



PURE ENERGY MINERALS LIMITED

Suite 1400, 1111 West Georgia Street, Vancouver, BC V6E 4M3

**INFORMATION CIRCULAR
as of September 18, 2017 (unless indicated otherwise)**

MANAGEMENT SOLICITATION OF PROXIES

This Information Circular is furnished to you in connection with the solicitation of proxies by management of Pure Energy Minerals Limited (“we”, “us” or the “Company”) for use at the Annual General Meeting (the “Meeting”) of shareholders of the Company to be held on Friday, October 20, 2017, and at any adjournment of the Meeting. The Company will conduct its solicitation by mail and our officers, directors and employees may, without receiving special compensation, contact shareholders by telephone, electronic means or other personal contact. We will not specifically engage employees or soliciting agents to solicit proxies. We do not reimburse shareholders, nominees or agents (including brokers holding shares on behalf of clients) for their costs of obtaining authorization from their principals to sign forms of proxy. We will pay the expenses of this solicitation.

VOTING BY PROXY

The persons named in the accompanying form of proxy will vote or withhold from voting the shares represented by the proxy in accordance with your instructions, provided your instructions are clear. If you have specified a choice on any matter to be acted on at the Meeting, your shares will be voted or withheld from voting accordingly. If you do not specify a choice or where you specify both choices for any matter to be acted on, your shares will be voted in favour of all matters.

The enclosed form of proxy gives the persons named as proxy holders discretionary authority regarding amendments or variations to matters identified in the Notice of Meeting and any other matter that may properly come before the Meeting. As of the date of this Information Circular, our management is not aware of any such amendment, variation or other matter proposed or likely to come before the Meeting. However, if any amendment, variation or other matter properly comes before the Meeting, the persons named in the form of proxy intend to vote on such other business in accordance with their judgement.

You may indicate the manner in which the persons named in the enclosed proxy are to vote on any matter by marking an “X” in the appropriate space. If you wish to give the persons named in the proxy a discretionary authority on any matter described in the proxy, then you should leave the space blank. In that case, the proxy holders nominated by management will vote the shares represented by your proxy in accordance with their judgement.

RETURN OF PROXY

You must deliver the completed form of proxy to the office of the Company’s registrar and transfer agent, Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th floor, Toronto, Ontario, M5J 2Y1, or to the Company’s head office at the address listed on the cover page of

this Information Circular, not less than 48 hours (excluding Saturdays, Sundays, and holidays) before the scheduled time of the Meeting or any adjournment.

ADVICE TO NON-REGISTERED SHAREHOLDERS

Only shareholders whose names appear on our records or validly appointed proxy holders are permitted to vote at the Meeting. Most of our shareholders are “non-registered” shareholders, because their shares are registered in the name of a nominee, such as a brokerage firm, bank, trust company, trustee or administrator of a self-administered RRSP, RRIF, RESP, TFSA or similar plan, or a clearing agency such as CDS Clearing and Depository Services Inc. (a “**Nominee**”). If you purchased your shares through a broker, you are likely a non-registered shareholder.

Non-registered holders who have not objected to their Nominee disclosing certain ownership information about themselves to us are referred to as “NOBOs”. Those non-registered shareholders who have objected to their Nominee disclosing ownership information about themselves to us are referred to as “OBOs”.

In accordance with securities regulatory policy, we will have distributed copies of the Meeting Materials, being the Notice of Meeting, this Information Circular, and the form of proxy directly to NOBOs and to the Nominees for onward distribution to OBOs. **The Company does not intend to pay for a Nominee to deliver to OBOs, therefore an OBO will not receive the materials, unless the OBO’s Nominee assumes the costs of delivery.**

Nominees are required to forward the Meeting materials to each OBO, unless the OBO has waived the right to receive them. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered shareholder. Meeting materials sent to non-registered holders who have not waived the right to receive Meeting materials are accompanied by a request for voting instructions (a “**VIF**”). This form is in lieu of a proxy. By returning the VIF in accordance with the instructions noted on it, a non-registered holder is able to instruct the registered shareholder (or Nominee) how to vote on behalf of the non-registered shareholder. VIF’s, whether provided by the Company or by a Nominee, should be completed and returned in accordance with the specific instructions noted on the VIF.

In either case, the purpose of this procedure is to permit non-registered holders to direct the voting of the shares which they beneficially own. **Should a non-registered holder who receives a VIF wish to attend the Meeting or have someone else attend on his/her behalf, the non-registered holder may request a legal proxy as set forth in the VIF, which will grant the non-registered holder or his/her nominee the right to attend and vote at the Meeting.** Non-registered holders should carefully follow the instructions set out in the VIF, including those regarding when and where the VIF is to be delivered.

REVOCAION OF PROXY

If you are a registered shareholder who has returned a proxy, you may revoke your proxy at any time before it is exercised. In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by either:

- (a) signing a proxy bearing a later date; or

- (b) signing a written notice of revocation in the same manner as the form of proxy is required to be signed, as set out in the notes to the proxy.

The later proxy or the notice of revocation must be delivered to the office of the Company's registrar and transfer agent or to the Company's head office at any time up to and including the last business day before the scheduled time of the Meeting or any adjournment, or to the Chairman of the Meeting on the day of the Meeting or any adjournment.

If you are a non-registered shareholder who wishes to revoke a VIF or to revoke a waiver of your right to receive Meeting materials and to give voting instructions, you must give written instructions to your Nominee at least seven days before the Meeting.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

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 other than the adoption of the Company's stock option plan, approval of which will be sought at the Meeting. Directors and executive officers of the Company may participate in the Company's stock option plan, and accordingly have an interest in its approval. See "Particulars of Matters to be Acted Upon".

VOTING SHARES AND PRINCIPAL SHAREHOLDERS

The Company is authorized to issue an unlimited number of common shares without par value, of which 120,929,336 common shares issued and outstanding as of September 18, 2017. There is one class of shares only.

Persons who are registered shareholders at the close of business on September 18, 2017 will be entitled to receive notice of, attend, and vote at the Meeting. On a show of hands, every shareholder and proxy holder will have one vote and, on a poll, every shareholder present in person or represented by proxy will have one vote for each share. In order to approve a motion proposed at the Meeting, a majority of at least 50% plus one vote of the votes cast will be required to pass an ordinary resolution, and a majority of at least 66⅔% of the votes cast will be required to pass a special resolution.

To the knowledge of the directors and executive officers of the Company, the only person who, or corporation which, beneficially own, directly or indirectly, or controls or directs shares carrying 10% or more of the voting rights attached to all shares of the Company as at September 18, 2017 is:

Shareholder Name	Number of Shares	Percentage of Issued Shares
Lithium X Energy Corp.	23,609,610	20%

ELECTION OF DIRECTORS

Directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until that person sooner ceases to be a director. The shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company at five for the next year, subject to any increases permitted by the Company's Articles.

Unless you provide other instructions, the enclosed proxy will be voted for the nominees listed below. Management does not expect that any of the nominees will be unable to serve as a director. If, before the Meeting any vacancies occur in the slate of nominees listed below, the person named in the proxy will exercise his or her discretionary authority to vote the shares represented by the proxy for the election of any other person or persons as directors.

Management proposes to nominate the persons named in the table below for election as director. The information concerning the proposed nominees has been furnished by each of them:

Name, Municipality of Residence and Position	Principal Occupation During Past Five Years	Director or Executive Officer Since	Common Shares of the Company Owned, Controlled or Directed, Directly or Indirectly (4)
Patrick Highsmith ⁽¹⁾⁽²⁾ Colorado, USA <i>Director and Chief Executive Officer</i>	BSc/MSc Geological Engineering and Economic Geology (Geochemistry) with experience in exploration, operations, business development and executive roles for various public companies.	Director since November, 2015; CEO since March, 2016	55,000
Michael Dake ⁽¹⁾⁽²⁾ British Columbia, Canada <i>Director</i>	Since 1999, Mr. Dake has provided financing, investor relations and corporate communication services for a number of publicly traded early stage companies.	Director since March 2012	51,000
Mary Little ⁽¹⁾⁽²⁾ Colorado, USA <i>Director</i>	MSc Earth Sciences, MBA; Independent geological consultant. Founder and former CEO, Mirasol Resources; Director, Sandstorm Gold Ltd since 2014; Director, Tinka Resources since 2016.	Director since March 2015.	350,000
Scott Shellhaas Ohio, USA <i>Director</i>	Juris Doctor with Honor. President and Chief Operating Officer, Thompson Creek Metals Company 2009 – 2014. Independent consultant since 2014.	Director since April 19, 2017	Nil

Name, Municipality of Residence and Position	Principal Occupation During Past Five Years	Director or Executive Officer Since	Common Shares of the Company Owned, Controlled or Directed, Directly or Indirectly (4)
Bassam Moubarak British Columbia, Canada <i>Director</i>	Chartered Professional Accountant. Chief Financial Officer of Lithium X Energy Corp since 2017 and director of Highway 50 Gold Corp. since 2016. Former Chief Financial Officer of Goldrock Mines Corp from 2013 to 2016. Former Chief Financial Officer of various mining companies since 2008.	Director since May 30, 2017	Nil

- (1) Member of the Audit Committee.
- (2) Member of the Compensation Committee.
- (3) This information is provided by each director individually, and is not within the knowledge of the Company.

Except as set forth below, to the knowledge of the Company's management, no proposed director of the Company:

- (a) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that,
 - (i) was subject to a cease trade or similar order or an order that denied such other issuer access to any exemption under securities legislation for more than 30 consecutive days, that was issued while the proposed director was acting in the capacity as director, CEO or CFO; or
 - (ii) was subject to a cease trade order; or similar order or an order that denied such other issuer access to any exemption under securities legislation for more than 30 consecutive days, that was issued after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO; or,
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or

instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or

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

Mr. Highsmith was a director of Alhambra Resources Ltd (“Alhambra”) from October 2012 to August 2014. The Alberta Securities Commission issued a Management Cease Trade Order (“MCTO”) against Alhambra on May 2, 2014 for failure to file its audited financial statements, management’s discussion and analysis, and certifications for the 2014 fiscal year. The MCTO was revoked as of July 3, 2014 when Alhambra filed its financials and related documentation.

EXECUTIVE COMPENSATION

Set out below are particulars of compensation paid to the following persons (the “**Named Executive Officers**” or “**NEOs**”):

- (a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;
- (b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5), for that financial year;
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year;

As at June 30, 2017, the Company had three NEOs, Patrick Highsmith, the Company’s Chief Executive Officer; Paul Zink, the Company’s Chief Financial Officer; and Walter Weinig, the Company’s Vice-President, Projects & Permitting.

Compensation discussion and analysis

Remuneration plays an important role in attracting, motivating, rewarding and retaining knowledgeable and skilled individuals to the Company’s management team. The Company does not have a formal compensation policy. The main objectives the Company hopes to achieve through its compensation are:

- To attract and retain executives critical to the Company's success, who will be key in helping the Company achieve its corporate objectives and increase shareholder value;
- To motivate the Company's management team to meet or exceed targets;
- To recognize the contribution of the Company's executive directors to the overall success and strategic growth of the Company; and
- To align the interests of management and the Company's shareholders by providing performance based compensation in addition to salary.

The Company's Board determines an appropriate amount of compensation for its executives, reflecting the need to provide incentive and compensation for the time and effort expended by the executives while taking into account the financial and other resources of the Company. The Board did not consider the implications of the risks associated with the Company's compensation practices; however, given the Company's size and nature of compensation provided to its executives in the last financial year, the Board does not believe that there is significant compensation risk that would be likely to have a material adverse effect on the Company.

The Company's management is not permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities of the Company granted as compensation or held, directly or indirectly, by management.

The Board determines the allocation and terms of any stock option grants. When granting stock options, the Board considers the amount of past options that have been granted.

Option based Awards

See "Particulars of Matters to be Acted Upon" for a description of the Company's stock option plan and the process the Company uses to grant options-based awards.

Compensation Governance

The Company's Board determines an appropriate amount of compensation for its executives, reflecting the need to provide incentive and compensation for the time and effort expended by the executives, while taking into account the financial and other resources of the Company.

The Company has a Compensation Committee which is currently comprised of Patrick Highsmith, Mary Little and Michael Dake. Ms. Little and Mr. Dake are independent within the meaning of NI 52-110 (as defined herein). All tasks related to developing and monitoring the Company's approach to the compensation of its officers, consultants and directors are performed by the Compensation Committee. Officers and consultants that are also directors of the Company are involved in discussions relating to compensation, and disclose their interest in and abstain from voting on compensation decisions relating to them, as applicable, in accordance with the applicable corporate legislation. The Company's compensation program is intended to attract, motivate, reward and retain the management talent needed to achieve the Company's business objective of creating long-term value for the shareholders.

The compensation program is intended to reward officers, consultants and directors on the basis of individual performance and achievement of corporate objectives, including the advancement of the acquisition and exploration goals of the Company. The Company's current compensation program is comprised of two components: base salary or fees and long term incentives such as stock options. The Board believes that the granting of options is an effective way to support the achievement of the Company's long-term performance objectives, ensure officer, consultant and Board commitment to the longer term interests of the Company and its shareholders and provide compensation opportunities to attract, retain and motivate employees critical to the success to the Company. In making compensation decisions, the Board strives to find a balance between short-term and long-term compensation and cash versus equity incentive compensation. Base salaries or fees primarily reward recent performance, and incentive stock options encourage officers, consultants and directors to continue to deliver results over a longer period of time and serve as a retention tool. The annual salary or fee for each officer and consultant, as applicable, is determined by the Board, based on the level of responsibility and experience of the individual, the relative importance of the position to the Company, the professional qualifications of the individual and the performance of the individual over time. Each individual's performance and salaries or fees are to be reviewed periodically. Increases in salary or fees are to be evaluated on an individual basis and are performance based. The amount and award of cash bonuses to key executives and senior management is discretionary, depending on, among other factors, the financial performance of the Company and the position of a participant.

Summary Compensation Table

The following table is a summary of compensation paid to the Named Executive Officers during the financial years ended June 30, 2017 and 2016:

Name and position	Year Ended June 30	Salary, consulting fee, retainer or commission (\$) ⁽¹⁰⁾	Bonus (\$)	Committee or meeting fees (\$)	Value of Prerequisites (\$)	Value of all other compensation (\$) ⁽¹¹⁾	Total compensation (\$)
Patrick Highsmith ⁽¹⁾ <i>CEO</i>	2017	242,589	Nil	Nil	Nil	Nil	242,589
	2016	52,995	Nil	Nil	Nil	Nil	52,995
Paul Zink ⁽²⁾ <i>CFO</i>	2017	10,168	Nil	Nil	Nil	Nil	10,168
	2016	N/A	Nil	Nil	Nil	Nil	N/A
Walter Weinig ⁽³⁾ <i>VP-Permitting & Projects</i>	2017	56,650	Nil	Nil	Nil	Nil	56,650
	2016	N/A	Nil	Nil	Nil	Nil	N/A
Robert Mintak ⁽⁴⁾ <i>Former CEO, Chairman & Director</i>	2017	75,000	Nil	Nil	Nil	7,005	82,005
	2016	120,000	Nil	Nil	Nil	Nil	120,000

Name and position	Year Ended June 30	Salary, consulting fee, retainer or commission (\$) ⁽¹⁰⁾	Bonus (\$) ⁽¹⁰⁾	Committee or meeting fees (\$) ⁽¹⁰⁾	Value of Prerequisites (\$) ⁽¹⁰⁾	Value of all other compensation (\$) ⁽¹¹⁾	Total compensation (\$) ⁽¹¹⁾
Michael Dake ⁽⁵⁾ <i>Director, Former CEO</i>	2017 2016	Nil 6,200	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil 6,200
John Jardine ⁽⁶⁾ <i>Former CFO</i>	2017 2016	60,000 60,000	Nil Nil	Nil Nil	Nil Nil	1,169 Nil	61,169 60,000
Andy Robinson ⁽⁷⁾ <i>Former Chief Operating Officer</i>	2017 2016	134,257 152,664	Nil Nil	Nil Nil	Nil Nil	Nil Nil	134,257 152,664
Jeremy Poirier ⁽⁸⁾ <i>Former Director and Corporate Consultant</i>	2017 2016	30,000 87,500	Nil Nil	Nil Nil	Nil Nil	2,544 Nil	32,544 87,500
Alexi Zawadzki ⁽⁹⁾ <i>Former VP-Business Development</i>	2017 2016	Nil 118,129	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil 118,129

Notes:

- (1) Mr. Highsmith was appointed a director of the Company on November 5, 2015 and as CEO on March 3, 2016.
- (2) Mr. Zink was appointed Chief Financial Officer of the Company on June 15, 2017.
- (3) Mr. Weinig was appointed as Vice-President, Permitting & Projects of the Company on March 31, 2017.
- (4) Mr. Mintak resigned as CEO of the Company on March 3, 2016, and was appointed Chairman of the Company on March 3, 2016. He resigned both positions on March 6, 2017.
- (5) Mr. Dake served as CEO from March 13, 2012 until October 18, 2012.
- (6) Mr. Jardine resigned as CFO on June 14, 2017.
- (7) Mr. Robinson was appointed as the Company's COO on November 4, 2014, and as a director of the Company on September 15, 2016. He resigned both positions on March 31, 2017.
- (8) Mr. Poirier served as a director of the Company from December 4, 2013 until September 1, 2016.
- (9) Mr. Zawadzki served as Vice-President, Business Development from November 13, 2014 until September 1, 2016.

(10) This amount represents the value paid by the Company on behalf of the NEO or director, representing employer contributed amounts due on the exercise of stock options.

Stock Options and Other Compensation Securities

The following table sets out compensation securities granted or issued to each NEO and directors of the Company in the two most recently completed financial years for services provided to the Company.

Name and position	Type of Compensation security	Number of compensation securities, number of underlying ⁽¹⁾ 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 (\$)	Expiry date
Patrick Highsmith <i>CEO and Director</i>	Stock Options	400,000 73%	2015-11-05	0.67	0.55	0.69	2020-11-05
		470,000 29.4%	2016-07-16	0.75	0.78	0.51	2019-07-25
Michael Dake <i>Director</i>	Stock Options	60,000 28.6%	2015-07-14	0.24	0.23	0.69	2017-07-15
		140,000 8.75%	2016-07-25	0.75	0.90	0.51	2019-07-25
Mary Little <i>Director</i>	Stock Options	150,000 12%	2015-10-23	0.67	0.67	0.69	2020-10-23
		140,000 8.75%	2016-07-25	0.75	0.90	0.51	2019-07-25
Walter Weinig <i>VP-Projects & Permitting</i>	Stock Options	250,000 43.4%	2017-04-19	0.50	0.51	0.51	2022-04-19
Scott Shellhaas <i>Director</i>	Stock Options	250,000 43.4%	2017-04-19	0.50	0.51	0.51	2022-04-19
Gerhard Jacob <i>Former Director</i>	Stock Options	150,000 12%	2015-10-23	0.67	0.67	0.69	2020-10-23
		140,000 8.75%	2016-07-25	0.75	0.90	0.51	2019-07-25
Andy Robinson <i>Former COO and Director</i>	Stock Options	150,000 12%	2015-10-23	0.67	0.67	0.69	2020-10-15
		200,000 12.5%	2016-07-25	0.75	0.90	0.51	2019-07-25

Name and position	Type of Compensation security	Number of compensation securities, number of underlying ⁽¹⁾ 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 (\$)	Expiry date
Jeremy Poirier <i>Former Director</i>	Stock Options	150,000 12%	2015-10-23	0.67	0.67	0.69	2020-10-15
		140,000 8.75%	2016-07-25	0.75	0.90	0.51	2019-07-25
John Jardine <i>Former CFO</i>	Stock Options	25,000 2%	2015-10-23	0.67	0.67	0.69	2020-10-15
		75,000 13.6%	2015-11-05	0.54	0.52	0.69	2020-11-05
		120,000 7.5%	2016-07-25	0.75	0.90	0.51	2019-07-25
Robert Mintak <i>Former Chairman, CEO and Director</i>	Stock Options	350,000 28%	2015-10-23	0.67	0.67	0.69	2020-10-23
		50,000 3%	2016-07-25	0.75	0.90	0.51	2019-07-25
Alexi Zawadzki <i>Former Director</i>	Stock Options	125,000 4%	2015-10-23	0.67	0.67	0.69	2020-10-23

Notes:

- (1) Each outstanding stock option of the Company entitles the holder thereof to acquire, upon exercise, one common share in the capital of the Company.

The following stock options, granted to NEOs and directors, are outstanding at June 30, 2017:

Name of Director	Number of Options	Exercise Price	Expiry Date
Patrick Highsmith	400,000	0.54	2020-11-20
	470,000	⁽¹⁾ 0.75	⁽²⁾ 2019-07-25
Michael Dake	150,000	0.245	2019-10-03
	150,000	0.67	2020-10-23
Mary Little	270,000	0.27	2020-03-11
	140,000	0.75	2019-07-25
Scott Shellhaas	250,000	0.50	2022-04-17

Exercise of Compensation Securities by Named Executive Officers and Directors

The following incentive stock options were exercised by NEOs and directors in the two most recently completed financial years.

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 (\$)
Robert Mintak <i>Former Chairman, CEO and Director</i>	Stock Options	125,000	0.40 ⁽¹⁾	2016-12-06	0.70	0.30	37,500
		25,000	0.40 ⁽¹⁾	2017-01-27	0.64	0.24	2,400
		500,000	0.245	2017-05-18	0.55	0.31	155,000
		350,000	0.67	2017-06-06	0.62	0.05	17,500
		50,000	0.75	2017-06-06	0.62	0.13	6,500
Mary Little <i>Director</i>	Stock Options	150,000	0.67	2015-10-13	0.67	0	100,500
Michael Dake <i>Director</i>	Stock Options	87,500	0.40 ⁽¹⁾	2017-01-01	0.57	0.17	14,875
		60,000	0.235	2017-07-24	0.57	0.34	20,400
Andy Robinson <i>Former Chief Operating Officer</i>	Stock Options	175,000	0.24	2016-03-18	0.74	0.50	87,500

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 (\$)
Jeremy Poirier <i>Former Director</i>	Stock Options	350,000	0.67	2017-04-08	0.50	0.17	59,500
		25,000	0.40 ⁽¹⁾	2016-09-09	0.82	0.42	10,500
		275,000	0.245	2016-09-27	0.76	0.355	143,000
Gerhard Jacob <i>Former Director</i>	Stock Options	10,000	0.245	2015-10-01	0.51	0.27	2,700
		10,000	0.245	2015-11-19	0.51	0.31	2,700
		10,000	0.245	2016-01-19	0.56	0.32	3,200
		8,000	0.245	2016-04-16	0.85	0.61	4,880
		10,000	0.245	2016-05-31	0.58	0.34	3,400
		10,000	0.245	2016-08-23	0.83	0.59	5,900
		15,000	0.245	2016-09-21	0.80	0.56	8,400
		15,000	0.245	2016-10-28	0.61	0.37	5,550
		10,000	0.245	2016-11-23	0.53	0.29	2,900
		30,000	0.245	2017-01-04	0.62	0.38	11,400
		12,000	0.245	2017-01-27	0.64	0.40	7,680
		30,000	0.245	2017-01-30	0.65	0.41	12,300

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 (\$)
		10,000	0.245	2017-03-06	0.59	0.35	3,500
		10,000	0.245	2017-05-01	0.52	0.28	2,800
John Jardine <i>Former CFO</i>	Stock Options	25,000	0.67	2016-04-08	0.75	0.08	2,000
		75,000	0.54	2016-04-08	0.75	0.21	15,750
		100,000	0.245	2016-04-08	0.75	0.51	51,000
Alexi Zawadzki <i>VP, Business Development</i>	Stock Options	400,000	0.24	2016-07-16	0.78	0.54	216,000
		125,000	0.67	2016-07-29	0.86	0.19	23,750

(1) These options were granted at an exercise price of \$0.10 per share. Effective April 3, 2014, the Company consolidated its share capital on a 4:1 basis.

Pension Plan Benefits

The Company does not have in place any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

Termination and Change of Control Benefits

The Company does not have any plan or arrangement to pay or otherwise compensate any Named Executive Officer, if his employment is terminated as a result of resignation, retirement, change of control, etc. or if his responsibilities change following a change of control.

Compensation of Directors

As at June 30, 2017, the Company had five directors, one of whom is also an NEO. For a description of the compensation paid to the NEO of the Company who also acted as a director, see “Summary Compensation Table”.

There was no other compensation granted to our directors (other than those who were also NEOs) during the financial year ended June 30, 2017, other than as set out herein.

The Company currently does not pay directors who are not employees or officers of the Company for attending directors meetings or for serving on committees. The Company has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Company for their services as directors, for committee participation, or for involvement in special assignments, during the most recent financial year ended June 30, 2017, other than as set out above. None of the Company’s directors have received any cash compensation for services provided in their capacity as directors, during the financial year ended June 30, 2017.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLAN

The Company has an incentive stock option plan under which stock options are granted. Stock options have been determined by the Company’s directors and are only granted in compliance with applicable laws and regulatory policy. The policies of the TSXV limit the granting of stock options to employees, officers, directors and consultants of the Company and provide limits on the length of term, number and exercise price of such options. The TSXV also requires annual approval of rolling stock option plans by shareholders. The Company will propose that a new form of rolling stock option plan be approved by shareholders at the Meeting. See below under “Particulars of Matters to be Acted On - Approval of New Incentive Stock Option Plan”.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets out those securities of the Company which have been authorized for issuance under equity compensation plans as at June 30, 2017:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights ⁽¹⁾	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) ⁽²⁾
Equity compensation plans approved by security holders	5,785,000	0.58	4,876,845
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	5,785,000	0.58	4,876,845

⁽¹⁾ Options outstanding which have been granted pursuant to the Company's Stock Option Plan.

⁽²⁾ The Company has a rolling stock option plan. The aggregate number of Shares reserved for issuance is a maximum of 10% of the issued and outstanding share capital of the Company at the date of grant. As at June 30, 2017, 4,876,845 options were available for issuance.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of our directors or executive officers, proposed nominees for election as directors, or associates of any of them, is or has been indebted to the Company or our subsidiaries at any time since the beginning of the financial year ended June 30, 2017, and no indebtedness remains outstanding as at the date of this Information Circular.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person of the Company, no proposed nominee for election as a director of the Company, and no associate or affiliate of any of these persons, has any material interest, direct or indirect, in any transaction since the commencement of our last financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of our subsidiaries, other than as disclosed under the heading "Particulars of Matters to be Acted On".

An "informed person" means:

- (a) a director or executive officer of the Company;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;
- (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company other than voting securities held by the person or company as underwriter in the course of a distribution; and

(d) the Company if it has purchased, redeemed or otherwise acquired any of its securities, so long as it holds any of its securities.

AUDIT COMMITTEE

As at the date hereof, the Audit Committee is composed of Patrick Highsmith, Michael Dake and Mary Little. Ms. Little and Mr. Dake are not currently, and have not for the past three years, been an executive officer or employee of the Company and are therefore independent. Mr. Highsmith is the Company's CEO and therefore is not independent. All of the members of the Audit Committee are "financially literate" as that term is defined in National Instrument 52-110 Audit Committees ("NI 52-110").

Relevant Education and Experience of Audit Committee Members

Each audit committee member has gained financial literacy through their years of experience serving as directors of several mining and mineral exploration companies and other private companies. In these positions, each member would be responsible for receiving financial information relating to their company and obtaining an understanding of the balance sheet, income statement and statement of cash flows and how these statements are integral in assessing the financial position of the company and its operating results. Each member has significant understanding of the mineral exploration business in which the Company engages and has an appreciation of the relevant accounting principles for that business.

Name of Audit Committee Member	Independent (1)	Financially Literate (2)	Other Reporting Issuer Experience
Patrick Highsmith	No	Yes	Lithium One, Inc. Copper One, Inc. Orestone Mining Corp Bellhaven Copper and Gold Inc. Alhambra Resources Ltd.
Mary Little	Yes	Yes	Mirasol Resources Ltd. Sandstorm Gold Ltd. Tinka Resources Limited
Michael Dake	Yes	Yes	Cricket Resources Ltd. Portofino Resources Corp. Shamrock Enterprises Inc. Trinity Valley Energy Corp.

⁽¹⁾ ⁽²⁾ As those terms are defined in NI 52-110.

Audit Committee Charter

The full text of the Company's Audit Committee Charter is attached as Schedule "A" to this Information Circular.

Audit Fees and Audit-Related Fees

The aggregate fees unbilled/billed by the Company's external auditor for the financial year ended June 30, 2017 or audit and assurance and related services were approximately \$25,000 (2016: \$15,500).

Tax Fees

The aggregate fees unbilled/billed for tax compliance, tax advice and tax planning services by the Company's external auditor for the financial year ended June 30, 2017 were \$3,600 (2016: \$3,250).

All Other Fees

The aggregate fees billed by the Company's external auditor for the financial year ended June 30, 2017 for review of unaudited interim financial statements, compilation of consolidated financial statements and related services were Nil (2016: Nil).

The Company is relying on the exemption in section 6.1 of NI 52-110, which exempts issuers whose shares are listed on the TSXV from the requirements of Part 3 (Composition of Audit Committee) and Part 5 (Reporting Obligations).

APPOINTMENT OF AUDITOR

The Company recommends that Wolrige Mahon LLP, Chartered Accountants ("**Wolrige Mahon**") of Vancouver, British Columbia, be appointed as auditors of the Company for the ensuing year until the next annual meeting of shareholders. Wolrige Mahon was first appointed auditors of the Company on September 18, 2014 by the Board of Directors, upon the recommendation of the Audit Committee of the Company.

The management designees, if named as proxy, intend to vote the Common Shares represented by any such proxy FOR the appointment of Wolrige Mahon as auditors of the Company, at a remuneration to be fixed by the Board, unless a shareholder has specified in his or her proxy that his or her Common Shares are to be withheld from voting on the appointment of auditors.

CORPORATE GOVERNANCE

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 *Corporate Governance Guidelines* provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("**NI 58-101**") prescribes certain disclosure by the Company of its corporate governance practices. The disclosure required by NI 58-101 is presented below.

1. Board of Directors

The Board of Directors (the "**Board**") facilitates its independent supervision over management through regular meetings of the Board. The non-management directors of the Board do not hold regularly scheduled meetings at which non-independent directors are not in attendance. However, the size of the

Board and the nature of the Company's operations ensure that open and candid discussion among the independent directors is possible.

The independent members of the Board of Directors are Mary Little, Michael Dake, Scott Shellhaas and Bassam Moubarak, all of whom shall stand for re-election at the Meeting. The non-independent director standing for re-election at the Meeting is Patrick Highsmith, CEO.

The mandate of the Board, as prescribed by the *Business Corporations Act* (British Columbia), is to manage or supervise management of the business and affairs of the Company and to act with a view to the best interests of the Company. In doing so, the Board oversees the management of the Company's affairs directly and through its committees.

2. Directorships

Certain of the directors of the Company are also directors and/or officers of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction as follows:

Name of Director	Other reporting issuer (or equivalent in a foreign jurisdiction)
Patrick Highsmith	FireFox Gold Corp.
Mary Little	Tinka Resources Limited Sandstorm Gold Ltd.
Michael Dake	Cricket Resources Ltd. Portofino Resources Corp. Trinity Valley Energy Corp.
Bassam Moubarak	Lithium X Energy Corp. Highway 50 Gold Corp.

3. Orientation and Continuing Education

The Board of Directors is responsible for providing orientation for all new recruits to the Board. Each new director brings a different skill set and professional background, and with this information, the Board is able to determine what orientation to the nature and operations of the Company's business will be necessary and relevant to each new director. The Company provides continuing education for its directors as the need arises and encourages open discussion at all meetings, which format encourages learning by the directors.

4. Ethical Business Conduct

The Board of Directors relies on the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law to ensure the Board operates independently of management and in the best interests of the Company. The Board of Directors has found that these, combined with 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.

5. Nomination of Directors

The Board of Directors considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders. The Board takes into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

6. Compensation

The Board of Directors and Compensation Committee are responsible for determining all forms of compensation, including long-term incentives in the form of stock options, to be granted to the CEO of the Company and the directors, and for reviewing the CEO's recommendations respecting compensation of the other officers of the Company, to ensure such arrangements reflect the responsibilities and risks associated with each position. Please refer to "Executive Compensation – Corporate Governance" above for further details.

7. Other Board Committees

Aside from the Compensation Committee, the Board has an Audit Committee, the members of which are Patrick Highsmith, Mary Little and Michael Dake. A description of the function of the Audit Committee can be found in this Information Circular as Schedule "A".

8. Assessments

The Board annually reviews its own performance and effectiveness as well as reviews the Audit Committee Charter and recommends revisions as necessary. Neither the Company nor the Board has adopted formal procedures to regularly assess the Board, the Audit Committee or the individual directors as to their effectiveness and contribution. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of individual directors are informally monitored by the other Board members, bearing in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

The Board of Directors monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and its committees. The Board believes its corporate governance practices are appropriate and effective for the Company, given its size and operations. The Company's corporate governance practice allows the Company to operate efficiently, with checks and balances that control and monitor management and corporate functions without excessive administrative burden.

MANAGEMENT CONTRACTS

The management functions of the Company are not to any substantial degree performed by any person other than the executive officers and directors of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

Incentive Stock Option Plan

The only equity compensation plan which the Company currently has in place is the 2016 stock option plan (the “**2016 Plan**”) which was previously approved by shareholders on September 1, 2016. The 2016 Plan was established to provide incentive to employees, directors, officers, management companies and consultants who provide services to the Company. The TSXV policies respecting the granting of stock options requires that all companies listed on the TSXV adopt a stock option plan and that any stock option plans that reserve a maximum of 10% of the issued and outstanding share capital of the Company at the time of grant (a “**Rolling Plan**”), must be approved and ratified by shareholders on an annual basis. The 2016 Plan was a Rolling Plan, and Company management seeks shareholder approval for a renewal of the 2016 Plan, as the Company’s 2017 Plan (the “**2017 Plan**”) in accordance with and subject to the rules and policies of the TSXV. The intention of management in proposing the 2017 Plan is to increase the proprietary interest of such persons in the Company and thereby aid the Company in attracting, retaining and encouraging the continued involvement of such persons with the Company.

It is proposed that under the 2017 Plan, which will be subject to approval by the TSXV, the total number of common shares allotted and reserved for future issuance will be equivalent to 10% of the issued and outstanding share capital of the Company from time to time. The Company is presently classified as a Tier 2 Issuer by the TSXV.

Terms of the 2017 Plan

A full copy of the 2017 Plan will be available at the Meeting for review by shareholders. Shareholders may also obtain copies of the 2017 Plan from the Company prior to the Meeting on written request. The following is a summary of the material terms of 2017 Plan:

Number of Shares Reserved. The number of common shares reserved for issuance under the 2017 Plan is 10% of the number of common shares outstanding at any given time.

Administration. The 2017 Plan is to be administered by the Board of Directors of the Company or by a committee to which such authority is delegated by the Board from time to time.

Eligible Persons. The 2017 Plan provides that stock options may be issued only to directors, officers, employees and consultants of the Company or of any of its affiliates or subsidiaries, and to employees of consultant companies providing management or administrative services to the Company, and to consultant companies themselves. Such persons and entities are referred to herein as “Eligible Persons”.

Board Discretion. The 2017 Plan provides that, generally, the number of shares subject to each option, the exercise price, the expiry time, the extent to which such option is exercisable and other terms and conditions relating to such options shall be determined by the Board of Directors of the Company or any committee to which such authority is delegated by the Board from time to time.

Maximum Term of Options. Options granted under the 2017 Plan will be for a term not exceeding ten years from the date of grant.

Maximum Options per Person. The number of shares reserved for issuance to any one option holder pursuant to options granted under the 2017 Plan during any twelve month period may not exceed 5% (or, in the case of a Consultant, 2%) of the outstanding shares of the Company at the time of grant. The number of shares reserved for issuance to Consultants and Employees who are engaged in investor relations activities is limited to an aggregate of 2% of the outstanding shares of the Company at the time of grant.

No Assignment. The options may not be assigned or transferred.

Termination Prior to Expiry. Generally, Options must expire and terminate on a date stipulated by the Board at the time of grant and, in any event, must terminate within a reasonable period following the date on which the option holder ceases to be an Eligible Person. If an option holder dies, the options of the deceased option holder will be exercisable by his or her estate for a period not exceeding 12 months or the balance of the term of the options, whichever is shorter.

Exercise Price. Options granted under the terms of the 2017 Plan will be exercisable at a price which is not less than the Discounted Market Price, as that term is defined in the TSXV policy manual as of the date hereof, or such other minimum price as is permitted by the TSXV in accordance with its policies from time to time.

Full Payment for Shares. The Company will not issue shares pursuant to options granted under the 2016 Plan unless and until the shares have been fully paid for. The Company will not provide financial assistance to option holders to assist them in exercising their options.

Reduction of Exercise Price. The exercise price of stock options granted to Insiders (as that term is defined in the 2017 Plan) may not be decreased without disinterested shareholder approval.

Termination of Plan. The 2017 Plan will terminate pursuant to a resolution of the Board or the Company's shareholders.

At the Meeting, shareholders will be asked to pass an ordinary resolution approving the 2017 Plan in the following form:

“BE IT RESOLVED that the Company's 2017 Plan pursuant to which directors may from time to time reserve for issuance and issue up to 10% of the then issued and outstanding common shares of the Company pursuant to incentive stock options granted to directors, officers, employees and consultants of the Company and its subsidiaries, as more particularly described in the Company's Information Circular dated September 18, 2017, is approved, ratified and confirmed, subject to regulatory approval.

The foregoing resolution must be approved by a simple majority of the votes cast at the Meeting by the holders of Common Shares. If the 2017 Plan is not approved by the shareholders, the Company will have to consider other methods of compensating and providing incentives to directors, officers and consultants.

The Directors of the Company believe the passing of the foregoing ordinary resolution is in the best interests of the Company and recommend that shareholders of the Company vote in favour of the resolution.

Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote FOR the approval of the 2017 Plan.

ADDITIONAL INFORMATION

Additional information about the Company is located on SEDAR at www.sedar.com. Financial information is provided in the Company's comparative financial statements and Management's Discussion and Analysis for its financial years ended June 30, 2016 and June 30, 2017. Financial information for the years ended June 30, 2016 and June 30, 2017 has been filed on SEDAR. Shareholders may contact the Company to request copies of the financial statements and Management's Discussion and Analysis by writing to the Corporate Secretary, Suite 1400, 1111 West Georgia Street, Vancouver, BC V6E 4M3, or by email to: d.szigety@pureenergyminerals.com.

OTHER MATERIAL FACTS

Management knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the Proxy solicited hereby will be voted on such matter in accordance with the best judgment of the persons voting by proxy.

DATED at Vancouver, British Columbia, on the 21st day of September, 2017.

BY ORDER OF THE BOARD

PURE ENERGY MINERALS LIMITED

"Patrick Highsmith"
CEO

AUDIT COMMITTEE'S CHARTER

Article 1 – Mandate and Responsibilities

The Audit Committee is appointed by the board of directors of the Company (the “**Board**”) to oversee the accounting and financial reporting process of the Company and audits of the financial statements of the Company. The Audit Committee’s primary duties and responsibilities are to:

- (a) recommend to the Board the external auditor to be nominated for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company;
- (b) recommend to the Board the compensation of the external auditor;
- (c) oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- (d) pre-approve all non-audit services to be provided to the Company or its subsidiaries by the Company’s external auditor;
- (e) review the Company’s financial statements, MD&A and annual and interim earnings press releases, before the Company publicly discloses this information;
- (f) be satisfied that adequate procedures are in place for the review of all other public disclosure of financial information extracted or derived from the Company’s financial statements, and to periodically assess the adequacy of those procedures;
- (g) establish procedures for:
 - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
 - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
- (h) review and approve the Company’s hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company.

The Board and management will ensure that the Audit Committee has adequate funding to fulfill its duties and responsibilities.

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