



GETCHELL

GETCHELL GOLD CORP.
(formerly Wabi Exploration Inc.)

NOTICE AND MANAGEMENT PROXY CIRCULAR

FOR THE

SPECIAL MEETING
OF SHAREHOLDERS

TO BE HELD AT

10:00 a.m. (Eastern time)
Friday, October 26, 2018

855 Brant Street.,
Burlington, Ontario
L7R 2J6

GETCHELL GOLD CORP.
(formerly Wabi Exploration Inc.)
855 Brant Street., Burlington, Ontario L7R 2J6

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON FRIDAY, OCTOBER 26, 2018**

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the Shareholders of Getchell Gold Corp. (the “**Company**”) will be held at the Company’s office at 855 Brant St., Burlington, Ontario L7R 2J6 on **Friday October 26, 2018 at 10:00 a.m.** (Eastern time) for the following purposes:

1. To elect Directors to hold office for the ensuing year.
2. To consider, and if thought advisable, approve an ordinary resolution confirming and ratifying the Company’s Stock Option Plan, as more particularly described in the Information Circular.
3. To consider, and if thought advisable, approve a special resolution to convert certain non-arms-length debt to equity.
4. To consider, and if thought advisable, approve a special resolution to consolidate all of the Company’s fully paid and issued common shares on the basis of one new post-consolidation share for every six pre-consolidation shares.
5. To consider, and if thought advisable, to approve a special resolution to sell three mineral claims and a net smelter royalty (NSR) in consideration for certain debt of the Company.
6. To consider, and if thought advisable, approve a special resolution authorizing and approving the acquisition of Buena Vista Gold Inc., as more particularly described in the Information Circular.
7. To transact such other business as may properly come before the Meeting or any adjournment thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice.

The Board of Directors has fixed the close of business on the 4th day of September 2018, as the record date for determination of shareholders entitled to notice of this Meeting or any adjournment(s) thereof and the right to vote thereat.

If you are a registered shareholder of the Company and are unable to attend the Meeting in person, please complete, date and execute the accompanying form of proxy and deposit it with Capital Transfer Agency Ulc., 390 Bay Street, Suite 920, Toronto, ON M5H 2Y2, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting. The Chair of the Meeting has the discretion to accept proxies received less than 48 hours prior to the Meeting.

If you are a non-registered shareholder of the Company and received these materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan, or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the “Intermediary”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

NOTICE-AND-ACCESS

Notice is also hereby given that the Company has decided to use the notice-and-access method of delivery of meeting materials for the Meeting for beneficial owners of common shares of the Company (the “Non-Registered Holders”) and for registered shareholders. The notice-and-access method of delivery of meeting materials allows the Company to deliver the meeting materials over the internet in accordance with the notice-and-access rules adopted by the Ontario Securities Commission under National Instrument 54-101 - Communication with Beneficial Owners of Securities of a Reporting Issuer. Under the notice-and-access system, registered shareholders will receive a form of proxy and the Non-Registered Holders will receive a voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the notice of Meeting, the management

information circular, and related management's discussion and analysis and other meeting materials, if applicable (collectively the "Meeting Materials"), shareholders receive a notification with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing the Meeting Materials to shareholders. Shareholders are reminded to view the Meeting Materials prior to voting. The Company will not be adopting stratification procedures in relation to the use of notice-and access provisions.

Websites Where Meeting Materials Are Posted:

Meeting Materials can be viewed online under the Company's profile at www.sedar.com or at <http://capitaltransferagency.ca/> . The Meeting Materials will remain posted on the website of Capital Transfer Agency at least until the date that is one year after the date the Meeting Materials were posted.

How to Obtain Paper Copies of the Meeting Materials

Shareholders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on the Company's website. In order to receive a paper copy of the Meeting Materials or if you have questions concerning notice-and-access, please call the Company's transfer agent and registrar, Capital Transfer Agency Ulc., toll-free at 1-844-499-4482. Requests should be received by 10:00 a.m. (Eastern time) on October 12, 2018 in order to receive the Meeting Materials in advance of the Meeting.

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of annual meeting. Additional information about the Company and its financial statements are also available on the Company's profile at www.sedar.com.

DATED at Burlington, Ontario, this 4th day of September 2018.

GETCHELL GOLD CORP.

"Peter M. Clausi"

PETER M. CLAUSI, CEO

GETCHELL GOLD CORP.

855 Brant Street., Burlington, Ontario L7R 2J6

INFORMATION CIRCULAR

dated September 4, 2018

MANAGEMENT SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the management of Getchell Gold Corp. (the “**Company**”) for use at the special meeting of the shareholders of the Company to be held at the Company’s office at 855 Brant St., Burlington, Ontario L7R 2J6 at 10:00 a.m. (Eastern) on Friday, the 26th day of October, 2018 (the “**Meeting**”), and at any adjournment thereof, for the purposes set forth in the accompanying Notice of Special Meeting (the “**Notice of Meeting**”). Unless specified otherwise, the information contained in this Information Circular is current as at September 4, 2018.

PROXIES**Appointment of Proxies**

The persons named in the enclosed Form of Proxy (the “**Proxy**”) are nominees of the Company’s management. **A shareholder wishing 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 designated as proxy holders in the enclosed Proxy, may do so by striking out the printed names and inserting the name of such other person in the blank space provided in the Proxy or by completing another proper form of proxy.** The completed Proxy or other proper form of proxy must be delivered or faxed to Capital Transfer Agency Inc., or as otherwise instructed in the form of proxy, not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting. The Chairman of the Meeting has the discretion to accept proxies on the day of the Meeting.

Revocation of Proxies

A shareholder who has given a Proxy may revoke it at any time before it is exercised by an instrument in writing (a) 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 (b) delivered or faxed to Capital Transfer Agency Inc., 390 Bay Street, Suite 920, Toronto, ON M5H 2Y2, or to the registered office of the Company at 855 Brant Street, Burlington, ON L7R 2J6 (fax: 905-681-3648), at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, or to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, before any vote in respect of which the Proxy is to be used shall have been taken, or in any other manner provided by law. Attendance at the Meeting and participation in a poll by a shareholder will automatically revoke the Proxy.

Voting of Proxies and Exercise of Discretion by Proxyholders

The shares represented by the Proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly. **IF A CHOICE IS NOT SO SPECIFIED, IT IS INTENDED THAT THE PERSON DESIGNATED BY MANAGEMENT IN THE ACCOMPANYING PROXY WILL VOTE THE SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED ON THE PROXY.**

The Proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to any matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations, or other matters to come before this Meeting.

Solicitation of Proxies

Solicitations of proxies will be made by mail and may be supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse shareholders' nominees or agents (including brokerage houses holding shares on behalf of clients) for the cost incurred in obtaining their authorization to execute forms of proxy. The cost of solicitation will be borne by the Company.

Notice to Beneficial Owners

Most beneficial owners of the Company's shares are NOT listed on the Company's register of shareholders. Beneficial owners will not be listed if they hold their shares through an intermediary, such as a brokerage firm, bank, trust company, RRSP, RRIF, TFSA, or other firm, financial institution or company. In this discussion, such owners are referred to as "you" or as a "Beneficial Owner", and the firm, financial institution or company through which you hold your shares are referred to as "Intermediaries". This discussion does not apply to owners of shares of the Company who hold their shares directly instead of through an Intermediary and who are therefore listed directly on the Company's register of shareholders.

The Company can only recognize votes and take instructions from shareholders who are listed on its register of shareholders. Therefore, in order to vote at the Meeting, you will either need to instruct your Intermediary on how to vote your shares, or instruct the Intermediary to authorize you or someone you appoint to attend and vote at the Meeting. To do so, you will need to complete a form of proxy sent to you by or on behalf of your Intermediary (the "Form of Proxy"), sign it and return it to your Intermediary or to another party directed by your Intermediary. If you want to attend and vote at the Meeting yourself, then you will need to strike out the names of the Management nominees just before the blank space on the Form of Proxy, and insert your own name in the blank space. You can also appoint someone else to attend the Meeting and vote on your behalf by inserting that person's name in the blank space instead of your own on the Form of Proxy.

The Company will be providing Meeting materials to the Intermediaries listed on its register of shareholders (or listed by the depository or other agent used by the Intermediary) as requested. Unless you have waived the requirement to do so, the Intermediaries are required to forward these Meeting materials to you. In addition to the Form of Proxy, the Meeting materials will include this Information Circular. The Company does not intend to pay for Intermediaries to forward meeting materials to the objecting beneficial owners ("OBOs") pursuant to NI 54-101. Therefore, OBOs will not receive materials unless their Intermediary assumes the cost of delivery.

Again, if you wish to give voting instructions to your Intermediary to vote on your behalf at the Meeting or if you wish to attend the Meeting and vote in person or have someone else attend and vote on your behalf, you must complete the Form of Proxy and return it in accordance with the instructions and time limits provided. This will enable your Intermediary either to vote your shares as you have directed, or to give formal notice to the Company that you or someone you have appointed has the authority to attend and vote at the Meeting.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as disclosed in this section, none of the Directors or Executive Officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting.

An amount of \$28,250 is owing to a company controlled by the CEO of the Company. The Company is seeking approval to convert the amount of the debt to common shares of the Company.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue unlimited common shares without par value, of which the Company has outstanding 21,964,403 common shares as at September 4, 2018, each common share carrying the right to one vote. The Directors have fixed September 4, 2018 as the record date for determination of shareholders entitled to notice of this Meeting or any adjournment(s) thereof. Shareholders of record at the close of business on September 4, 2018, are entitled to vote at the Meeting or adjournments thereof.

To the knowledge of the Directors and Executive Officers of the Company, relying on publicly available information, there are no shareholders who beneficially own, directly or indirectly, or exercise control or direction over, voting shares of the Company carrying more than 10% of the voting rights attached to all of the issued and outstanding voting shares of the Company, other than as follows:

Name	Number of Voting Shares	Percentage
Fred Gruehl	2,438,374	11.1%

PARTICULARS OF MATTERS TO BE ACTED UPON

ELECTION OF DIRECTORS

Management proposes to nominate the persons named in the following table for election as directors of the Company. 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 or until his successor is duly elected or appointed, unless his office is earlier vacated.

The following table sets out the names of the nominees for election as directors, the province or state in which each is ordinarily resident, a brief biography of each, all offices of the Company now held by each of them, their principal occupations, the period of time for which each has been a director of the Company, and the number of voting shares of the Company beneficially owned by each of them, directly or indirectly, or over which control or direction is exercised, as at the date hereof.

Name, Residence, Position with the Company and Year First Became a Director ⁽¹⁾	Principal Occupation or Employment ⁽¹⁾	Voting Shares Owned or Controlled, Directly and Indirectly ⁽¹⁾
Peter M. Clausi ⁽²⁾⁽³⁾ Ontario, Canada Director, CEO & President <i>Director since July 28, 2017</i>	President and Chief Executive Officer of the Company President of Maplegrow Capital Inc.	1,483,002 Common Shares
William Wagener Colorado, USA Director and CEO <i>Upon Closing of the Acquisition of Buena Vista Gold Inc.</i>	President and CEO of Buena Vista Gold Inc.	Nil Common Shares
Christopher Berlet Ontario, Canada Director <i>Upon Closing of the Acquisition of Buena Vista Gold Inc.</i>	President and CEO, Stakeholder Gold Corp.	Nil Common Shares
Stephen Goodman New York, USA Director <i>Upon Closing of the Acquisition of Buena Vista Gold Inc.</i>	Managing Director, Capital Markets, StormHarbour LP	Nil Common Shares
Edward Stringer ⁽²⁾⁽⁴⁾ Ontario, Canada Director <i>Director since July 28, 2017</i>	President, Stringer Explorations Ltd	Nil Common Shares
Randy Hoback ⁽²⁾⁽⁴⁾⁽⁵⁾ Saskatchewan, Canada Director <i>Director since July 28, 2017</i>	Member of Parliament	Nil Common Shares

- (1) The information as to province or state of residence, principal occupation and common 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, or the Company has relied on public information provided on SEDI. Figure does not include options or warrants to purchase unissued shares of the Company.
- (2) Audit Committee member.
- (3) A director that is not independent pursuant to definitions set out in *National Policy 58-101 Disclosure of Corporate Governance Practices* and *National Instrument 52-110 Audit Committees*.
- (4) A director that is independent pursuant to definitions set out in *National Policy 58-101 Disclosure of Corporate Governance Practices* and *National Instrument 52-110 Audit Committees*.
- (5) Upon the Closing of the Acquisition of Buena Vista Gold Inc. Mr. Hoback intends to resign as a director and remain as an advisor to the Company.

Unless instructions are given to abstain from voting with respect to the election of directors, the persons named in the enclosed Proxy intend to vote FOR the election of the nominees named in the table above. Management of the Company has no reason to believe that any of such persons will be unable to serve as a director, but if that should occur for any reason prior to the election, the persons named in the enclosed Proxy reserve the right to vote for another nominee of their choice.

As at the date of this Information Circular, other than as follows, no proposed director was, or has been within 10 years before the date of this Circular,

- a director or executive officer of a company that, while that person was acting in that capacity,
 - (i) was the subject of a cease trade or similar order, or an order that denied the issuer access to any exemptions under applicable Securities Laws, for a period of more than 30 consecutive days;
 - (ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
 - (iii) 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
- 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.

Peter M. Clausi. Mr. Clausi became a director and officer of Interactive Capital Partners Corporation (“ICPC”) on July 3, 2014 when such Corporation was already the subject of a cease trade order issued on May 8, May 9, and May 17, 2012 by the Ontario, British Columbia, and Alberta Securities Commissions respectively as a result of its failure to meet its timely disclosure filing obligations. The cease trade orders were revoked by the Ontario and British Columbia Securities Commissions on April 4, 2016 and by the Alberta Securities Commissions on April 6, 2016.

To the knowledge of the Company, no nominee for director of the Company 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.

William Wagener, during the period August 2008 to March 2010, late filed an insider trading report with the British Columbia Securities Commission and paid a late filing fee penalty in the amount of fifty dollars.

APPROVAL OF STOCK OPTION PLAN

The Company has in place a “rolling” stock option plan (the “**Stock Option Plan**”) which was approved by the shareholders on September 27, 2004.

The purpose of the Stock Option Plan is to, among other things, encourage Common Share ownership in the Corporation by directors, officers, employees and consultants of the Corporation and its affiliates and other designated persons. Options may be granted under the Stock Option Plan only to directors, officers, employees and consultants of the Corporation and its subsidiaries and other designated persons as designated from time to time by the Board. The number of options which may be issued under the Stock Option Plan is limited to 10% of the number of Common Shares outstanding at the time of the grant of the options. As at the date hereof, there are 2,196,440 Common Shares reserved for issuance under the Stock Option Plan. Options to purchase a total of 400,000 Common Shares have been issued to directors, officers and consultants of the Corporation and remain outstanding. Any Common Shares subject to an option which, for any reason, is cancelled or terminated prior to exercise will be available for a subsequent grant under the Stock Option Plan. The option price of any Common Shares cannot be less than the market price of the Common Shares. Options granted under the Stock Option Plan may be exercised during a period not exceeding ten years, subject to earlier termination upon the termination of the optionee’s employment, upon the optionee ceasing to be an employee, officer, director or consultant of the Corporation or any of its subsidiaries or ceasing to have a designated relationship with the Corporation, as applicable, or upon the optionee retiring, becoming permanently disabled or dying. The options are non-transferable. The Stock Option Plan contains provisions for adjustment in the number of Common Shares issuable thereunder in the event of a subdivision, consolidation, reclassification or change of the Common Shares, a merger or other relevant changes in the Corporation’s capitalization. Subject to shareholder approval in certain circumstances, the Board may from time to time amend or revise the terms of the Stock Option Plan or may terminate the Stock Option Plan at any time. The Stock Option Plan does not contain any provision for financial assistance by the Corporation in respect of options granted under the Stock Option Plan.

A copy of the Plan is available for review at the offices of the Company during normal business hours up to and including the day of the Meeting.

The Company has no equity compensation plans other than the Stock Option Plan.

At the Meeting, Shareholders will be asked to approve the following resolution:

“RESOLVED, AS AN ORDINARY RESOLUTION, that:

- 1. the Company's Stock Option Plan be and is hereby approved and ratified; and*
- 2. the Board of Directors be and is hereby authorized to grant options under and subject to the terms and conditions of the Stock Option Plan, which may be exercised to purchase up to 10% of the issued and outstanding common shares of the Company.”*

APPROVAL OF CONVERSION OF DEBT TO EQUITY

The Company in the normal course of business has incurred expenditures in the amount of \$25,000 plus applicable HST which remain unpaid as of the date hereof. The unpaid amounts are payable to non-arm’s-length creditors of the Company. The board of directors of the Company have authorized management to

approach creditors of the Company to negotiate the conversion of amounts owing to the creditors be exchanged for Common Shares of the Company.

At the Meeting, Shareholders will be asked to approve the following resolution:

“RESOLVED, AS A SPECIAL RESOLUTION, that:

1. *Management of the Company is authorized to negotiate with creditors of the Company to implement the conversion of some or all amounts owing to the creditors of the Company, to common shares of the Company; and*
2. *Any one director or officer of the Company is authorized, on behalf of the Company, to execute and deliver all documents and do all things as such person may determine to be necessary or advisable to give effect to this resolution.”*

APPROVAL OF SHARE CONSOLIDATION

As at the Record Date, the Company has 21,964,403 Common Shares issued and outstanding. It is proposed that the Company consolidate its shares, which will facilitate the Company’s ability to pursue financings for the ongoing exploration and development of its properties as well as for the Arrangement. Accordingly, management is of the view that it would be in the best interests of the Company and its shareholders to consolidate the Common Shares in the capital of the Company on the basis of one (1) new Common Share for every six (6) Common Shares currently outstanding.

To consolidate the Common Shares of the Company, the articles of the Company must be amended. Such an amendment must be authorized by a special resolution of shareholders. Shareholders of the Company will therefore be asked at the Meeting to consider and, if thought advisable, to authorize by means of a special resolution, an amendment to the articles of the Company to consolidate the issued and outstanding Common Shares of the Company by changing every six (6) of the issued and outstanding Common Shares of the Company into one (1) new Common Share, of the Company. No fractional shares of the Company will be issued in connection with such consolidation and, in the event that a shareholder would otherwise be entitled to receive a fractional share upon such consolidation, the number of Common Shares of the Company to be received by such shareholder will be rounded down to the next lowest whole number of Common Shares. The Board of Directors will also have the authority to determine when to implement the consolidation.

If the consolidation is approved, upon the new share consolidation becoming effective, the 21,964,403 Common Shares as at the date hereof would be consolidated into 3,660,734 issued and outstanding Common Shares.

The Company requests the shareholders to consider and if thought advisable, to approve the following special resolution:

“RESOLVED AS A SPECIAL RESOLUTION, that:

1. *Pursuant to Section 168(1)(h) of the Business Corporations Act (Ontario), the articles of the Company shall be amended to consolidate the issued and outstanding Common Shares of the*

Company by changing every six of the issued and outstanding Common Shares of the Company into one new Common Share of the Company;

2. *No fractional shares shall be issued upon the consolidation and, in the case where the consolidation results in a shareholder of the Company otherwise becoming entitled to a fraction of a new Common Share, a downward adjustment shall be made to the next whole number of new Common Shares;*
3. *The effective date of such consolidation shall be the date shown on the Certificate of Amendment endorsed by the Director on such Articles of Amendment pursuant to Section 172 of the Business Corporations Act (Ontario);*
4. *Any officer or director of the Company be and is hereby authorized and directed for and in the name of and on behalf of the Company, to execute, whether under the corporate seal of the Company or otherwise, and to deliver to the Director under the Business Corporations Act (Ontario), articles of amendment to give effect to this special resolution.*
5. *Notwithstanding that this special resolution has been duly passed by the shareholders of the Company, the directors of the Company are hereby authorized and empowered to revoke this special resolution in whole or in part without further approval of the shareholders of the Company at any time prior to the issue by the Director under the Business Corporations Act (Ontario) of a certificate of amendment giving effect to the amendment of the Articles of the Company contemplated by this special resolution.*
6. *Any officer or director of the Company be and is hereby authorized and directed for and in the name of and on behalf of the Company, to execute or cause to be executed, whether under the corporate seal of the Company or otherwise, and to deliver or to cause to be delivered, all such other documents and instruments, and to do or cause to be done all such other acts and things, as in the opinion of such officer or director may be necessary or desirable in order to carry out the intent of this special resolution.”*

SALE OF MINERAL PROPERTIES AND NET SMELTER AGREEMENT

The board of directors of the Company have determined that certain assets of the Company are not strategic to the future growth of the Company. The non-strategic assets include three mineral claims located in British Columbia and a net smelter royalty associated with mineral claims in Ontario. Management have negotiated the sale of the non-strategic assets to arms-length parties in exchange for the assumption of a convertible debenture and other debt of the Company of \$196,000 in aggregate.

The Company requests the shareholders to consider and if thought advisable, to approve the following special resolution:

“RESOLVED AS A SPECIAL RESOLUTION, that:

1. *Management of the Company is authorized to effect the sale of non-strategic assets and receive as consideration the assumption of certain debt as summarized in the Information Circular of the Company dated September 4, 2018; and*
2. *Any one director or officer of the Company is authorized, on behalf of the Company, to execute and deliver all documents and do all things as such person may determine to be necessary or advisable to give effect to this resolution.”*

APPROVAL OF THE ACQUISITION OF BUENA VISTA GOLD INC.

Background

The Company has reached a definitive agreement with Buena Vista Gold Inc. (“BVG”) by entering into an Arrangement Agreement regarding the acquisition of all of the issued and outstanding shares of BVG (the “Transaction”). BVG is a private corporation incorporated under the laws of Ontario. Pursuant to the Arrangement Agreement between the parties, The Company will acquire all of the issued and outstanding shares of BVG for Cdn\$9,080,376, payable through the issuance of 22,700,941 common shares of the Company at a deemed price of \$0.40 per share. Upon completion of the share exchange as contemplated by the Arrangement Agreement, BVG will become a wholly owned subsidiary of the Company.

BVG owns 100% of the right, title and interest in Getchell Gold Nevada Inc. (formerly Buena Vista Minerals Inc.) (“Getchell Nevada”), a private company incorporated in Nevada. Getchell Nevada holds 100% of the right, title and interest in the Hot Springs Peak Property and holds several additional properties, more particularly the Star Point Property, the Star South Property, Gold Knob Property, Jasperoid Peak Property, and French Boy Property by way of direct ownership and/or leases. All of the properties are located in northern Nevada and some of the properties are subject to ongoing royalty payments. The Hot Springs Peak Property is 1,384 hectares in size and the size of the other properties are Star Point Property and Star South Property-1,100 hectares, Gold Knob and Jasperoid Peak Property-2,250 hectares, and French Boy Property-178 hectares.

The Hot Springs Peak Property was acquired by Getchell Nevada and substantial historical work has been done consisting of mapping, trenching, sampling and drilling. The Hot Springs Peak Property Report produced pursuant to NI 43-101 is available at SEDAR at www.sedar.com.

The Star Point Property, Star South Property, Gold Knob Property, Jasperoid Peak Property, and French Boy Property have been subject to preliminary exploration work.

Material Terms of the Transaction

Under the terms of the Arrangement Agreement between the parties, the Company has agreed to issue 22,700,941 common shares (the “Consideration Shares”) at a price of \$0.40 per share to the shareholders of BVG in exchange for the 22,700,941 common shares of BVG issued and outstanding for an aggregate acquisition cost of \$9,080,376. In addition, the Company will issue 4,601,250 share purchase warrants entitling the holders to acquire 4,601,250 common shares at \$0.40 per share until December 21, 2018 in exchange for the cancellation of the 4,601,250 BVG share purchase warrants outstanding. The Company also proposes to exchange 1,228,000 stock options exercisable at prices ranging from \$0.25 to \$0.40 per share maturing at dates between July 24, 2022 and December 22, 2022, in exchange for cancellation of the 1,228,000 BVG stock options currently outstanding. In addition, the Company proposes to exchange 418,125 compensation options exercisable at \$0.40 until December 21, 2018 for the 418,125 BVG compensation options currently outstanding.

The Arrangement Agreement and the audited consolidated financial statements of BVG for the years ended December 31, 2017 and 2016 have been posted on SEDAR at www.sedar.com for viewing by shareholders.

Pro Forma Consolidated Financial Statements which include the Company, BVG and BVG’s wholly owned subsidiary Getchell Nevada are attached as Schedule A to this Management Information Circular.

Approval and Recommendation of the Board

The Board has concluded that the Transaction is in the best interest of the Company and its Shareholders. In making its recommendation, the Board considered a number of factors, including significant due diligence by management in respect of BVG and an NI 43-101 report in respect to the Hot Springs Peak Property. The NI 43-101 report has been posted on SEDAR for viewing by shareholders and is available at www.sedar.com. The Board did not quantify or otherwise attempt to assign relative weight to the specific factors considered in reaching its determination.

In addition, the Board relied upon an NI 43-101 report for the Hot Springs Peak Property, which is one of the principal assets of BVG. The Report was prepared by Timothy D. Masters MS., CPG, a Qualified Person under NI 43-101 and independent of the Hot Springs Peak Property.

The terms of the BVG Acquisition have been negotiated at arm's length, and no valuation has been obtained under Canadian securities legislation, a directive of a Canadian securities regulatory authority, or a requirement of a stock exchange in respect of the BVG Shares. The Company engaged its own Qualified Person to assist with its due diligence activities and received a title opinion from Nevada counsel.

Steps to complete the BVG Acquisition include approval of the transaction by the Company's shareholders, fulfilling certain conditions precedent as set out more particularly in the Arrangement Agreement including consolidation of the Company's shares as contemplated in this Management Information Circular and approval by the Canadian Securities Exchange to continue listing of the Company's shares.

Shareholders' Approval

The Transaction is a fundamental change pursuant to the policies of the Canadian Securities Exchange and as a consequence, the Company is seeking shareholder approval to the Transaction. See *Risk Factors*.

To be effective, the resolution approving the Transaction must be approved by at least a majority of the votes cast by Shareholders in person or by proxy.

The Canadian Securities Exchange has conditionally approved the Transaction and the continued listing of the Company's shares under the trading symbol GTCH.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT EACH SHAREHOLDER VOTE IN FAVOUR OF THE ACQUISITION RESOLUTION APPROVING THE TRANSACTION.

The text of the proposed special resolution is set out as follows:

“WHEREAS Getchell Gold Corp. (the “Company”) and Buena Vista Gold Inc. (“BVG”) entered into an Arrangement Agreement dated November 14, 2017 (the “Arrangement Agreement”), pursuant to which it was contemplated, subject to the terms and conditions contained in the Arrangement Agreement, that the Company would acquire the right, title and interest in and to BVG for a purchase price of Cdn\$9,080,376, payable in common shares of the Company (“Consideration Shares”) in exchange for all of the issued and outstanding common shares of BVG, all as more particularly described in the Company’s Management Information Circular dated September 4, 2018 (the “Transaction”).

RESOLVED, as a special resolution, that:

- (a) *the Arrangement Agreement, the actions of the directors of the Company in approving the Arrangement Agreement, and the actions of the directors and officers of the Company in giving effect to the Arrangement Agreement substantially on the terms outlined in the non-binding letter of intent between the Vendor and the Company that preceded the Arrangement Agreement, and any amendments thereto are hereby ratified, confirmed and approved.*
- (b) *Notwithstanding that these resolutions have been duly passed and the Transaction is approved by the shareholders of the Company, or that the Transaction may be approved by regulatory authorities having jurisdiction over the common shares of the Company, the Board of Directors of the Company are hereby authorized and empowered to amend the Arrangement Agreement as may be necessary to implement the Transaction, in their sole discretion, without further approval by the Shareholders.*
- (c) *Any one director or officer of the Company be and is hereby authorized and directed, for and on behalf and in the name of the Company, to execute and deliver, whether under corporate seal of the Company or otherwise, all such agreements, forms, waivers, notices, certificates, confirmations and other documents and instruments and to do or cause to be done all such other acts and things as in the opinion of such director or officer may be necessary, desirable or useful to implement this special resolution and to give effect to the Arrangement Agreement and the closing of the Transaction in accordance with the terms of the Arrangement Agreement including:*
- (i) all actions required to be taken by or on behalf of the Company and all necessary filings and obtaining the necessary approvals, consents and acceptances of appropriate regulatory authorities; and*
- (ii) the signing of the certificates, consents and other documents or declarations required under the Arrangement Agreement or otherwise to be entered into by the Company, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of any such act or thing.*
- (d) *Any two directors or officers of the Company are hereby authorized the sign the treasury order for the issuance of Consideration Shares pursuant to the Arrangement Agreement and to issue warrants and options in exchange for warrants and options pursuant to the Arrangement Agreement.*
- (e) *The Board of Directors of the Company may, in their sole discretion and without further approval from the shareholders, revoke this special resolution or postpone the implementation of this special resolution."*

Risk Factors

Risks in the Mining Sector

The Company's business operations are exposed to a high degree of risk inherent in the mining sector. Risks which may occur during the exploration for and later possible development of mineral deposits include environmental hazards, industrial accidents, a failure to find minerals in economic quantities or grades, equipment failure, import/customs delays, shortage or delays in installing and commissioning plant and equipment, metallurgical and other processing problems, seismic activity, unusual or unexpected formations, formation pressures, rock bursts, wall failure, cave-ins or slides, burst dam banks, flooding, fires, explosions, power outages, opposition with respect to mining activities from individuals,

communities, First Nations, governmental agencies and non-governmental organizations, interruption to or the increase in costs of services, cave-ins and interruption due to inclement or hazardous weather conditions. Such occurrences could cause damage to, or destruction of properties, personal injury or death, environmental damage, pollution, delays, increased production costs, monetary losses and potential legal liabilities. Moreover, these factors may result in a mineral deposit, which has been mined profitably in the past to become unprofitable, causing the termination of production, and can cause the cessation of exploration at a site still in development. They are also applicable to sites not yet in production and to expanded operations. Successful mining operations will be reliant upon the availability of processing and refining facilities and secure transportation infrastructure at the rate of duty over which the Company may have limited or no control.

Loss of Entire Investment

An investment in the Shares is speculative and may result in the loss of an investor's entire investment. Only potential investors who are experienced in high risk investments and who can afford to lose their entire investment should consider an investment in the Shares. An investment in the Shares involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment.

The Company's Mining Activities Are Situated in a Foreign Country

The Company is conducting its mining activities principally in the United States of America and currently only in the state of Nevada; therefore, its operations are subject to the risks normally associated with conducting business in foreign jurisdictions. While the Company believes that the governments of the U.S. and Nevada supports the development of natural resources, there is no guarantee that future political and economic conditions in the U.S. will not result in the creation of different policies and attitudes respecting the development and ownership of mineral resources. Therefore, changes in policies and attitudes may result in changes in laws and regulations affecting environmental requirements, prices, foreign investment, ownership of assets, land tenure and mineral concessions, taxation, royalties, currency exchange and inflation rates, labour relations, corporate social responsibility, expropriation of property interests, licensing and permitting, income repatriation and capital recovery, which may have a material adverse effect on the Company.

Risk of Incurring Operating Losses in the Future

The Company has incurred operating losses in the past and may incur operating losses in the future. In the past, the Company has experienced net losses and negative cash flows from operations. It is expected that operating expenses will increase in the future as the Company expand its operations. Furthermore, as a public company, the Company will incur legal, accounting and other expenses that it did not incur as a private company. If revenue does not grow to offset these increased expenses, the Company will not be profitable. The Company cannot assure investors that it will be able to achieve or maintain profitability. Investors should not consider recent revenue growth as indicative of future performance.

Fluctuations in Commodity Prices

The Company's operations may be significantly impacted by changes in the price of gold and copper. The prices of gold and of copper has historically fluctuated widely, and are dependent upon various factors beyond the Company's control, including without limitation, exchange rates, inflation rates, sales and purchases of gold, price and availability of substitutes, forward sales of gold by producers and speculators, expectations with respect to the rate of inflation, world supply of metals, stability of ex-change rates (the

strength of the U.S. dollar and other currencies), global and regional political and economic conditions or events, industrial and retail demand, sales by central banks and other holders, interest rates, production, and cost levels in major metal-producing regions, and speculator as well as producer responses to any of the foregoing factors. Price declines in the market value of gold and copper could cause the Company's projects to be rendered uneconomic, thereby forcing the Company to discontinue development or exploration or to lose its interest in or sell the operations. There is no assurance that the market price of gold or of copper will remain at current levels or that such price will improve and there is no assurance that even as commercial quantities of gold are produced that a profitable market exists for them.

Title to Properties

The Company has taken all reasonable steps to ensure it has proper title to its properties. However, there can be no guarantee that the interest of the Company in its properties is free from title defects, as title to mineral rights involves certain intrinsic risks due to the potential problems arising from the unclear conveyance history characteristic of many mining projects. There is also the risk that material contracts between the Company and the relevant governments will be substantially modified to the detriment of the Company or revoked. There can be no assurance that the Company's rights and title interests will not be challenged or impugned by third parties or local communities.

Government Regulation

The Company's mining operations are subject to various laws and regulations governing development, production, taxes, labour standards and occupational health, mine safety, protection of endangered and protected species, toxic substances and explosives use, reclamation, exports, price controls, waste disposal and use, water use, forestry, land claims of local communities, and other matters.

Although the Company's exploration activities are currently carried out in accordance with all applicable laws and regulations, there is no guarantee that new laws and regulations will not be enacted or that existing laws and regulations will not be applied in a way which could limit or curtail exploration and production. New laws and regulations or amendments to current laws and regulations governing the operations and activities of mining or more stringent implementation of existing laws and regulations could have a material adverse effect on the Company and cause increases in capital expenditures or production costs, or reduction in levels of production.

Failure to comply with applicable laws and regulations, even if inadvertent, may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. The Company may also be required to reimburse any parties affected by loss or damage caused by the Company's mining activities and may have civil or criminal fines and/or penalties imposed against the Company for infringement of applicable laws or regulations.

Financing Risks

Mineral exploration and mining operations involve significant financial risk and capital investment. The Company may require additional funding to expand its business. The Company will need to seek funding from third parties to finance these activities. There can be no assurance that the Company will be able to obtain the necessary financing in a timely manner, on acceptable terms or at all.

The success and the pricing of any such capital raising and/or debt financing will be dependent upon the current market conditions at that time, the availability of funds from lenders and other factors. If additional capital is raised by an issue of securities, this may have the effect of diluting shareholders' interests in the

Company. Debt financing, if available, may involve financial covenants and the granting of further security over the Company's assets, which may restrict the Company's operations. The principal amounts under any debt financing arrangements entered into by the Company may become immediately due and payable if the Company fails to meet certain restrictive covenants. If the Company cannot obtain such additional capital, it may not be able to continue the exploration of its Hot Springs Peak and other properties, which may adversely affect its business, operating results and financial condition.

Dilution

Shares, including rights, warrants, special warrants, subscription receipts and other securities to purchase, to convert into or to exchange into Shares, may be created, issued, sold and delivered on such terms and conditions and at such times as the Board may determine. In addition, the Company may issue additional Shares from time to time pursuant to Share purchase warrants and the options to purchase Shares issued from time to time by the Board. The issuance of these Shares could result in dilution to holders of Shares.

Future Sales by Existing Shareholders Could Cause Share Price to Fall

Future sales of Shares by the Company or other shareholders could decrease the value of the Shares. The Company cannot predict the size of future sales by the Company or other share-holders, or the effect, if any, that such sales will have on the market price of the Shares. Sales of a substantial number of Shares, or the perception that such sales could occur, may adversely affect prevailing market prices for the Shares.

Profitability of the Company

There can be no assurance that the Company's business and strategy will enable it to become profitable or sustain profitability in future periods. The Company's future operating results will depend on various factors, many of which are beyond the Company's direct control, including the Company's ability to develop its mining projects and commercialize Mineral Reserves, its ability to control its costs, the demand and price for gold and general economic conditions. If the Company is unable to generate profits in the future, the market price of the Shares could decline.

Environmental Risks

All phases of the Company's operations with respect to the Hot Springs Peak and other properties are subject to environmental regulation. Environmental legislation involves strict standards and may entail increased scrutiny, fines and penalties for non-compliance, stringent environmental assessments of proposed projects and a high degree of responsibility for companies and their officers, directors and employees. Changes in environmental regulation, if any, may adversely impact the Company's operations and future potential profitability. In addition, environmental hazards may exist on the Company's properties that are currently unknown. The Company may be liable for losses associated with such hazards or may be forced to undertake extensive remedial cleanup action or to pay for governmental re-medial cleanup actions, even in cases where such hazards have been caused by previous or existing owners or operators of the properties, or by the past or present owners of adjacent properties or by natural conditions. The costs of such cleanup actions may have a material adverse impact on the Company's operations and future potential profitability.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal

finances or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Litigation

All industries, including the mining industry, are subject to legal claims, with and without merit. Legal proceedings may arise from time to time in the course of the Company's business. Such litigation may be brought from time to time in the future against the Company. Defense and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. The Company is not currently subject to material litigation nor has the Company received an indication that any material claims are forthcoming. However, due to the inherent uncertainty of the litigation process, the Company could become involved in material legal claims or other proceedings with other parties in the future. The results of litigation or any other proceedings cannot be predicted with certainty. The cost of defending such claims may take away from management's time and effort and if the Company is incapable of resolving such disputes favourably, the resultant litigation could have a material adverse impact on the Company's financial condition, cash flow and results from operation.

Dependence on Key Personnel

The Company's success depends to a large degree upon its ability to attract, retain and train key management personnel, as well as other technical personnel. If the Company is not successful in retaining or attracting such personnel, the Company's business may be adversely affected. Furthermore, the loss of the Company's key management personnel could materially and adversely affect the Company's business and operations.

As the Company's business becomes more established, it will also be required to recruit additional qualified key financial, administrative, operations and marketing personnel. There will be no guarantee that the Company will be able to attract and keep such qualified personnel and if the Company is not successful, it could have a material and adverse effect on the Company's business and results from operations.

Dependence on Outside Parties

The Company has relied upon consultants, engineers, contractors and other parties and intends to rely on these parties for exploration, development, construction and operating expertise. Substantial expenditures are required to construct mines, to establish Mineral Reserves through drilling, to carry out environmental and social impact assessments, to develop metallurgical processes to extract metal from ore and, in the case of new properties, to develop the exploration and mineral processing infrastructure at any particular site. Deficient or negligent work or work not completed in a timely manner could have a material adverse effect on the Company.

Foreign Currency Fluctuations

Foreign currency fluctuations may have a material adverse effect on the Company's financial position and net income. The price of gold is denominated in U.S. dollars and therefore, the Company's expected future revenue, if any, will be realized and reported in U.S. dollars. Also, future capital raised by the Company from public offerings of securities may be in Canadian or U.S. dollars. The use of these different currencies exposes the Company to the risk of foreign currency fluctuations, which are affected by a number of factors that are beyond the control of the Company. These factors include economic conditions in the relevant country and elsewhere and the outlook for interest rates, inflation and other economic factors. The Company has not hedged against fluctuations in exchange rates; however, it may do so at a later date.

Stock Exchange Prices

The market price of a publicly traded stock is affected by many variables, including the availability and attractiveness of alternative investments and the breadth of public market for the stock. In recent years, the securities markets have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that such variations will not affect the price of the Company's securities in the future and that the price of the Shares will not decrease after its shares resume listing.

Market for the Company's Securities

There can be no guarantee that an active and liquid trading market will develop or be maintained, the failure of which may have a material adverse effect on the value of the Shares and the ability of a purchaser to dispose of the Shares in a timely manner, or at all. In addition, the market price of the securities of the Company at any given point in time may not accurately reflect the long-term value of the Company. Furthermore, responding to any events or circumstances resulting from the risk factors described herein could result in substantial costs as well as divert management's attention and re-sources. Other factors unrelated to the performance of the Company that may have an effect on the price and liquidity of the Company's securities include, among other things: the extent of analyst coverage of the Company's securities, the trading volume and general market interest in the Company's securities, the size of the Company's public float and/or any event resulting in a de-listing of the Company's securities.

Risks related to world-wide economic, market, and geopolitical uncertainty

Economic and geopolitical uncertainty may negatively affect the business of the Company or its portfolio companies. Economic conditions globally are beyond the Company's control. In addition, acts of terrorism and the outbreak of hostilities and armed conflicts between countries can create geopolitical uncertainties that may affect both local and global economies. Downturns in the economy or geopolitical uncertainties may cause customers to delay or cancel projects, reduce their overall capital or operating budgets or reduce or cancel orders which could have a material adverse effect on the Company's business, results of operations and financial condition.

In addition, the financial markets can experience significant price and value fluctuations that can affect the market prices of equity securities of technology and other companies in ways that are unrelated to the operating performance of these companies. Broad market fluctuations, as well as economic conditions generally, may adversely affect the market price of the shares of the Company.

Potential Conflicts of Interest

The Company may be subject to potential conflicts of interests, as certain directors of the Company are, and may continue to be, engaged in the mining industry through their participation in corporations, partnerships or joint ventures, which are potential competitors of the Company. Situations may occur in relation to potential transactions or investments where the other interests of these directors may conflict with the interests of the Company.

Reporting Issuer Status

As a reporting issuer, the Company is subject to reporting requirements under applicable securities law and stock exchange policies. Compliance with these requirements will increase legal and financial compliance costs, make some activities more difficult, time consuming or costly, and increase demand on existing

systems and resources. Among other things, the Company is required to file annual, quarterly and current reports with respect to its business and results of operations and maintain effective disclosure controls and procedures and internal controls over financial reporting. In order to maintain and, if required, improve disclosure controls and procedures and internal controls over financial reporting to meet this standard, significant resources and management oversight may be required. As a result, management's attention may be diverted from other business concerns, which could harm the Company's business and results of operations. The Company may need to hire additional employees to comply with these requirements in the future, which would increase its costs and expenses.

Force Majeure

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company, including the price of gold on world markets, labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

Risks Related to the Industry

Exploration, Development and Operating Risks

Mining operations generally involve a degree of risk. The Company's operations are subject to all of the hazards and risks normally encountered in the exploration, development and production of precious metals, including, without limitation, unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, personal injury or loss of life and damage to property and environmental damage, all of which may result in possible legal liability. Although the Company expects that adequate precautions to minimize risk will be taken, mining operations are subject to hazards such as fire, rock falls, geo-mechanical issues, equipment failure or failure of retaining dams around tailings disposal areas which may result in environmental pollution and consequent liability. The occurrence of any of these events could result in a prolonged interruption of the Company's operations that would have a material adverse effect on its business, financial condition, results of operations and prospects.

The exploration for and development of mineral deposits involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish Mineral Reserves, to develop metallurgical processes and to construct mining and processing facilities and infrastructure at a particular site. It is impossible to ensure that the exploration or development programs planned by the Company will result in a profitable commercial mining operation. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure, metal prices that are highly cyclical, and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital. There is no certainty that the expenditures made towards the search and evaluation of mineral deposits will result in discoveries or development of commercial quantities of ore.

Land Reclamation Requirements May Be Burdensome

Land reclamation requirements are generally imposed on companies with mining operations or mineral exploration companies in order to minimize long term effects of land disturbance. Reclamation may include requirements to:

- control dispersion of potentially deleterious effluents; and
- reasonably re-establish pre-disturbance land forms and vegetation.

In order to carry out reclamation obligations imposed on the Company in connection with exploration, potential development and production activities, the Company must allocate financial re-sources that might otherwise be spent on exploration and development programs. If the Company is required to carry out unanticipated reclamation work, its financial position could be adversely affected.

Health & Safety

Mining, like many other extractive natural resource industries, is subject to potential risks and liabilities due to accidents that could result in serious injury or death. The impact of such accidents could affect the profitability of the operations, cause an interruption to operations, lead to a loss of licenses, affect the reputation of the Company and its ability to obtain further licenses, damage community relations and reduce the perceived appeal of the Company as an employer.

There is no assurance that the Company has been or will at all times be in full compliance with all laws and regulations or hold, and be in full compliance with, all required health and safety Permits. The potential costs and delays associated with compliance with such laws, regulations and Permits could prevent the Company from proceeding with the development of a project or the operation or further development of a project, and any noncompliance therewith may adversely affect the Company's business, financial condition and results of operations. Amendments to current laws, regulations and Permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs, reduction in levels of production at producing properties, or abandonment or delays in development of new mining properties.

Competition

The mining industry is extremely competitive. The Company competes with other companies, some which have greater financial, operational expertise, technical capabilities and other re-sources than the Company and, as a result, may be in a better position to compete for future business opportunities. There can be no assurance that the Company will be able to compete effectively with these companies.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges and power sources are important determinants that affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

Other Risks

Trends, Risks and Uncertainties

The Company has sought to identify what it believes to be the most significant risks to its business, but it cannot predict whether, or to what extent, any of such risks may be realized nor can the Company guarantee

Andrew McQuire ⁽³⁾ <i>Director</i> ^l	2018 2017	nil nil	nil nil	nil nil	nil nil	nil nil	nil nil
Galen McNamara ⁽³⁾ <i>Director</i>	2018 2017	nil nil	nil nil	nil nil	nil nil	nil nil	nil nil
Latika Prasad ⁽³⁾ <i>Assistant Corporate Secretary and Director</i>	2018 2017	nil nil	nil nil	nil nil	nil nil	nil nil	nil nil

- (1) Mr. Brady resigned as CEO on July 28, 2017 and Peter M. Clausi was appointed as CEO on July 28, 2017.
- (2) Ms. Hudson resigned as CFO on July 28, 2017 and Mr. Brian Crawford was appointed as the Company's Chief Financial Officer and corporate secretary effective July 28, 2017.
- (3) James Brady, Andrew McQuire, Galen McNamara, and Latika Prasad resigned as directors on July 28, 2017 and Peter M. Clausi, Edward Stringer, and Randy Hoback were appointed and directors on July 28, 2017. Messrs. Clausi, Stringer, and Hoback were elected as directors on February 27, 2018.

Stock Options and Other Compensation Securities

The following table sets out incentive option-based awards granted or issued to each Director and Named Executive Officer during the financial year ended April 30, 2018. The Company does not award any compensation securities other than options.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$) ⁽¹⁾	Expiry date
Peter M. Clausi <i>President, CEO and Director</i>	Stock Options	nil	nil	nil	nil	nil	nil
James Brady <i>President, CEO and Director</i>	Stock Options	nil	nil	nil	nil	nil	nil
Brian Crawford <i>Chief Financial Officer</i>	Stock Options	50,000 (.2%)	Sept 21, 2017	\$0.07	\$0.08	N/A	Sept 21, 2022
Rebecca Hudson <i>Chief Financial Officer</i>	Stock Options	nil	nil	nil	nil	nil	nil
Edward Stringer <i>Director</i>	Stock Options	100,000 (.4%)	Sept 21, 2017	\$0.07	\$0.08	N/A	Sept 21, 2022
Randy Hoback <i>Director</i>	Stock Options	100,000 (.4%)	Sept 21, 2017	\$0.07	\$0.08	N/A	Sept 21, 2022
Andrew McQuire <i>Director</i>	Stock Options	nil	nil	nil	nil	nil	nil
Galen McNamara <i>Director</i>	Stock Options	nil	nil	nil	nil	nil	nil
Latika Prasad. <i>Assistant Corporate Secretary and Director</i>	Stock Options	nil	nil	nil	nil	nil	nil

- (1) Shares of the Company were halted on November 27, 2017 pending the completion of a Fundamental Transaction (the acquisition of the shares of Buena Vista Gold Inc.)

The following table sets out each exercise of stock options by a Director or Named Executive Officer during the financial year ended April 30, 2018.

Exercise of Compensation Securities by Directors and NEOs							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Peter M. Clausi <i>President, CEO and Director</i>	Stock Options	nil	nil	nil	nil	nil	nil
James Brady <i>President, CEO and Director</i>	Stock Options	nil	nil	nil	nil	nil	nil
Brian Crawford <i>Chief Financial Officer</i>	Stock Options	nil	nil	nil	nil	nil	nil
Rebecca Hudson <i>Chief Financial Officer</i>	Stock Options	nil	nil	nil	nil	nil	nil
Edward Stringer <i>Director</i>	Stock Options	nil	nil	nil	nil	nil	nil
Randy Hoback <i>Director</i>	Stock Options	nil	nil	nil	nil	nil	nil
Andrew McQuire <i>Director</i>	Stock Options	nil	nil	nil	nil	nil	nil
Galen McNamara <i>Director</i>	Stock Options	nil	nil	nil	nil	nil	nil
Latika Prasad <i>Assistant Corporate Secretary and Director</i>	Stock Options	nil	nil	nil	nil	nil	nil

Stock Option Plan

The Company has in place a “rolling” stock option plan, the Stock Option Plan (the “Plan”), pursuant to which the Directors are authorized to grant up to 10% of the issued and outstanding shares of the Company as it may be from time to time. As at the date of this Information Circular, the Company is entitled to issue 2,196,440 options subject to the Plan, there are a total of 400,000 options outstanding, and a further 1,796,440 available for issuance (also see *Securities Authorized for Issuance Under Equity Compensation Plan* above).

Options are granted primarily to provide an incentive to achieve the Company’s goals by aligning the interests of such officers with those of shareholders, attracting and retaining personnel, and acting as a longer-term incentive to such personnel to encourage commitment to the Company and its objectives. All securities under option are Common Shares.

The Plan is administered by the Board of Directors, or a committee thereof, who have the authority to grant options to directors, officers, employees, and consultants. At the time an option is granted, the Board will determine the exercise price, the term, and any vesting criteria or other restrictions with respect to the exercise of the options. Subject to the restrictions contained in the Plan, the Board of Directors or a committee thereof may also impose such other terms and conditions as it shall deem necessary or advisable at the time of the grant.

Summary of Terms and Conditions of the Stock Option Plan

- the Stock Option Plan reserves, for issue pursuant to stock options, a maximum number of Common Shares equal to 10% of the outstanding Common Shares of the Company from time to time, with no mandatory vesting provisions;
- the number of Common Shares reserved for issue to any one person in any twelve month period under the Stock Option Plan is determined by the Board at the time of grant;
- the number of Common Shares reserved for issue to any Consultant in any twelve month period under the Stock Option Plan is determined by the Board at the time of grant;
- the aggregate number of Common Shares reserved for issue to any Employee (as defined by the Exchange) conducting Investor Relations Activities in any twelve month period under the Stock Option Plan is determined by the Board at the time of grant;
- the number of Common Shares issued to any one person within a twelve month period on the exercise of stock options is determined by the Board at the time of grant;
- the exercise price per Common Share for a stock option may not be less than the Discounted Market Price;
- stock options may have a term not greater than 10 years;
- stock options are non-assignable and non-transferable; and
- the Option Plan contains provisions for adjustment in the number of Common Shares or other property issuable on exercise of stock options in the event of a share consolidation, split, reclassification or other relevant change in the Common Shares, or an amalgamation, merger or other relevant change in the Company's corporate structure, or any other relevant change in the Company's capitalization.

Employment, Consulting and Management Agreements

The Company has not entered into formal service contracts with its Named Executive Officers or Directors.

Directors of the Company are also entitled to reimbursement for any expenses incurred by them on behalf of the Company. In fiscal 2017, the Company did not pay any director fees.

The Company has no arrangements with the NEOs or directors with respect to termination or change of control, and the NEOs and directors do not receive benefits upon termination of their position, other than pursuant to the terms of the Company's Stock Option Plan.

Pursuant to the terms of the Company's Stock Option Plan (see *Stock Option Plan*), in the event of termination of a Named Executive Officer or director options shall terminate as follows: (i) for any reason other than cause, all options to purchase common shares then held by the Named Executive Officer or director will terminate on the earlier of the original expiry date(s) of such options and the 30th day following termination; (ii) In the event of the death of a Named Executive Officer or director, all options will terminate on the earlier of the original expiry date(s) of such options and the date six months after death; and (iii) for termination for cause all options expire immediately. However, in the event of (i) or (ii) above, the Board may extend the options to the earlier of the original expiry date(s) of such options and one (1) year from the date of termination or death. In the event that a portion of an option has not vested at the time an NEO or director ceases to be eligible under the Stock Option Plan, for any reason, then such unvested options terminate immediately provided however that the Board may permit the exercise of such unvested options.

Other than disclosed above, the Company has no plans or arrangements in respect of remuneration received or that may be received by the Named Executive Officers, or any other director or officer of the Company in the Company's most recently completed fiscal year or current fiscal year in respect of compensating such officers in the event of termination of employment as a result of resignation, retirement, a change of control of the Company, or a change in an individual's responsibilities.

The Company indemnifies its directors and officers against any and all claims or losses reasonably incurred in the performance of their service to the Company, to the extent permitted by law, and has entered an Indemnity Agreement with its directors and NEOs.

Compensation Oversight

The Board of Directors considers and determines all compensation matters for the NEOs and Directors. From time to time, the Board of Directors evaluates the compensation of the executives and ensures that they are compensated fairly in a manner consistent with the compensation strategy of the Company, internal equity considerations, and the competitive environment.

The Board of Directors would consider that an executive's compensation package consists of a salary or fee and long-term incentive in the form of stock options, at the discretion of the Board. While the Company currently has no formal executive bonus plan the executives may receive bonuses from time to time.

In determining compensation, the Board considers in addition to the financial resources of the Company, industry, local and national standards. Compensation is not tied to specific performance criteria or goals. While the Company is generally aware of industry compensation standards, the Company does not benchmark with a specific group of comparable companies.

Salaries - NEO's salaries are reviewed on a regular basis by the Board. Such salaries negotiated with the NEOs based on the Company's evaluation of the responsibilities inherent in the position held and the individual's experience and past performance, as well as by reference to the competitive marketplace for management expertise. The Board recognizes that the size and stage of development of the Company may prohibit executive compensation from matching those of larger companies in the mining industry. The Board also believes that long-term equity interests, in the form of options (described above), will compensate for no or lower base fees. This compensation strategy is similar to the strategies of many other companies within the Company's peer group. For fiscal 2017, the NEOs received salaries as set out in the *Table of Compensation Excluding Compensation Securities* above.

Stock Options - Options to purchase common shares are granted from time to time, pursuant to the Company's Stock Option Plan, as a means of aligning the interests of such officers with those of shareholders, attracting and retaining personnel, and acting as a longer-term incentive to such personnel to

encourage commitment to the Company and its objectives. The Company does not have a program or regular annual grant of options.

The Company is not intending to make any significant changes to its compensation policies and practices in the current financial year.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

EQUITY COMPENSATION PLAN INFORMATION (AS AT APRIL 30, 2018)

Following is a summary of shares subject to options outstanding under the Company's Stock Option Plan and shares remaining available for grant as at the end of the most recently completed financial year.

Plan Category	Number of securities to be issued upon exercise of outstanding options (a)	Weighted-average exercise price of outstanding options (b)	Number of securities remaining available for future issuance (excluding securities reflected in column (a)⁽¹⁾ (c)
Equity compensation plans approved by securityholders	400,000	\$0.07	1,796,440
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	400,000	\$0.07	1,796,440

- ⁽¹⁾ The total number of securities which may be issued under the Company's Stock Option Plan, described below, is at any time, 10% of the Company's outstanding common shares at such time. At September 4, 2018 the Company had 21,964,403 shares issued and outstanding and was entitled to issue 2,196,440 options.

For more information on the Stock Option Plan see *Stock Option Plan* above and *Particulars of Matters to be Acted Upon – Approval of Stock Option Plan* below.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Policy 58-201 *Corporate Governance Guidelines* and National Instrument 58-101 *Disclosure of Corporate Governance Practices* set out a series of guidelines for effective corporate governance. The guidelines address matters such as the composition and independence of corporate boards, the functions to be performed by boards and their committees, and the effectiveness and education of board members. Each reporting issuer must disclose on an annual basis and in prescribed form, the corporate governance practices that it has adopted. The following is the Company's required annual disclosure of its corporate governance practices.

Board of Directors

Of the current Board of Directors of the Company Peter Clausi is not an independent director by virtue of his positions as an officer of the Company. All other Directors of the Company are considered independent.

Directorships

The following directors and proposed directors of the Company are also directors in the following reporting issuers:

Peter M. Clausi	CBLT Inc. (TSX-V) GTA Resources and Mining Inc. (TSX-V) Camrova Resources Inc. (TSX-V) Buccaneer Gold Corp. (TSXV) Interactive Capital Partners Corporation (not listed)
Edward Stringer	Colibri Resource Corporation. (TSX-V) CBLT Inc. (TSX-V)
Christopher Berlet	Rogue Resources Inc. (TSX-V) Canuc Resources Inc. (TSX-V) Stakeholder Gold Corp. (TSX-V)

Orientation and Continuing Education

Management of the Company takes steps to ensure that its directors and officers are continually updated as to the latest corporate and securities policies which may affect the directors, officers, committee members and the Company as a whole. The Company continually reviews the latest securities rules and policies and is on the mailing list of the TSX Venture Exchange to receive updates to any of those policies. Any such changes or new requirements are then brought to the attention of the Company's Board either by way of Director or Committee meetings or circulated in a memorandum.

Ethical Business Conduct

In August 2011, the Company adopted a Code of Business Conduct and Ethics (the "Code"), which is available under the Company's profile at www.sedar.com. The Code sets out the principles that should guide the behavior of the Company's directors, officers and employees. The Code addresses issues such as the following:

- a) conflicts of interest, including transactions and agreements in respect of which a director or executive officer has a material interest;
- b) protection and proper use of corporate assets and opportunities;
- c) fair dealing with the Company's security holders, competitors and employees;
- d) compliance with laws, rules and regulations; and
- e) reporting of any illegal or unethical behavior.

The Board is responsible for monitoring compliance with the Code. One tool used for monitoring compliance is the Company's Whistleblower Policy. Any person can report complaints or concerns, which may be on an anonymous basis, through the procedures of the Whistleblower Policy.

In addition, the Board must comply with conflict of interest provisions in Canadian corporate law and relevant securities regulatory instruments in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest. 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.

Pursuant to corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity)

of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

Nomination of Directors

The Company's management is continually in contact with individuals involved in the mining industry and public sector resource issuers. From these sources the Company has made numerous contacts and in the event that the Company were in a position to nominate any new directors, such individuals would be brought to the attention of the Directors of the Company. The Company conducts due diligence, reference and background checks on any suitable candidate and if selected to be appointed as a Director. The Corporate Governance Committee is involved in the selection process and the Board is then involved to review any proposed compensation.

Other Board Committees

The Company currently has no committees other than the Audit Committee. The Audit Committee Charter and additional disclosure related to the Audit Committee is attached hereto in Schedule B.

Assessments

Being a venture issuer with limited administration resources, the Directors of the Company work closely with management, and each other, and as a consequence are in a position to assess the performance of the Board, its Committee and individual directors on an ongoing basis.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the Directors or Executive Officers of the Company or associates or affiliates of such persons is or has been indebted to the Company or its subsidiaries at any time since the beginning of the last completed financial year of the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise set out in this Information Circular and other than transactions carried out in the ordinary course of business of the Company, no insider or proposed nominee for election as a director of the Company, and no associate or affiliate of the foregoing persons, has or had any material interest, direct or indirect, in any transaction since the commencement of the Company's last completed financial year, or in any proposed transaction which in either such case has materially affected or will materially affect the Company.

OTHER MATTERS

The management of the Company is not aware of any matter to come before the Meeting other than as set forth in the Notice of Meeting and this Information Circular. If any other matter properly comes before the Meeting, it is the intention of the persons named in the Proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR at www.sedar.com. Shareholders may contact the Company to request copies of the Company's information circular, financial statements and MD&A, and any other public documents of the Company referred to herein, free of charge, by contacting Peter M. Clausi at 855 Brant Street, Burlington, Ontario L7R 2J6 or by telephone at 1-905-681-1945. Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year.

DATED this 4^h day of September 2018.

ON BEHALF OF THE BOARD OF DIRECTORS
GETCHELL GOLD CORP.

"Peter M. Clausi"

Peter M. Clausi, CEO

SCHEDULE A
PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS

SCHEDULE A

Pro Forma Condensed Consolidated Financial Statements

Getchell Gold Corp.

(unaudited)

(Expressed in Canadian dollars)

GETCHELL GOLD CORP.
PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL
POSITION
(Unaudited)
(Expressed in Canadian Dollars)

	Getchell Gold Corp. July 31, 2018	Consolidated Buena Vista Gold Inc. June 30, 2018	Pro Forma Adjustments	Notes	Eliminations	Consolidated Pro Forma
ASSETS						
Current assets						
Cash	\$ 4,990	\$ 892,555	\$(200,000)	3(d)	\$ -	\$ 697,545
Accounts receivable	4,567	30,000	-		(25,000)	34,567
Prepaid expenses	4,073	-	-			4,073
Other assets	-	47,855	-			47,855
	13,630	970,410	(200,000)		(25,000)	784,040
Reclamation deposit	-	14,630	-			14,630
Furniture and equipment	-	441	-			441
Total assets	\$ 13,630	\$ 985,481	\$(200,000)		\$ (25,000)	\$ 799,111
LIABILITIES AND SHAREHOLDERS' (DEFICIENCY) EQUITY						
Current liabilities						
Accounts payable and accrued liabilities	\$ 57,999	\$ 186,414	-		\$ -	\$ 244,413
Warrant liability		258,000				258,000
Advances	125,220	-	(125,220)	3(a)	-	-
Accrued interest on convertible debenture	4,551	-	(4,551)	3(a)	-	-
Convertible debenture	65,000	-	(65,000)	3(a)	-	-
Loan payable	25,000	-	-		(25,000)	25,000
	277,770	444,414	(194,771)		(25,000)	527,413
Shareholders' (deficiency) equity						
Share capital	2,465,839	6,780,259	(2,465,839)	2	-	8,571,396
	-	-	1,791,137	2	-	-
Contributed surplus	33,985	279,509	(33,985)	2	-	279,509
Equity portion of convertible debenture	10,292	-	(10,292)	3(a)	-	-
Deficit	(2,774,256)	(6,518,701)	205,063	3(a)	-	(8,579,207)
			2,569,193	2	-	-
			(1,860,506)	2	-	-
			(200,000)	3(e)	-	-
Total shareholders' (deficiency) equity	(264,140)	541,067	(5,229)		(25,000)	271,698
Total liabilities and shareholders' (deficiency) equity	\$ 13,630	\$ 985,481	\$ (200,000)		\$ (25,000)	\$ 799,111

GETCHELL GOLD CORP.
PRO FORMA CONDENSED CONSOLIDATED INTERIM STATEMENT OF LOSS AND
COMPREHENSIVE LOSS

(Unaudited)

(Expressed in Canadian Dollars)

	Getchell Gold Corp. Three months ended July 31, 2018	Consolidated Buena Vista Gold Inc. Six months ended June 30, 2018	Pro Forma Adjustments	Notes	Consolidated Pro Forma
EXPENSES					
Exploration and evaluation expenditures	\$ -	\$ 491,952	\$ 200,000	3(d)	\$ 691,952
Administrative and general	8,969	6,021	-		14,990
Advertising and promotion	-	12,420	-		12,420
Communication	2,159	1,256	-		3,415
Filing fees	-	4,500	-		4,500
Management and consulting fees	-	63,642	-		63,642
Occupancy	-	8,475	-		8,475
Professional fees	4,754	40,997	-		45,751
Travel	-	25,953	-		25,953
Depreciation	-	197	-		197
Foreign exchange gain/loss	-	(24,378)	-		(24,378)
Loss before income taxes	15,882	631,035	-		846,917
Unrealized gain on warrant liability	-	(74,000)	-		(74,000)
Listing expense			1,860,506	2	1,860,506
Loss and comprehensive loss	\$ 15,882	\$ 557,035	\$ 2,060,506		\$2,633,423

GETCHELL GOLD CORP.
PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF LOSS AND
COMPREHENSIVE LOSS

(Unaudited)

(Expressed in Canadian Dollars)

	Getchell Gold Corp. Year ended April 30, 2018	Consolidated Buena Vista Gold Inc. Year ended December 31, 2018	Pro Forma Adjustments	Notes	Consolidated Pro Forma
EXPENSES					
Exploration and evaluation expenditures	\$ 3,066	\$ 682,940	-		\$ 686,006
Administrative and general	10,625	4,354	-		14,979
Advertising and promotion	-	21,099	-		21,099
Communication	28,499	1,573	-		30,072
Management and consulting fees	25,000	162,358	-		187,358
Occupancy	-	31,862	-		31,862
Professional fees	16,139	243,302	-		259,441
Share-based compensation	33,985	58,713	-		92,698
Travel	-	6,202	-		6,202
Depreciation	-	213	-		213
Foreign exchange gain/loss	-	35,632	-		35,632
Other revenue/expense	(25,000)	25,000			25,000
Loss before income taxes	117,314	1,273,248	-		1,390,562
Loss and comprehensive loss	\$ 92,314	\$ 1,273,248			\$ 1,365,562

1. BASIS OF PRESENTATION

On November 14, 2017, Getchell Gold Corp. (formerly Wabi Exploration Inc.) (“Getchell”) and Buena Vista Gold Inc. (“BVG”) announced that they entered into a definitive share exchange agreement (the “Arrangement Agreement”) pursuant to which Getchell has agreed to acquire 100% of the issued and outstanding securities of BVG (the “BVG Acquisition”). Pursuant to the terms of the Arrangement Agreement, all common shares of BVG (the “BVG Shares”) issued and outstanding immediately prior to consummation of the transaction will be exchanged for common shares of Getchell (the “Getchell Shares”) on a one-for-one basis (the “Transaction”). In the opinion of the Company’s management, the unaudited pro forma consolidated financial statements include all adjustments necessary for fair presentation of the transaction as described below. Upon closing of the noted Transaction, the combined entity will continue under the name “Getchell Gold Corp.” (the “Company”).

These unaudited pro forma consolidated financial statements have been prepared in accordance with policies consistent with International Financial Reporting Standards (“IFRS”). The unaudited pro forma consolidated financial statements have been prepared from, and should be read in conjunction with, the following historical information prepared in accordance with IFRS and applicable securities regulations:

- i. the unaudited condensed interim financial statements of Getchell Gold Corp. (formerly Wabi Exploration Inc.) as at July 31, 2018; and
- ii. the unaudited condensed interim consolidated financial statements of BVG as at June 30, 2018.

The unaudited pro forma consolidated statement of financial position as at July 31, 2018 has been prepared as if the Transaction described in Note 2 and pro forma adjustments and assumptions described in Note 3 had occurred on July 31, 2018. The unaudited pro forma consolidated financial statements may not be indicative of the results that actually would have occurred if the events reflected therein had been in effect on the dates indicated or the results which may be obtained in the future. In preparing these unaudited pro forma consolidated financial statements no adjustments have been made to reflect the operating synergies and administrative cost savings that could result from the operations of the combined assets.

Accounting policies used in the preparation of the unaudited pro forma consolidated financial statements are in accordance with those disclosed in the audited financial statements of BVG as at December 31, 2017 which are consistent with Getchell’s accounting policies. In the opinion of management these unaudited pro forma consolidated financial statements include all the necessary adjustments for a fair presentation of the ongoing entity.

1. BASIS OF PRESENTATION – continued

Certain elements of the financial statements of Getchell and BVG have been reclassified to provide a consistent format.

2. BVG ACQUISITION

Getchell and BVG entered into an Arrangement Agreement on November 14, 2017 pursuant to which Getchell will acquire all of the issued and outstanding common shares of BVG in exchange for common shares of Getchell on a one to one basis. In addition, each outstanding option and/or warrant to acquire BVG common shares will become exercisable for one common share of Getchell. As consideration for 100% of the outstanding common shares of

BVG, Getchell will issue 22,700,941 common shares to the shareholders of BVG. Certain of the common shares may be subject to an escrow agreement to be determined by regulatory authorities.

As a result of the share exchange described above, the former shareholders of BVG will acquire control of Getchell. Accordingly, the transaction constitutes a reverse acquisition resulting in the net assets of Getchell recorded at fair value at the date of acquisition.

Accordingly, for accounting purposes, BVG will be treated as the accounting parent (legal subsidiary) and Getchell will be treated as the accounting subsidiary (legal parent). As BVG was deemed to be the acquirer for accounting purposes, its assets and liabilities are included in these pro forma consolidated financial statements at their historical carrying value.

The proposed transaction is subject to among other things, receipt of Getchell shareholder approval, regulatory approvals, including approval of the CSE, and additional conditions, as described in the Arrangement Agreement.

The cost of an acquisition is based on the fair value of the consideration given, except where the fair value of the consideration given is not clearly evident. In such a case, the fair value of the net assets acquired is used. The consideration of the acquisition is therefore \$1,757,152 and is based on the fair value of the number of common share that BVG would have had to issue to the shareholders of Getchell to give the shareholders of Getchell the same percentage equity interest in the combined entity that results from the reverse acquisition (3,660,734 shares at a fair value of \$0.48 per share).

In addition, the stock options of Getchell outstanding immediately prior to the acquisition are considered to be dilutive to BVG. The fair value of the stock options, \$33,985, represents a cost of the transaction.

2. BVG ACQUISITION – continued

The total purchase price of \$1,791,137 has been allocated as follows:

Cash	\$	4,990
Amounts receivable		4,567
Prepaid expense		4,073
Accounts payable and accrued liabilities		(57,999)
Loan payable		(25,000)
Listing expense		1,860,506
	\$	<u>1,791,137</u>

A listing expense of \$1,860,506 has been included in loss and deficit to reflect the difference between the fair value of the amount paid and the fair value of the net assets received from Getchell in accordance with IFRS 2 – Share-based payment.

3. PRO FORMA ASSUMPTIONS AND ADJUSTMENTS

These unaudited pro forma consolidated financial statements incorporate the following pro forma assumptions:

- (a) Getchell repays the outstanding subordinated debenture plus accrued interest along with advances by transferring three mineral properties and the 0.5% NSR to the debt holders.
- (b) The number of issued and outstanding common share of Getchell are consolidated on a 1:6 basis resulting in 3,660,734 issued and outstanding common shares.
- (c) The fair value of the options and warrants of Getchell are not materially different from their carrying value.

(d) Prior to the closing of the transaction, BVG will incur exploration and evaluation expenditures including acquisition costs of mineral properties, and other costs estimated to be \$200,000.

3. SHARE CAPITAL

	Number of Common Shares	Amount
Share capital of Getchell at July 31, 2018	21,964,403	\$ 2,465,839
Share capital of BVG at June 30, 2018	22,700,941	6,780,259
Share consolidation of Wabi shares	(18,303,669)	-
Adjustment for acquisition	(22,700,941)	(2,465,839)
Share issued for the acquisition	22,700,941	1,791,137
	<u>26,361,675</u>	<u>\$ 8,571,396</u>

SCHEDULE B
AUDIT COMMITTEE INFORMATION
GETCHELL GOLD CORP..

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

I. PURPOSE

The Audit Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of Getchell Gold Corp. (the “**Corporation**”) to assist the Board in fulfilling its oversight responsibilities relating to financial accounting and reporting process and internal controls for the Corporation. The Committee’s primary duties and responsibilities are to:

- conduct such reviews and discussions with management and the external auditors relating to the audit and financial reporting as are deemed appropriate by the Committee;
- assess the integrity of internal controls and financial reporting procedures of the Corporation and ensure implementation of such controls and procedures;
- ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel;
- review the quarterly and annual financial statements and management's discussion and analysis of the Corporation's financial position and operating results and report thereon to the Board for approval of same;
- select and monitor the independence and performance of the Corporation's external auditors, including attending at private meetings with the external auditors and reviewing and approving all renewals or dismissals of the external auditors and their remuneration; and
- provide oversight to related party transactions entered into by the Corporation.

The Committee has the authority to conduct any investigation appropriate to its responsibilities, and it may request the external auditors as well as any officer of the Corporation, or outside counsel for the Corporation, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. The Committee shall have unrestricted access to the books and records of the Corporation and has the authority to retain, at the expense of the Corporation, special legal, accounting, or other consultants or experts to assist in the performance of the Committee’s duties.

The Committee shall review and assess the adequacy of this Charter annually and submit any proposed revisions to the Board for approval.

In fulfilling its responsibilities, the Committee will carry out the specific duties set out in Part IV of this Charter.

II. AUTHORITY OF THE AUDIT COMMITTEE

The Committee shall have the authority to:

- (a) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (b) set and pay the compensation for advisors employed by the Committee; and
- (c) communicate directly with the internal and external auditors.

III. COMPOSITION AND MEETINGS

1. The Committee and its membership shall meet all applicable legal, regulatory and listing requirements, including, without limitation, those of the Ontario Securities Commission (“**OSC**”), the TSX Venture Exchange, the *Business Corporations Act* (Ontario) and all applicable securities regulatory authorities.
2. The Committee shall be composed of three or more directors as shall be designated by the Board from time to time. The members of the Committee shall appoint from among themselves a member who shall serve as Chair.

3. A majority of the members of the Committee shall not be officers or employees of the Corporation or any of its affiliates.
4. The Committee shall meet at least quarterly, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements. A minimum of two and at least 50% of the members of the Committee present either in person or by telephone shall constitute a quorum.
5. If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the next business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present.
6. If and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office.
7. The time and place at which meetings of the Committee shall be held, and procedures at such meetings, shall be determined from time to time by the Committee. A meeting of the Committee may be called by letter, telephone, facsimile, email or other communication equipment, by giving at least 48 hours notice, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.
8. Any member of the Committee may participate in the meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.
9. The Committee shall keep minutes of its meetings which shall be submitted to the Board. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.
10. The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as the Committee may see fit, from time to time, to attend at meetings of the Committee.
11. Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. All decisions or recommendations of the Committee shall require the approval of the Board prior to implementation.

The Committee members will be elected annually at the first meeting of the Board following the annual general meeting of shareholders.

IV. RESPONSIBILITIES

A. Financial Accounting and Reporting Process and Internal Controls

1. The Committee shall review the annual audited financial statements to satisfy itself that they are presented in accordance with applicable generally accepted accounting principles (“GAAP”) and report thereon to the Board and recommend to the Board whether or not same should be approved prior to their being filed with the appropriate regulatory authorities. The Committee shall also review the interim financial statements. With respect to the annual audited financial statements, the Committee shall discuss significant issues regarding accounting principles, practices, and judgments of management with management and the external auditors as and when the Committee deems it appropriate to do so. The Committee shall satisfy itself that the information contained in the annual audited financial statements is not significantly erroneous, misleading or incomplete and that the audit function has been effectively carried out.
2. The Committee shall review any internal control reports prepared by management and the evaluation of such report by the external auditors, together with management’s response.

3. The Committee shall be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, management's discussion and analysis and interim earnings press releases, and periodically assess the adequacy of these procedures.
4. The Committee shall review management's discussion and analysis relating to annual and interim financial statements and any other public disclosure documents, including interim earnings press releases, that are required to be reviewed by the Committee under any applicable laws before the Corporation publicly discloses this information.
5. The Committee shall meet no less frequently than annually with the external auditors and the Chief Financial Officer or, in the absence of a Chief Financial Officer, with the officer of the Corporation in charge of financial matters, to review accounting practices, internal controls and such other matters as the Committee, Chief Financial Officer or, in the absence of a Chief Financial Officer, the officer of the Corporation in charge of financial matters, deem appropriate.
6. The Committee shall inquire of management and the external auditors about significant risks or exposures, both internal and external, to which the Corporation may be subject, and assess the steps management has taken to minimize such risks.
7. The Committee shall review the post-audit or management letter containing the recommendations of the external auditors and management's response and subsequent follow-up to any identified weaknesses.
8. The Committee shall ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel.
9. The Committee shall establish procedures for:
 - (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
10. The Committee shall provide oversight to related party transactions entered into by the Corporation.

B. Independent Auditors

1. The Committee shall recommend to the Board the external auditors to be nominated, shall set the compensation for the external auditors, provide oversight of the external auditors and shall ensure that the external auditors report directly to the Committee.
2. The Committee shall be directly responsible for overseeing the work of the external auditors, including the resolution of disagreements between management and the external auditors regarding financial reporting.
3. The Committee shall pre-approve all audit and non-audit services not prohibited by law to be provided by the external auditors in accordance with the terms of this charter.
4. The Committee shall monitor and assess the relationship between management and the external auditors and monitor, support and assure the independence and objectivity of the external auditors.
5. The Committee shall review the external auditors' audit plan, including the scope, procedures and timing of the audit.
6. The Committee shall review the results of the annual audit with the external auditors, including matters related to the conduct of the audit.
7. The Committee shall obtain timely reports from the external auditors describing critical accounting policies and practices, alternative treatments of information within GAAP that were discussed with management, their ramifications, and the external auditors' preferred treatment and material written communications between the Corporation and the external auditors.

8. The Committee shall review fees paid by the Corporation to the external auditors and other professionals in respect of audit and non-audit services on an annual basis.
9. The Committee shall review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former auditors of the Corporation.
10. The Committee shall monitor and assess the relationship between management and the external auditors and monitor and support the independence and objectivity of the external auditors.

C. Other Responsibilities

The Committee shall perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.