, 2014. These incentive stock options either vested at the time of grant or were fully vested during the year ended June 30, 2014, subject to the restrictions described below:

NAME	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS (#) <sup>(1)</sup>	OPTION EXERCISE PRICE (\$)	OPTION EXPIRATION DATE	VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS (\$) <sup>(2)</sup>
MICHAEL S. ELSON, CEO	5,000	\$2.80	January 19, 2015	Nil
	38,000	\$1.00	August 10, 2016	
SCOTT DAVIS, CFO	10,000	\$1.00	December 8, 2016	Nil

**Note:**

- <sup>(1)</sup> At a Special General Meeting of shareholders of the Company held on October 11, 2013, shareholders approved an ordinary resolution for a ten (10) to one (1) consolidation of the Company's common shares.
- <sup>(2)</sup> This amount is calculated as the difference between the market value of the securities underlying the options on **June 30, 2014**, being the last trading day of the common shares for the financial year, which was **\$0.05**, and the exercise price of the option.

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

The following table sets forth for the NEOs, the value vested during the financial year ended on June 30, 2014 for options awarded under the Plan, as well as the value earned under non-equity incentive plans for the same period.

NAME	OPTION-BASED AWARDS – VALUE VESTED DURING THE YEAR <sup>(1)</sup> (\$)	NON-EQUITY INCENTIVE PLAN COMPENSATION – VALUE EARNED DURING THE YEAR (\$)
<b>MICHAEL S. ELSON, CEO</b>	Nil	Nil
<b>SCOTT DAVIS, CFO</b>	Nil	Nil

**Note:**

- <sup>(1)</sup> Value vested during the year is calculated by subtracting the market price of the Common Shares on the date the option vested (being the closing price of the Common Shares on the Exchange on the last trading day prior to the vesting date) from the exercise price of the option.

### **TERMINATION AND CHANGE OF CONTROL BENEFITS**

#### ***Termination and Change of Control Benefits***

The Company does not have any contract, agreement, plan or arrangement that provides 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 the NEOs responsibilities.

The Company has entered into a management service contract dated October 1, 2006, with Northern Natural Resource Services Ltd. (“NNRS”), a private company controlled by Michael S. Elson, and currently pays a monthly fee of \$4,000 to NNRS, for management and administrative services provided to the Company.

### **DIRECTOR COMPENSATION**

#### ***Director Compensation Table***

The following table sets forth all amounts of compensation provided to the directors for the Company’s most recently completed financial year.

NAME	FEES EARNED	OPTION-BASED AWARDS <sup>(1)</sup> (\$)	ALL OTHER COMPENSATION (\$)	TOTAL (\$)
<b>BRETT WHITELAW</b>	\$48,000	Nil	Nil	\$48,000
<b>DAVID J. PUGH</b>	Nil	Nil	Nil	Nil

**Note:**

- (1) Figures represent the grant date fair value of the options. The Company used the Black-Scholes option pricing model for calculating such fair value, as such model is commonly used by junior public companies.

### ***Outstanding Option-Based Awards***

The following table sets forth for each director all awards outstanding at the end of the most recently completed financial year, including awards granted before the most recently completed financial year. As at June 30, 2014, these option-based awards have vested, subject to the restrictions described below.

NAME	OPTION-BASED AWARDS			
	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS <sup>(1)</sup> (#)	OPTION EXERCISE PRICE (\$)	OPTION EXPIRATION DATE	VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS <sup>(2)</sup> (\$)
BRETT WHITELAW	Nil	Nil	Nil	Nil
DAVID J. PUGH	3,500 8,000	\$2.80 \$1.00	January 19, 2015 August 10, 2016	Nil

**Notes:**

- (1) At a Special General Meeting of shareholders of the Company held on October 11, 2013, shareholders approved an ordinary resolution for a ten (10) to one (1) consolidation of the Company's common shares.
- (2) This amount is calculated as the difference between the market value of the securities underlying the options on **June 30, 2014**, being the last trading day of the common shares for the financial year, which was **\$0.05**, and the exercise price of the options.

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

The following table sets forth, for each director, other than those who are also NEOs of the Company, the value of all incentive plan awards vested during the year ended June 30, 2014.

NAME	OPTION-BASED AWARDS – VALUE VESTED DURING THE YEAR <sup>(1)</sup> (\$)	NON-EQUITY INCENTIVE PLAN COMPENSATION – VALUE EARNED DURING THE YEAR (\$)
BRETT WHITELAW	Nil	Nil
DAVID J. PUGH	Nil	Nil

**Notes:**

- (1) Value vested during the year is calculated by subtracting the market price of the Company's common shares on the date the option vested (being the closing price of the Company's common shares on the Exchange on the last trading day prior to the vesting date) from the exercise price of the option.

A description of the significant terms of the Plan is found under the heading "Annual Approval of the Stock Option Plan".

### **DISCLOSURE OF CORPORATE GOVERNANCE PRACTICE**

National Instrument 58-101, *Disclosure of Corporate Governance Practices* ("NI 58-101") requires reporting issuers to disclose the corporate governance practices, on an annual basis, that they have adopted. The Company's approach to corporate governance is provided in Schedule "B".

### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

At no time during the Company's last completed financial year or as of the date of this Information Circular was any director, executive officer, employee, proposed management nominee for election as a director of the Company, nor any associate of any such director, executive officer, or proposed management nominee of the Company, or any former director, executive officer or employee of the Company or any of its subsidiaries, indebted to the Company, or indebted to another entity where such indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

#### **Equity Compensation Plan Information**

The following table provides information regarding compensation plans under which securities of the Company are authorized for issuance to directors, officers, employees, and consultants in effect as of the end of the Company's most recently completed fiscal year end:

PLAN CATEGORY	NUMBER OF SECURITIES TO BE ISSUED UPON EXERCISE OF OUTSTANDING OPTIONS, WARRANTS, AND RIGHTS (A)	WEIGHTED-AVERAGE EXERCISE PRICE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS (B)	NUMBER OF SECURITIES REMAINING AVAILABLE FOR FUTURE ISSUANCE UNDER EQUITY COMPENSATION PLANS (EXCLUDING SECURITIES REFLECTED IN COLUMN (A)) (C)
Equity Compensation Plans Approved by Securityholders	70,000	\$1.36	586,103
Equity Compensation Plans Not Approved by Securityholders <sup>(1)</sup>	N/A	N/A	N/A
Total	70,000	\$1.36	586,103

**Notes:**

- <sup>(1)</sup> In December, 2006, the Company adopted the Plan, being a “rolling” incentive stock option plan which provides that the Board may grant up to ten percent (10%) of the total number of common shares issued and outstanding at the date of the stock option grant. For the terms of the equity compensation plan see “Particulars of Matters to be Acted Upon at the Meeting – Annual Approval of Stock Option Plan.

**CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES**

None of the proposed directors (or any of their personal holding companies) of the Company:

- (a) 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:
- i. as subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days while that person was acting in the capacity as director, executive officer or chief financial officer; or
  - ii. was the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under the securities legislation in each case for a period of 30 consecutive days, that was issued after the person ceased to be a director, chief executive officer or chief financial officer in the company and which resulted from an event that occurred while that person was acting in the capacity as director, executive officer or chief financial officer; or
- (b) is at the date of this Information Circular or has been within the 10 years before the date of this 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, arrangements or compromise with creditors, or had a receiver, receiver manager as trustee appointed to hold the assets of that individual.

None of the proposed directors (or any of their personal holding companies) has been subject to:

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

Other than:

Brett Whitelaw was a director of Big Sky Productions Inc., now Autris, which was cease traded by the British Columbia Securities Commission on November 7, 2011 for failure to file financial statements. The cease trade order is still in effect as at the date of this Information Circular.

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

Other than as set forth in this Information Circular, and other than transactions carried out in the ordinary course of business of the Company, none of the directors or executive officers of the Company, a director or executive officer of a person or company that is itself an informed person, nor any Shareholder beneficially owning, directly or indirectly, common shares of the Company, or exercising control or direction over common shares of the Company, or a combination of both, carrying more than 10% of the voting rights attached to the outstanding common shares of the Company, nor an associate or affiliate of any of the foregoing persons has since July 1, 2013 (being the commencement of the Company's last completed financial year) any material interest, direct or indirect, in any transactions which materially affected or would materially affect the Company.

## **MANAGEMENT CONTRACTS**

Management functions of the Company are substantially performed by the Company's directors and executive officers. The Company has not entered into any contracts, agreements or arrangements with parties other than its directors and executive officers for the provision of such management functions.

## **APPOINTMENT OF AUDITORS**

Unless such authority is withheld, the persons named in the accompanying proxy intend to vote for the appointment of Davidson & Company LLP, Chartered Accountants, as auditors of the Company and to authorize the directors to fix their remuneration.

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

### **Annual Approval of Stock Option Plan**

As noted under "Securities Authorized for Issuance Under Equity Compensation Plans" the Company adopted the Plan which the Company's Shareholders approved on December 21, 2011. See "Securities Authorized for Issuance Under Equity Compensation Plans" for the terms and conditions governing the Plan.

A copy of the Plan may be inspected at the Registered Office of the Company at Suite 1750 – 1185 West Georgia Street, Vancouver, British Columbia, V6E 4E6, during normal business hours and at the Meeting. In addition, a copy of the Plan will be mailed, free of charge, to any holder of common shares who requests a copy, in writing, from the Company. Any such requests should be mailed to the Company, at its head office.

There are currently 70,000 options outstanding under the Plan, and an additional 586,103 options may be granted (based on the current issued capital of 6,561,033 common shares). Notice of options granted under the Plan must be given to the Exchange on a monthly basis. Any amendments to the Plan must also be approved by the Exchange and, if necessary, by the Shareholders of the Company prior to becoming effective. Existing incentive stock options are not affected by the vote at the Meeting with respect to the Plan.

The purpose of the Plan is to allow the Company to grant options to directors, senior officers, consultants, employees and management company employees as additional compensation and as an opportunity to participate in the profitability of the Company. The granting of such options is intended to align the interests of such persons with that of the Company.

The term of any options granted under the Plan will be fixed by the Board and may not exceed 5 years. The exercise price of options granted under the Plan will be determined by the Board, and if the common shares are listed on the Exchange, the exercise price must not be lower than the last closing sales price for such common shares as quoted on the Exchange for the market trading day immediately prior to the date of grant of the option, less any discount permitted by the Exchange and will not otherwise be less than \$0.10 per common share.

Pursuant to the Plan, the Board may, from time to time, authorize the grant of options to eligible persons, being directors, senior officers, employees, management company employees and consultants of the Company and its affiliates.

The following is a summary of the other material terms of the Plan:

- (a) the number of common shares reserved for issuance pursuant to the exercise of options granted under the plan will not exceed 10% of the issued and outstanding common shares. Any increase in the issued and outstanding common shares will result in an increase to the 10% level in the available number of common shares issuable under the Plan, and any options that are forfeited, cancelled or expired unexercised will make new grants available under the Plan;
- (b) the maximum aggregate number of common shares that may be reserved for issuance under options granted to insiders may not exceed 10% of the outstanding issue at the time of grant, unless the Company has obtained "disinterested shareholder" approval in accordance with the policies of the Exchange;
- (c) the maximum aggregate number of options granted to insiders together with any other share compensation arrangement within a 12 month period may not exceed 10% of the outstanding issue at the time of grant, unless the Company has obtained "disinterested shareholder" approval in accordance with the policies of the Exchange;
- (d) the maximum aggregate number of common shares that may be reserved for issuance under options together with any other share compensation arrangement to any one individual within a 12 month period shall not exceed 5% of the outstanding issue at the time of grant (unless the Company has obtained "disinterested shareholder" approval in accordance with the policies of the Exchange);
- (e) the maximum aggregate number of common shares that may be reserved for issuance under the Plan or any other share compensation arrangement for issuance to any one consultant within a 12 month period shall not exceed 2% of the outstanding issue at the time of grant; and
- (f) the maximum aggregate number of common shares that may be reserved under the Plan or any other share compensation arrangement for issuance to persons who are conducting investor relations activities within a 12 month period shall not exceed 2% of the outstanding issue at the time of grant;
- (g) all options granted under the Plan are non-assignable and non-transferable;
- (h) options granted to consultants engaged to perform investor relations activities must be subject to a vesting schedule whereby no more than 25% of the options granted may be vested in any three month period. The Plan does not contain any other vesting requirements, but permits the Board to specify a vesting schedule in its discretion;
- (i) for stock options granted to employees, management company employees or consultants of the Company or any of its affiliates, the Company must ensure that the proposed Optionee is a bona fide employee, management company employee or consultant of the Company or any of its affiliates, as the case may be;
- (j) if an optionee ceases to be an eligible optionee, any options held by such optionee shall expire within a reasonable period (not to exceed one year) from the date such optionee ceases to be an eligible optionee. In the event an optionee ceases to be an eligible optionee for termination for cause the option shall terminate on the date on which an optionee is terminated for cause. On death or disability of an optionee, any options held by such optionee shall expire no later than one year from the date of death or disability;
- (k) in the event of a takeover bid, all option shares subject to such option will become vested and the option may be exercised in whole or in part by the optionee so as to permit the optionee to tender the option shares received upon such exercise, pursuant to the offer;
- (l) on the occurrence of a takeover bid, or offer, the Board will have the right to accelerate the date on which any option becomes exercisable;

- (m) the exercise price and the number of common shares which are subject to an option may be adjusted from time to time for share dividends, and in the event of reclassifications, reorganizations or changes in the capital structure of the Company; and
- (n) specific disinterested shareholder approval is required to reduce the exercise price of an option for an optionee who is an insider.

In addition, the Plan is a “rolling” stock option plan; the Company is required, pursuant to the policies of the Exchange, annually, to obtain shareholder approval of the Plan. Accordingly, the Shareholders of the Company will be asked to approve the following ordinary resolution:

“BE IT RESOLVED as an ordinary resolution that:

1. the Company hereby ratifies and approves the Company’s stock option plan (the “Plan”) and the issuance of stock options thereunder;
2. the number of common shares of the Company reserved for issuance under the Plan shall not exceed 10% of the issued and outstanding common shares of the Company at the time of any stock option grant; and
3. the Board of Directors of the Company be authorized and directed to make any changes to the Plan if required by the TSX Venture Exchange.

In order to be effective, the foregoing ordinary resolutions must be approved by a simple majority of the votes cast by those Shareholders of the Company who, being entitled to do so, vote in person or by proxy at the Meeting in respect of such resolutions.

**Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote for the ratification and approval of the Plan.**

#### **ANY OTHER MATTERS**

Management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Information Circular. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the form of proxy accompanying this Information Circular to vote the same in accordance with their best judgment of such matters.

#### **ADDITIONAL INFORMATION**

Additional information regarding the Company and its business activities is available on the SEDAR website located at [www.sedar.com](http://www.sedar.com) “Company Profiles – Swift Resources Inc.” The Company’s financial information is provided in the Company’s audited financial statements and related management discussion and analysis for its most recently completed financial year filed on the SEDAR website at the location noted above. Shareholders of the Company may request copies of the Company’s financial statements and related management discussion and analysis by contacting the Company at Suite 250 – 830 West Pender Street, Vancouver, British Columbia, V6C 1J8, or by telephone at (604) 558-1000.

**Schedule “A”  
Audit Committee**

**Composition of Audit Committee**

Following the election of directors pursuant to this Information Circular, the following will be members of the Audit Committee:

Member	Independent <sup>(1)</sup>	Financially Literate <sup>(2)</sup>
Michael S. Elson	No	Yes
Douglas Brett Whitelaw	Yes	Yes
J. David Pugh	Yes	Yes

**Notes:**

- <sup>(1)</sup> A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board of Directors, reasonably interfere with the exercise of a member’s independent judgment.
- <sup>(2)</sup> An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.

**Relevant Education and Experience**

The relevant education and/or experience of each member of the Audit Committee is as follows:

Michael S. Elson, *President, Chief Executive Officer and Director*

Mr. Elson is President of Northern Natural Resource Services Ltd., a private mining contractor, and has been from 1975 to present. He was a director of Hebron Bay Resources Ltd. from 1995 to 2002, and was the President of Orodoro Resources Ltd. from September, 2004 to June, 2005. He served as President of Saturn Minerals Inc. from May, 2004 to January 12, 2011, and the President of Cougar Minerals Corp. from April, 2003 to March, 2012. Mr. Elson was also a director of Pacific Coast Nickel Corp. from December, 2003 to November, 2008. He has a Science Degree from the University of Alberta (1968).

Douglas Brett Whitelaw, *Director*

Mr. Whitelaw is President of Whitelaw Enterprises Ltd., a private consulting company to public and private companies, and has over 15 years of experience in the public markets. His expertise involves the formation and financing of three TSX Venture publically listed companies and one US listed Company. Mr. Whitelaw is currently a director of Conquest Resources Limited. From 1979 to 1999 Mr. Whitelaw was licensed as an Insurance and Retirement Advisor and in 2000 earned the designation of Chartered Life Underwriter.

J. David Pugh, *Director*

Mr. Pugh has been self-employed since September, 2008. He was a Fish Distributor for Albion Fisheries Ltd. from June, 1998 to September, 2008. He has a Bachelor of Science Degree (1976) and Master of Science Degree (1989) from the University of British Columbia.

**Audit Committee Charter**

The Text of the Audit Committee’s Charter is as follows:

1. **Purpose of the Committee**

- 1.1 The purpose of the Audit Committee is to assist the Board in its oversight of the integrity of the Company’s financial statements and other relevant public disclosures, the Company’s compliance with legal and regulatory requirements relating to financial reporting, the external auditors’ qualifications and independence and the performance of the internal audit function and the external auditors.

## **2. Members of the Audit Committee**

- 2.1 At least one member must be “financially literate” as defined under NI 52-110, having sufficient accounting or related financial management expertise to read and understand a set of financial statements, including the related notes, that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.
- 2.2 The Audit Committee shall consist of no less than three Directors.
- 2.3 At least one member of the Audit Committee must be “independent” as defined under NI 52-110, while the Company is in the developmental stage of its business.

## **3. Relationship with External Auditors**

- 3.1 The external auditors are the independent representatives of the shareholders, but the external auditors are also accountable to the Board of Directors and the Audit Committee.
- 3.2 The external auditors must be able to complete their audit procedures and reviews with professional independence, free from any undue interference from the management or directors.
- 3.3 The Audit Committee must direct and ensure that the management fully co-operates with the external auditors in the course of carrying out their professional duties.
- 3.4 The Audit Committee will have direct communications access at all times with the external auditors.

## **4. Non-Audit Services**

- 4.1 The external auditors are prohibited from providing any non-audit services to the Company, without the express written consent of the Audit Committee. In determining whether the external auditors will be granted permission to provide non-audit services to the Company, the Audit Committee must consider that the benefits to the Company from the provision of such services, outweighs the risk of any compromise to or loss of the independence of the external auditors in carrying out their auditing mandate.
- 4.2 Notwithstanding section 4.1, the external auditors are prohibited at all times from carrying out any of the following services, while they are appointed the external auditors of the Company:
- (i) acting as an agent of the Company for the sale of all or substantially all of the undertaking of the Company; and
  - (ii) performing any non-audit consulting work for any director or senior officer of the Company in their personal capacity, but not as a director, officer or insider of any other entity not associated or related to the Company.

## **5. Appointment of Auditors**

- 5.1 The external auditors will be appointed each year by the shareholders of the Company at the annual general meeting of the shareholders.
- 5.2 The Audit Committee will nominate the external auditors for appointment, such nomination to be approved by the Board of Directors.

## **6. Evaluation of Auditors**

- 6.1 The Audit Committee will review the performance of the external auditors on at least an annual basis, and notify the Board and the external auditors in writing of any concerns in regards to the performance of the external auditors, or the accounting or auditing methods, procedures, standards, or principles applied by the external auditors, or any other accounting or auditing issues which come to the attention of the Audit Committee.

## **7. Remuneration of the Auditors**

- 7.1 The remuneration of the external auditors will be determined by the Board of Directors, upon the annual authorization of the shareholders at each general meeting of the shareholders.
- 7.2 The remuneration of the external auditors will be determined based on the time required to complete the audit and preparation of the audited financial statements, and the difficulty of the audit and performance of the standard auditing procedures under generally accepted auditing standards and generally accepted accounting principles of Canada.

## **8. Termination of the Auditors**

8.1 The Audit Committee has the power to terminate the services of the external auditors, with or without the approval of the Board of Directors, acting reasonably.

## **9. Funding of Auditing and Consulting Services**

9.1 Auditing expenses will be funded by the Company. The auditors must not perform any other consulting services for the Company, which could impair or interfere with their role as the independent auditors of the Company.

## **10. Role and Responsibilities of the Internal Auditor**

10.1 At this time, due to the Company's size and limited financial resources, the Company's Chief Executive Officer and Chief Financial Officer are responsible for implementing internal controls and performing the role as the internal auditor to ensure that such controls are adequate.

## **11. Oversight of Internal Controls**

11.1 The Audit Committee will have the oversight responsibility for ensuring that the internal controls are implemented and monitored, and that such internal controls are effective.

## **12. Continuous Disclosure Requirements**

12.1 At this time, due to the Company's size and limited financial resources, the Company's Chief Executive Officer and Chief Financial Officer are responsible for ensuring that the Company's continuous reporting requirements are met and in compliance with applicable regulatory requirements.

## **13. Other Auditing Matters**

13.1 The Audit Committee may meet with the Auditors independently of the management of the Company at any time, acting reasonably.

13.2 The Auditors are authorized and directed to respond to all enquiries from the Audit Committee in a thorough and timely fashion, without reporting these enquiries or actions to the Board of Directors or the management of the Company.

## **14. Annual Review**

14.1 The Audit Committee Charter will be reviewed annually by the Board of Directors and the Audit Committee to assess the adequacy of this Charter.

## **15. Independent Advisers**

15.1 The Audit Committee shall have the power to retain legal, accounting or other advisors to assist the Committee.

### **Audit Committee Oversight**

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit 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 National Instrument 52-110.

### **Pre-Approval Policies and Procedures**

The Audit Committee is authorized by the Board of Directors to review the performance of the Company's external auditors and approve in advance provision of services other than auditing and to consider the independence of the external auditors, including a review of the range of services provided in the context of all consulting services bought by the Company. The Audit Committee is authorized to approve in writing any non-audit services or additional work which the Chairman of the Audit Committee deems is necessary, and the Chairman will notify the

other members of the Audit Committee of such non-audit or additional work and the reasons for such non-audit work for the Committee's consideration, and if thought fit, approval in writing.

### External Auditor Service Fees

The fees billed by the Company's external auditors in each of the last two financial years for audit and non-audit related services provided to the Company or its subsidiaries (if any) are as follows:

FINANCIAL YEAR ENDING JUNE 30	AUDIT FEES <sup>(1)</sup>	AUDIT RELATED FEES <sup>(2)</sup>	TAX FEES <sup>(3)</sup>	ALL OTHER FEES <sup>(4)</sup>
2014	\$14,280	Nil	\$2,000	Nil
2013	\$22,950	Nil	\$2,875	Nil

#### Notes:

- (1) The aggregate audit fees billed.
- (2) The aggregate fees billed for assurance and related services that are reasonably related to the performances of the audit or review of the Company's financial statements and which are not included under the heading "Audit Fees".
- (3) Fees billed for preparation of Company's corporate tax return.
- (4) The aggregate fees billed for products and services other than as set out under the headings "Audit Fees", "Audit Related Fees" and "Tax Fees".

### Exemption

The Company is relying upon the exemption in section 6.1 of National Instrument 52-110 – *Audit Committees*, which exempts venture issuers (as defined therein) from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of that instrument.

## Schedule "B"

### Statement of Corporate Governance Practices

#### *General*

National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. The Company's practices comply with the guidelines.

#### *Board of Directors*

The Board is currently composed of three (3) directors. All of the proposed nominees for election as director at the Meeting are current directors of the Company.

National Policy 58-201 suggests that the board of directors of every listed corporation should be constituted with a majority of individuals who qualify as "independent" directors under National Instrument 52-110 ("NI 52-110"), which provides that a director is independent if he or she has no direct or indirect "material relationship" with the company. "Material relationship" is defined as a relationship which could, in the view of the company's board of directors, be reasonably expected to interfere with the exercise of a director's independent judgment. Of the current directors Michael S. Elson, the President and CEO, is "inside" or a management director and accordingly is considered not "independent". The two (2) remaining directors are considered by the Board to be "independent", within the meaning of NI 52-110.

The Board currently does not have a Chair and does not consider it is necessary to have one. The independent directors exercise their responsibilities for independent oversight of management, and are provided with leadership through their position on the Board and the ability to meet independently of management whenever it is deemed necessary.

The quantity and quality of the Board compensation is reviewed on an annual basis. At present, the Board is satisfied that the current Board compensation arrangements, which currently only include incentive stock options, adequately reflect the responsibilities and risks involved in being an effective director of the Company. At the present time, the President and Chief Executive Officer has not received any cash compensation for acting as such. The number of options to be granted is determined by the Board as a whole, thereby providing the independent directors with significant input into compensation decisions. At this time the Company does not believe its size and limited scope of operations requires a formal compensation committee.

The following directors of the Company and proposed nominees are directors of other reporting issuers:

#### *Directorships*

Certain of the directors and proposed directors are also directors of other reporting issuers, as follows:

DIRECTOR	OTHER REPORTING ISSUERS	MARKET
MICHAEL S. ELSON	Golden Harp Resources Inc.	TSX Venture Exchange
D. BRETT WHITELAW	Conquest Resources Limited	TSX Venture Exchange
J. DAVID PUGH	Killdeer Minerals Inc.	TSX Venture Exchange

#### *Nomination, Assessment, Orientation and Continuing Education*

The Board determines new nominees to the Board, although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members and the President and CEO. The Board monitors but does not formally assess the performance of individual Board members or committee members or their contributions.

The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Company's size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The Board plans to continue evaluating its own effectiveness on an *ad hoc* basis. The current size of the Board is such that the entire Board takes responsibility for selecting new directors and assessing current directors. Proposed directors' credentials are reviewed in advance of a Board Meeting with one or more members of the Board prior to the proposed director's nomination.

New directors are briefed on strategic plans, short, medium, and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing corporation policies. However, there is no formal orientation for new members of the Board, and this is considered to be appropriate, given the Company's size and current limited operations.

The skills and knowledge of the Board of Directors as a whole is such that no formal continuing education process is currently deemed required. The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing public companies in the natural resource sector. 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. Board members have full access to the Company's records. Reference is made to the table under the heading "*Election of Directors*" in the Information Circular for a description of the current principal occupations of the Company's Board.

#### *Ethical Business Conduct*

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

#### *Other Board Committees*

The Board has no other committees, other than the Audit Committee.

#### **GENERAL**

Unless otherwise specified, all matters referred to herein for approval by the Shareholders require a simple majority of the Shareholders voting, in person or by proxy, at the Meeting.

Where information contained in this Information Circular, rests specifically within the knowledge of a person other than the Company, the Company has relied upon information furnished by such person.

The contents of this Information Circular have been approved and this mailing has been authorized by the Directors of the Company.

DATED at Vancouver, British Columbia as of the 16<sup>th</sup> day of December, 2014.

BY THE ORDER OF THE BOARD OF DIRECTORS OF  
**SWIFT RESOURCES INC.**

"Michael S. Elson"  
President | CEO | Director