



LOS ANDES COPPER Ltd.

NOTICE OF MEETING
INFORMATION CIRCULAR
FOR THE
ANNUAL GENERAL MEETING
OF
LOS ANDES COPPER LTD.

to be held on
November 6, 2015



LOS ANDES COPPER Ltd.

Commerce Place

Suite 1950—400 Burrard Street,
Vancouver, BC V6C 3A6 Canada

Phone +1.604.681.2802 Fax +1.604.682.2802

www.losandescopper.com

Report to Shareholders

To the Shareholders of Los Andes Copper Ltd.

During the past year the mining sector has continued to experience a challenging environment, with commodity prices suffering a significant downturn and the equity markets remaining reluctant to providing relevant funding to pre-production stage mining companies. Despite the adverse market conditions, earlier this year, the Company raised approximately \$2.1 million in equity, of which \$1.45 million were completed through a private placement of shares and the balance was done through the capitalization of debt obligations. These funds have been used to pay for preparatory expenses associated with the Vizcachitas project's work program and for working capital.

On September 10, 2015, Los Andes announced another capital increase for approximately \$2.3 million, including a \$2.15 million private placement of shares and approximately \$145,000 of capitalization of debt obligations. As of September 30, 2015, the Company had closed the debt capitalization component and a first tranche of the private placement for approximately \$1.32 million.

The development work of the hydroelectric project has continued to advance and the preparation of the company's submission for environmental approval is underway; the baseline campaigns have been completed and the report is in preparation. Engineering for the hydroelectric generation facilities is underway and the definition of the layout for the power transmission line and its connection to the grid is well advanced.

Vizcachitas is a significant copper resource, one of a number of undeveloped copper projects that will be needed to help meet the projected global copper demand growth resulting from continued industrialization and urbanization over the next decades. We believe that Vizcachitas has strong advantages over other currently undeveloped projects: its location in a stable, mining-friendly country along a prolific copper belt, and access to excellent infrastructure. Vizcachitas is also one of only a few significant copper projects currently not controlled by a major mining company or by a government.

I would like to thank the management and Board of Directors for their continued guidance and you, the shareholders, for your continued support.

"Antony Amberg"

Antony Amberg

President

October 2, 2015



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NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the 2015 Annual General Meeting (the "*Meeting*") of the shareholders of Los Andes Copper Ltd. (the "*Company*") will be held at Commerce Place, 1950 - 400 Burrard Street, Vancouver, BC, on Friday November 6, 2015, at 10:00 a.m. (Vancouver Time) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the year ended September 30, 2014 together with the report of the auditors of the Company thereon;
2. To determine the number of directors at six (6) and to elect directors;
3. To appoint an auditor for the ensuing year and to authorize the directors to fix the remuneration of the auditor;
4. To approve and ratify the Company's Stock Option Plan as more fully set out in the Information Circular;
5. To transact any other business that may properly come before the Meeting and any adjournment thereof.

Information relating to the matters to be brought before the Meeting is set forth in the Information Circular which accompanies this Notice of Meeting and which is supplemental to and expressly made a part of this Notice of Meeting.

It is important that your common shares be represented at this Meeting to ensure a quorum. If you cannot be present to vote in person, please ensure that your proxy or, if a corporation, your representative, is appointed and present to vote on your behalf at the Meeting. Instructions regarding the appointment of a proxyholder or representative are contained in the Information Circular.

DATED at Vancouver, British Columbia, on this 2nd day of October, 2015

BY ORDER OF THE BOARD OF DIRECTORS OF

LOS ANDES COPPER LTD.

"Antony Amberg"
Antony Amberg
President & CEO



LOS ANDES COPPER Ltd.

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INFORMATION CIRCULAR
(Containing information as at October 2, 2015)

GENERAL PROXY INFORMATION

Solicitation of Proxies

This information circular (the "*Information Circular*") is furnished in connection with the solicitation of proxies (each a "*Proxy*") by the management of Los Andes Copper Ltd. (the "*Company*") for use at the 2015 Annual General Meeting (the "*Meeting*") of shareholders of the Company to be held at the time and place and for the purposes set forth in the Notice of Meeting distributed with this Information Circular.

The solicitation of Proxies will be primarily by mail, but Proxies may be solicited personally or by telephone by directors ("*Directors*"), officers and regular employees of the Company at nominal cost. In accordance with National Instrument 54-101 of the Canadian Securities Administrators ("*NI 54-101*"), arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the common shares in the capital of the Company ("*Shares*") held of record by such persons, and the Company may reimburse such persons for reasonable fees and disbursements incurred by them in so doing. All costs of all solicitations will be borne by the Company.

Appointment of Proxyholders

A shareholder entitled to vote at the Meeting may by means of a Proxy appoint a proxyholder or one or more alternate proxyholders, who need not be shareholders, to attend and act at the Meeting for the shareholder on the shareholder's behalf.

The individuals named in the accompanying form of Proxy are Directors and/or officers of the Company. **A shareholder wishing to appoint some other person (who need not be a shareholder) to represent him or her at the Meeting has the right to do so, either by inserting such person's name in the blank space provided in the form of Proxy or by completing another form of Proxy. Such a shareholder should notify the nominee of his or her appointment, obtain his or her consent to act as proxy and instruct him or her on how the shareholder's Shares are to be voted. In any case, the form of Proxy should be dated and executed by the shareholder or his/her attorney authorized in writing, or if the shareholder is a corporation, under its corporate seal, or by an officer or attorney thereof duly authorized.**

A Proxy will not be valid for the Meeting or any adjournment thereof unless the completed form of Proxy is delivered, by mail or by hand to Computershare Trust Company of Canada, Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, not later than 48 hours (excluding Saturdays, Sundays and holidays) before the commencement of the Meeting or the adjournment thereof at which the Proxy is to be used. A Shareholder may also follow the instructions on the form of proxy to vote by telephone or internet.

Revocability of Proxy

In addition to revocation in any other manner permitted by law, a shareholder who has given a Proxy may revoke it by either executing a Proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the shareholder or the shareholder's authorized attorney in writing or, if the shareholder is a company, under its corporate seal by an officer or attorney duly authorized; and by depositing the Proxy bearing a later date with Computershare Trust Company of Canada, Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, that precedes any reconvening thereof, or to the chair of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law. In addition, a Proxy may be revoked by the shareholder personally attending the Meeting and voting the shareholder's shares. The revocation of a Proxy will not affect a matter on which a vote is taken before the revocation.

Exercise of discretion

On a poll, the nominees named as proxyholders in the accompanying form of Proxy will vote or withhold from voting the Shares represented thereby in accordance with the instructions of the shareholder on any ballot that may be called for, and where the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly. **The Proxy will confer discretionary authority on the nominees named therein with respect to each matter or group of matters identified therein for which a choice is not specified other than the appointment of an auditor and the election of Directors, any amendment to or variation of any matter identified therein and any other matter that properly comes before the Meeting.**

In respect of a matter for which a choice is not specified or where both choices have been specified in the Proxy, the nominees named in the accompanying form of Proxy will vote Shares represented by the Proxy at their own discretion for the approval of such matter.

As of the date of this Information Circular, management of the Company knows of no amendment, variation or other matter that may come before the Meeting, but if any amendment, variation or other matter properly comes before the Meeting each nominee in the accompanying form of Proxy intends to vote thereon in accordance with the nominee's best judgment.

Proxy Voting Options

Shareholders may wish to vote by Proxy whether or not they are able to attend the Meeting in person. Submitting a Proxy by mail, internet voting or by hand delivery are the only methods by which a shareholder may appoint a person as Proxy other than a Director or officer of the Company named on the form of Proxy.

Registered shareholders electing to submit a Proxy must complete, date and sign the form of Proxy. It must then be delivered by mail or by hand to the Company's transfer agent, Computershare Trust Company of Canada, Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, not later than 48 hours (excluding Saturdays, Sundays and holidays) before the commencement of the Meeting or the adjournment thereof. A Shareholder may also follow the instructions on the form of proxy to vote by telephone or internet.

Information for Non-Registered Shareholders

The information set forth in this section is of significant importance to many shareholders of the Company, as a substantial number of shareholders do not hold Shares in their own name. Shareholders who do not hold their Shares in their own name (collectively referred to in this Information Circular as "*Beneficial Shareholders*") should note that only Proxies deposited by shareholders whose names appear on the records of the Company as the registered holders of Shares can be recognized and acted upon at the Meeting. If Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Shares will not be registered in the shareholder's name on the records of the Company. Such Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In the United States the vast majority of such shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited; and which acts as nominee for many Canadian brokerage firms). **Beneficial Shareholders should ensure that instructions respecting the voting of their Shares are communicated to the appropriate person.**

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the form of Proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communication Solutions Inc. ("*Broadridge*") (formerly, ADP Investor Communication Services) in the United States and in Canada. Broadridge typically applies a special sticker to proxy forms, mails those forms to the Beneficial Shareholders and requests the Beneficial Shareholders to return the proxy forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge proxy cannot use that proxy to vote Shares directly at the Meeting. That proxy must be returned to Broadridge well in advance of the Meeting in order to have the Shares voted.**

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

The Company has decided to take advantage of the provisions of NI 54-101 that permit it to deliver proxy-related materials directly to its NOBOs. By choosing to send these materials to you directly, the Company (and not the intermediary holding common shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. As a result if you are a NOBO of the Company, you can expect to receive a scannable Voting Instruction Form (“*VIF*”) from the Company. Please complete and return the VIF to the Company’s transfer agent in the envelope provided. In addition, telephone voting and internet voting instructions are provided on the VIF. The Company’s transfer agent will tabulate the results of the VIFs received from the Company’s NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs it receives.

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

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of his or her broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered shareholder and vote the Shares in that capacity. **Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their Shares as proxyholder for the registered shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the same to their broker (or the broker’s agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.** Alternatively, a Beneficial Shareholder may request in writing that his or her broker send to the Beneficial Shareholder a legal Proxy which would enable the Beneficial Shareholder to attend at the Meeting and vote his or her Shares.

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

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

The Directors and officers of the Company are eligible for grants of options under the Company’s Stock Option Plan and therefore have an interest in the approval of the Company’s Stock Option Plan. Except as set out herein, 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 end 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 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 election of Directors or the appointment of auditors.

RECORD DATE AND VOTING SECURITIES

The Company has set the close of business on October 2, 2015 as the record date (the “*Record Date*”) for determination of persons entitled to receive notice of the Meeting. Only the registered holders of Shares, and those beneficial holders entitled to receive notice pursuant to NI 54-101 through their intermediaries, as at that date, are entitled to receive notice of and to vote at the Meeting unless after that date a shareholder of record transfers his or her Shares and the transferee, upon producing properly endorsed certificates evidencing such Shares or otherwise establishing that he or she owns such Shares, requests at least 10 calendar days prior to the Meeting that the transferee’s name be included in the list of shareholders entitled to vote, in which case such transferee is entitled to vote such Shares at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of common shares without par value, each carrying the right to one vote, of which 216,669,186 common shares are issued and outstanding as of October 2, 2015. The Company has no other class of voting securities, nor are there cumulative or similar voting rights attached to the Shares.

On a show of hands, every individual who is present and is entitled to vote as a shareholder or as a representative of one or more corporate shareholders, or who is holding a proxy on behalf of a shareholder who is not present at the Meeting, will have one vote, and on a poll every shareholder present in person or represented by a proxy and every person who is a representative of one or more corporate shareholders, will have one vote for each common share registered in his name or the name of the corporate shareholder on the list of shareholders, which is available for inspection during normal business hours at Computershare Trust Company of Canada and will be available at the Meeting. **Shareholders represented by proxy holders are not entitled to vote on a show of hands.**

To the knowledge of the Directors and executive officers of the Company, only the following shareholders beneficially own, control or direct, directly or indirectly, Shares carrying 10% or more of the voting rights attached to any class of voting securities of the Company:

Shareholder Name	Number of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly	Percentage of Outstanding Shares
Turnbrook Mining Ltd.	111,802,194	51.60

ELECTION OF DIRECTORS

Each Director of the Company is elected annually and holds office until the next annual general meeting of the shareholders or until his or her successor in office is duly elected or appointed, unless his or her office is earlier vacated in accordance with the Articles of the Company or the provisions of the *Business Corporations Act* (British Columbia). The term of office of each Director expires at the Meeting.

Shareholder approval will be sought to fix the number of Directors of the Company at six (6).

The Company is required to have an audit committee. Members of this committee are as set out below.

Management of the Company proposes to nominate each person listed below for election as a Director (a "proposed Director") of the Company. MANAGEMENT DOES NOT CONTEMPLATE THAT ANY OF THE NOMINEES WILL BE UNABLE TO SERVE AS A DIRECTOR. IN ADDITION TO THE SLATE OF NOMINEES HEREIN LISTED, SHAREHOLDERS PRESENT AT THE MEETING SHALL BE ENTITLED TO NOMINATE AND VOTE FOR THE ELECTION OF ANY OTHER PERSON OR PERSONS AS A DIRECTOR OR DIRECTORS. THE COMPANY HAS NOT RECEIVED NOTICE OF AND MANAGEMENT IS NOT AWARE OF ANY PROPOSED NOMINEES ADDITIONAL TO THOSE NAMED.

Name, Province and Country of Residence and Position	Principal Occupation or employment and, if not a previously elected Director, occupation during the past 5 years	Director Since	Number of Common Shares beneficially owned, or controlled or directed, directly or indirectly ⁽³⁾
Eduardo Covarrubias Santiago, Chile Director	Director of the Company, Entrepreneur and Businessman	December 21, 2010	Nil
Klaus Zeitler ⁽¹⁾ British Columbia, Canada Chairman & Director	Chairman of the Company, Chairman and director of Amerigo Resources Ltd.	March 30, 2007	2,172,047 ⁽⁴⁾
Gonzalo Delaveau ⁽²⁾ Santiago, Chile Director	Founding Partner, Honorato, Delaveau & Cia. Chairman of the Chilean Chapter of Transparency International Chairman of fund manager Nevasa HMC S.A.	December 21, 2010	71,968
Frank O'Kelly Santiago, Chile Director	Self Employed Consultant	May 9, 2007	69,695
Francisco Covarrubias ⁽²⁾ Santiago, Chile	Sub Gerente - Negocios of Acfin, Business Developer- Australia Trade Commission, Independent Consultant, Financial Analyst and Controller- Cono Sur Winery, Project Business Consultant	September 9, 2011	69,695
Paul Miquel Santiago, Chile Director	Country Head, Chile, Peru and Columbia - Société Générale, Country Head, Venezuela and Chile – BNP Paribas	May 3, 2013	942,567 ⁽⁵⁾

⁽¹⁾ Chairman of the audit committee.

⁽²⁾ Member of the audit committee.

⁽³⁾ The information as to the number of shares beneficially owned, or controlled or directed, directly or indirectly, not being within the knowledge of the Company, has been furnished by the respective Directors individually.

⁽⁴⁾ All owned indirectly.

⁽⁵⁾ 879,690 owned indirectly.

All of the Directors who are elected will have their term of office expire at the next annual general meeting of the Company.

To the knowledge of the Company:

- (a) No proposed Director is, as at the date of this Information Circular, or has been, within the ten 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 the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemptions under securities legislation for a period of more than 30 consecutive days that was while the proposed Director was acting in the capacity of director, chief executive officer or chief financial officer; or
 - (ii) was the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under securities legislation for a period of more than 30 consecutive days, that was issued after the proposed Director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;

- (b) no proposed Director is as at the date of this Information Circular or has been within the ten years before the date of this Information Circular, a director or executive officer of any company, including the Company, that while the proposed Director was acting in that capacity, or within a year of the proposed Director 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 his or its assets; or
- (c) no proposed Director of the Company or any personal holding company of any proposed Director has, within the ten 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 that person.

No proposed Director or any personal holding company of any proposed Director 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 securityholder in deciding whether to vote for a proposed Director.

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

Name of Director	Name of Other Reporting Issuer
Eduardo Covarrubias	N/A
Klaus Zeitler	Amerigo Resources Ltd., Western Copper and Gold Corporation, Tahoe Resources Inc.
Gonzalo Delaveau	N/A
Frank O'Kelly	N/A
Francisco Covarrubias	N/A
Paul Miquel	N/A

STATEMENT OF EXECUTIVE COMPENSATION AND REMUNERATION OF MANAGEMENT AND OTHERS

Management Compensation Discussion and Analysis

Executive compensation is based upon the need to provide a compensation package that will allow the Company to attract and retain qualified and experienced executives, balanced with a pay-for-performance philosophy. Compensation for the 2014 and prior fiscal years has historically been based upon a negotiated consulting fee, with stock options potentially being issued as an incentive for performance. The Company's board of directors (the "Board") considers all relevant matters including the goals of the Company and the effectiveness of management in achieving those goals, the skill, qualifications and level of responsibility of management and compensation provided by comparable companies. The Company granted 500,000 options during the fiscal year ending September 30, 2014. Other than as set out in this Information Circular there have been no changes in the levels of compensation to the Company's NEOs and directors who are not NEOs.

Annual Compensation

The following table (presented in accordance with National Instrument Form 51-102F6 *Statement of Executive Compensation* ("Form 51-102F6")) sets out total compensation for each of the Company's Named Executive Officers ("NEOs") in the most recently completed financial years that end on or after December 31, 2011. Pursuant to Form 51-102F6, NEOs include the CEO, the CFO, each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year, and any individual who would have satisfied such criteria but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

Summary Compensation Table for Financial Years ending September 30, 2012, 2013 and 2014

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Eduardo Covarrubias ^{(1), (2)} President and CEO	2014	Nil	Nil	Nil	Nil	Nil	Nil	194,336 ⁽³⁾	194,336
	2013	Nil	Nil	Nil	Nil	Nil	Nil	182,777 ⁽³⁾	182,777
	2012	Nil	Nil	Nil	Nil	Nil	Nil	134,873 ⁽³⁾	134,873
Aurora Davidson ⁽⁴⁾ CFO	2014	Nil	Nil	Nil	Nil	Nil	Nil	42,000 ⁽⁵⁾	42,000
	2013	Nil	Nil	Nil	Nil	Nil	Nil	40,500 ⁽⁵⁾	40,500
	2012	Nil	Nil	Nil	Nil	Nil	Nil	36,000 ⁽⁵⁾	36,000

(1) Appointed President of the Company effective January 25, 2011.

(2) Resigned as President and CEO effective May 13, 2015

(3) Earned by Kasheema International Ltd., of which Mr. Covarrubias is the principal, pursuant to a consulting agreement made as of January 17, 2011, as amended on July 20, 2012.

(4) Appointed Chief Financial Officer of the Company effective March 30, 2007.

(5) Earned by Delphis Financial Strategies Inc., of which Ms. Davidson is the principal, pursuant to a consulting agreement made as of April 1, 2007.

Incentive Plan Awards

The following table sets out information concerning share-based and option-based awards outstanding at the end of the financial year ended September 30, 2014:

Outstanding Share-Based Awards and Option-Based Awards⁽¹⁾						
Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of Shares or units that have not vested (#)	Market or payout value of Share-based awards that have not vested (\$)
Eduardo Covarrubias	Nil	N/A	N/A	N/A	N/A	N/A
Aurora Davidson	Nil	N/A	N/A	N/A	N/A	N/A

The Company's Stock Option Plan is discussed in this information circular under the heading "Stock Option Plan".

Pension Plan Benefits

The Company does not provide retirement benefits for Directors or executive officers.

Termination and Change of Control Benefits

Other than as set out below, the Company does not have a contract with an NEO that provides for termination and change of control benefits.

Pursuant to a contract made as of the 1st day of April, 2007 (the "Delphis Contract") between the Company and Delphis Financial Strategies Inc. ("Delphis"), a company in respect of which Ms. Aurora Davidson is principal, the Company agreed to pay to Delphis a fee of \$3,000 per month plus applicable taxes. Effective January 1, 2013 the monthly fee paid to Delphis was increased to \$3,500 plus applicable taxes. The Delphis Contract contains termination provisions, which may be summarized as follows:

- a) Delphis may terminate the Delphis Contract by giving notice to the Company at least three months prior to termination;
- b) The Company may terminate the Delphis Contract immediately upon the death of Ms. Davidson or for cause, upon which Delphis is entitled to the prorated portion of its fee through the date of termination and reimbursement for expenses properly incurred prior to the date of termination plus the prorated portion of its fee for an additional period of one month. Cause is defined as existing if:
 - i) Delphis commits a breach of any of the material provisions contained in the Delphis Contract;
 - ii) Delphis is guilty of any misconduct or neglect in the discharge of its duties pursuant to the Delphis Contract;
 - iii) Delphis becomes bankrupt or makes any arrangements or assignments with its creditors; or
 - iv) Delphis or Ms. Davidson is convicted of any criminal offence or misdemeanor involving moral turpitude.
- c) The Company may terminate the Delphis Contract in any other circumstance on six months notice to Delphis, provided that if Delphis is terminated or voluntarily resigns for "Good Reason" within 90 days following a "Change in Control", the Company is required to pay to Delphis an amount equal to twelve months payment of the fee then in effect (the "Control Payment"). "Good Reason" is defined to mean (1) a reduction in the fee, (2) a material reduction in Delphis's responsibilities or duties or (3) a requirement that Delphis relocate its residence from its present location. The Delphis Contract states that a "Change in Control" will be evidenced by the election or appointment of a majority of new directors of the Company or the acquisition by any person or by any person and such person's associates or related bodies corporate, as such terms are defined in the British Columbia Securities Act, and whether directly or indirectly, of shares of the Company which, when added to all other shares of the Company at the time held by such person and such person's associates and related bodies corporate, totals for the first time fifty percent (50%) or more of the outstanding shares of the Company. The Delphis Contract further provides that the Company is not required to make the Control Payment to Delphis if, after a Change in Control, Delphis is offered a reasonably equivalent position with the surviving corporation and does not accept such position.

The Company's subsidiary, Vizcachitas Ltd. ("VL"), and Kasheema International Ltd. ("Kasheema"), a company in respect of which Mr. Eduardo Covarrubias ("Covarrubias") is principal, entered into a contract as of January 17, 2011 (the "Kasheema Contract") which provided for a fee of US \$10,000 plus any applicable taxes per month. The Kasheema Contract was amended as of July 20, 2012 to provide for a fee of US \$15,000 plus any applicable taxes per month, and contains termination provisions which may be summarized as follows:

- a) VL or Kasheema may terminate the Kasheema Contract by giving notice to the other party at least two months prior to termination;
- b) VL may terminate the Kasheema Contract immediately upon the death of Covarrubias or for cause, upon which Kasheema is entitled to reimbursement for expenses properly incurred prior to the date of termination. Cause is defined as existing if:
 - i) Kasheema commits a breach of any of the material provisions contained in the Kasheema Contract;
 - ii) Kasheema is guilty of any misconduct or neglect in the discharge of its duties pursuant to the Kasheema Contract;
 - iii) Kasheema becomes bankrupt or makes any arrangements or assignments with its creditors; or
 - iv) Kasheema or Covarrubias is convicted of any criminal offence or misdemeanor involving moral turpitude.

Director Compensation

Eduardo Covarrubias was a Director and NEO during the financial year ended September 30, 2014 therefore compensation paid to him is reported in the NEO Summary Compensation Table above. The following compensation table sets out the total compensation earned by of the Company's Directors (who were not NEOs) during the financial year ended September 30, 2014:

Name	Fees earned	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other Compensation (\$)	Total (\$)
Frank O'Kelly	6,500	Nil	Nil	Nil	N/A	Nil	6,500
Klaus Zeitler	Nil	Nil	Nil	Nil	N/A	72,000 ⁽¹⁾	72,000
Francisco Covarrubias	6,500	Nil	Nil	Nil	N/A	Nil	6,500
Paul Miquel	6,500	Nil	Nil	Nil	N/A	Nil	6,500
Gonzalo Delaveau	7,500	Nil	Nil	Nil	N/A	Nil	7,500

⁽¹⁾ Paid as consulting fees to Zeitler Holdings Corp. of which Dr. Zeitler is the principal.

All reasonable expenses incurred by a Director in attending meetings of the Board, committee meetings or shareholder meetings, together with all expenses properly and reasonably incurred in the discharge of his duties as a Director, are paid by the Company. The Company may also grant incentive stock options to the independent Directors from time to time in accordance with the policies of the TSX Venture Exchange (the "Exchange"). The Company did not grant options to any of the non-independent Directors who is not an NEO during its 2014 fiscal year. Director compensation during the 2014 financial year was calculated on the basis of an annual retainer of \$5,000 plus \$500 for each meeting attended.

No stock options were exercised during the financial year ended September 30, 2014.

The following table provides details regarding the outstanding option and Share-based awards held by Directors (who are not NEOs) as at September 30, 2014:

Outstanding Share-Based Awards and Option-Based Awards⁽¹⁾						
Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of Shares or units that have not vested (#)	Market or payout value of Share-based awards that have not vested (\$)
N/A	N/A	Nil	N/A	Nil	N/A	N/A

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Equity Compensation Plan Information

The following table summarizes relevant information as of September 30, 2014 with respect to compensation plans under which equity securities are authorized for issuance. None of the outstanding options were in the money as of that date.

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	500,000	\$0.50	19,543,260
Equity compensation plans not approved by securityholders	Nil	N/A	N/A
TOTAL	500,000	\$0.50	19,543,260

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

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

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purposes of this information circular, "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, or controls or directs, directly or indirectly, 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, for so long as it holds any of its securities.

Except as disclosed in this following paragraph, no informed person, no proposed Director of the Company, or any associate or affiliate of any informed person or proposed Director of the Company has had any material interest, direct or indirect, in any transaction since October 1, 2013 (being the commencement of the Company's 2014 financial year), or in any proposed transaction, which has materially affected or would materially affect the Company or any of its subsidiaries.

On January 22, 2014, Los Andes received approval from the TSX-V for the acquisition (the "Acquisition") by the Company from Turnbrook Mining Limited ("TBML") of non-consumptive water rights over a section of the Rocin River, Putaendo, Fifth Region, Chile, together with the engineering and other studies and reports for the development of a hydroelectric facility (the "Hydroelectric Facility"). Consideration for the Acquisition consisted of 37,500,000 Los Andes shares, valued at a share price of \$0.22, for total consideration of \$8,250,000. Messrs. Eduardo and Francisco Covarrubias, directors of the Company, were considered to be not at arm's length with TBML due to family interests in TBML. They personally did not receive any consideration as a result of the Acquisition, and excused themselves from and did not vote at the Board meeting when the

Acquisition was being considered. The Acquisition was a non-arm's length reviewable transaction as defined in the TSXV Corporate Finance Manual.

APPOINTMENT OF AUDITOR

DeVisser Gray LLP, Chartered Accountants, of Vancouver, British Columbia are the auditors of the Company. Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the appointment of DeVisser Gray LLP, Chartered Accountants, as the auditors of the Company to hold office for the ensuing year at a remuneration to be fixed by the Directors.

DeVisser Gray LLP, Chartered Accountants, were first appointed as auditors on November 30, 2007. Prior to their appointment, Davidson & Company LLP were the auditors of the Company.

MANAGEMENT CONTRACTS

No management functions of the Company are performed to any substantial degree by a person other than the directors or executive officers of the Company or their respective management companies. Please see "Statement of Executive Compensation and Remuneration of Management and Others" above for information with respect to the management contracts of the Company's Named Executive Officers.

AUDIT COMMITTEE

Mandate of the Audit Committee

The primary function of the Audit Committee is to assist the Board in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. The Audit Committee is also responsible for monitoring compliance with applicable laws and regulations and the systems of internal controls. The Audit Committee has the authority to retain special legal, accounting or other consultants to advise the Audit Committee. The Audit Committee may request any Director, officer or employee of the Company, or the Company's outside counsel or independent auditor, to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee. The Board has adopted an Audit Committee Charter, a full copy of which is attached to this information circular as Schedule "A".

Operation, composition, appointments, compensation and meetings of the Audit Committee

The Audit Committee reports to the Board. The full Board is kept informed of the Audit Committee's activities by a report following each Audit Committee meeting.

The Audit Committee consists of not less than three Directors as determined by the Board, the majority of whom must qualify as unrelated directors and who are free from any relationship that would interfere with the exercise of their independent judgment as members of the Audit Committee. The Company's Audit Committee is presently comprised of Dr. Klaus Zeitler (Chairman), Francisco Covarrubias and Gonzalo Delaveau. Messrs. Delaveau and Covarrubias are independent Directors. Dr. Zeitler is a non-independent director. Messrs. Zeitler, Delaveau and Covarrubias are "financially literate", meaning that they are able to read and understand the Company's financial statements and to understand the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. Dr. Zeitler has a PHD in economic planning, and is a member of the Canadian Institute of Mining and Metallurgy and the Prospectors and Developers Association. Dr. Zeitler has financed, built and managed base metal and gold mines worldwide (Europe, Africa, North America, South America, Pacific) with a total investment value of \$4 billion. Dr. Zeitler is actively involved as a director in various base and precious metal companies. Gonzalo Delaveau is a lawyer based in Santiago, Chile who has been involved in the mining and energy industry for a number of years. Mr. Delaveau has advised and participated in several mining and energy transactions including, among others, the acquisition of shares of Los Andes Copper Ltd. by Turnbrook Corporation, and has advised on a number of transactions worldwide involving significant financings and acquisitions by major corporations and financial institutions. Francisco Covarrubias has an MBA from the Melbourne Business School, Australia, and currently is a manager with Activos Financieros ACFIN, a company that manages more than \$11 billion in debt portfolios. He has extensive experience in the financial industry.

Members of the Audit Committee are appointed at a meeting of the Board typically held immediately after the Company's annual shareholders' meeting; provided that any member may be removed or replaced at any time by the Board and shall in any event cease to be a member of the Audit Committee upon ceasing to be a member of the Board. Where a vacancy occurs at any time in the membership of the Audit Committee, it may be filled by the Board.

Audit Committee oversight

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

Reliance on certain exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of National Instrument 52-110 *Audit Committees* ("NI 52-110"), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110. Because the Company is a "venture company" as defined in NI 52-110, the Company is exempt from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

Pre-Approval Policies and Procedures

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

External Auditor Service Fees (by category)

The Audit Committee, pursuant to the Audit Committee Charter, has adopted specific policies and procedures for the engagement of non-audit services.

DeVisser Gray LLP, Chartered Accountants, were the external auditors of the Company responsible for the Company's financial statements for the year ending September 30, 2014.

The following table charts the external auditors' fees for the two financial years ending September 30, 2014 and September 30, 2013 by category:

Financial Year Ending	Audit Fees ⁽¹⁾	Audit-related Fees ⁽²⁾	Tax Fees ⁽³⁾	All other Fees ⁽⁴⁾
2014	\$27,500	\$Nil	\$2,650	\$Nil
2013	\$25,500	\$Nil	\$2,650	\$Nil

⁽¹⁾ Aggregate audit fees billed by the external auditor in each of the last two financial years.

⁽²⁾ Aggregate audit-related fees billed in each of the last two financial years billed for assurances and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under audit fees.

⁽³⁾ Aggregate fees billed in each of the last two financial years for professional services rendered for tax compliance, tax advice and tax planning.

⁽⁴⁾ Aggregate fees billed in each of the last two financial years for products and services provided other than the services reported under the three previous columns.

Reliance on Exemption in Section 6.1 of NI 52-110

Because the Company is a "venture issuer" as defined in NI 52-110, the Company is relying on the exemption in section 6.1 of NI 52-110 from the requirements to comply with the restrictions on the composition of its audit committee of Part 3 (Composition of the Audit Committee) and the disclosure requirements of its audit committee in an annual information form as prescribed by Part 5 (Reporting Obligations) of NI 52-110.

CORPORATE GOVERNANCE DISCLOSURE

Effective June 30, 2005, National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101") and National Policy 58-201 *Corporate Governance Guidelines* ("NP 58-201") were adopted in each of the provinces and territories of Canada. NI 58-101 requires issuers to disclose the corporate governance practices that they have adopted. NP 58-201 provides guidance on corporate governance practices. The Company's approach to corporate governance is set forth below.

Independence of Members of Board

The Company's Board currently consists of six Directors, two of whom are not independent based upon the tests for independence set forth in NI 52-110. Francisco Covarrubias, Gonzalo Delaveau, Paul Miquel and Frank O'Kelly are independent. Eduardo Covarrubias and Klaus Zeitler are not independent because the Company pays consulting fees to company's controlled by them.

Management Supervision by Board

The size of the Company is such that all the Company's operations are conducted by a small management team. The Board considers that management is effectively supervised by the independent Directors on an informal basis as the independent Directors are actively and regularly involved in reviewing and supervising the operations of the Company and have regular and full access to management. The independent Directors are, however, able to meet at any time without any members of management including the non-independent Directors being present. Further supervision is performed through the audit committee, which is composed of a majority of independent Directors.

Participation of Directors in Other Reporting Issuers

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

Orientation and Continuing Education

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

1. information respecting the functioning of the Company's board of directors, committees and copies of the Company's corporate governance policies;
2. access to recent, publicly filed documents of the Company; and
3. access to management.

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

Ethical Business Conduct

The Board views good corporate governance as an integral component to the success of the Company and to meet responsibilities to shareholders. To date, the Board has not adopted a formal written Code of Business Conduct and Ethics, but the current limited size of the Company's operations and the small number of officers and consultants allow the Board to monitor on an ongoing basis the activities of management and to ensure that the highest standard of ethical conduct is maintained. The Board may in future adopt such a code when the Company's growth so warrants.

Nomination and Assessment of Directors

The Board does not have a formal process in place for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the mining industry are consulted for possible candidates. The nominees are generally the result of recruitment efforts by Board members, including both formal and informal discussions among Board members and the President and Chairman.

The Board does not consider that formal assessments would be useful at this stage of the Company's development. The Board conducts informal annual assessments of the effectiveness of the Board and individual Directors. The Board monitors but does not formally assess the performance or contributions of individual Board members or committee members

Compensation of Directors and the CEO

The independent Directors are Francisco Covarrubias, Gonzalo Delaveau, Paul Miquel and Frank O'Kelly. The independent Directors have the responsibility for determining compensation for the Directors and senior management.

To determine compensation payable, the independent Directors review compensation paid for Directors and CEOs of companies of similar size and stage of development in the mining industry and determine an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the Directors and senior management while taking into account the financial and other resources of the Company. In setting compensation the independent Directors annually review the performance of the CEO in light of the Company's objectives and consider other factors that may have impacted the success of the Company in achieving its objectives.

Board Committees

The Company has no committees other than the Audit Committee.

Because of the size of the Company's operations, the Board has determined that additional committees are not necessary at this stage of the Company's development.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Approval and Ratification of Rolling 10% Stock Option Plan

The Company has in place a stock option plan (the "*Plan*") which was approved by the Exchange and the shareholders of the Company at the Company's last annual general meeting. The number of common shares which may be issued under the Plan is a maximum of 10% of the issued and outstanding common shares at the time of the grant. In addition, the number of shares which may be reserved for issuance to any one individual may not exceed 5% of the issued shares on a yearly basis or 2% if the optionee is engaged in investor relations activities or is a consultant. Under Exchange policy, all such rolling stock option plans which set the number of common shares issuable under the plan at a maximum of 10% of the issued and outstanding common shares must be approved and ratified by shareholders on an annual basis.

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

"BE IT RESOLVED as an ordinary resolution that, subject to regulatory approval, the Plan, as described in the Company's Information Circular dated October 2, 2015, be approved and ratified and the Directors may, from time to time, authorize the issuance of options to Directors, officers, employees and consultants of the Company and its subsidiaries to a maximum of 10% of the issued and outstanding common shares at the time of the grant, with a maximum of 5% of the Company's issued and outstanding shares being reserved to any one person on a yearly basis."

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

The purpose of the Plan is to allow the Company to grant options to Directors, officers, employees and consultants as additional compensation and as an opportunity to participate in the success of the Company. The granting of such options is intended to align the interests of such persons with that of the shareholders. Options will be exercisable over periods of up to five years as determined by the Board and are required to have an exercise price no less than the closing market price of the Company's shares prevailing on the day that the option is granted less a discount of up to 25%, the amount of the discount varying with market price in accordance with the policies of the Exchange. Pursuant to the Plan, the Board may from time to time authorize the issue of options to Directors, officers, employees and consultants of the Company and its subsidiaries or employees of companies providing management or consulting services to the Company or its subsidiaries. The Plan contains no vesting requirements, but permits the Board to specify a vesting schedule in its discretion. Options granted to consultants engaged to perform investor relations activities must be subject to a vesting requirement, whereby such options will vest over a period of not less than 12 months, with a maximum of 25% vesting in any three-month period. Options are non-assignable and

non-transferable. The options can only be exercised by the option holder as long as the option holder remains an eligible person pursuant to the Plan or within a period of not more than 90 days after ceasing to be an eligible person (30 days in the case of a person engaged in investor relations activities), or, if the option holder dies, within one year from the date of the option holder's death.

OTHER MATTERS

The Company will consider and transact such other business as may properly come before the Meeting or any adjournment thereof. Management of the Company 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 matters in accordance with the best judgment of the persons voting the Proxy.

Matters which may properly come before the Meeting will not include those effecting a change in the Articles of the Company or disposing of all or substantially all of the assets of the Company.

Additional information

Additional information relating to the Company is available on SEDAR at www.sedar.com. Financial information on the Company is provided in the Company's comparative financial statements and management discussion and analysis for the financial year ended September 30, 2014. Copies of the Company's financial statements and management discussion and analysis may be obtained upon request from management of the Company at its offices.

The Company's mailing address and business office is located at Commerce Place, Suite 1950, 400 Burrard Street, Vancouver, British Columbia, Canada, V6C 3A6.

Board approval

The contents of this Information Circular, including any schedules or enclosures provided herewith, and the sending thereof to shareholders entitled to receive Notice of the Meeting, to each Director, to the auditors of the Company and to the appropriate governmental agencies, have been approved by the Directors of the Company.

DATED at Vancouver, British Columbia, on this 2nd day of October, 2015.

BY ORDER OF THE BOARD OF DIRECTORS OF

LOS ANDES COPPER LTD.

"Antony Amberg"
President & CEO

SCHEDULE "A"
Audit Committee Charter
(Effective January 27, 2005)

A. Audit Committee Purpose

The Board of Directors of the Corporation has an overall responsibility to oversee the affairs of the Company for the benefit of the shareholders. The Audit Committee is appointed by the Board to assist the Board in fulfilling its oversight responsibilities. The Audit Committee's primary duties and responsibilities are to:

- Ensure the effectiveness of the overall process of identifying and addressing principal business risk and the adequacy of the related disclosure
- Monitor the integrity of the Company's financial reporting process and systems of internal controls regarding finance, accounting and legal compliance
- Monitor the independence and performance of the Company's independent auditors
- Provide an avenue of communications among the independent auditors, management and the Board of Directors
- Encourage adherence to, and continuous improvement of, the Company's policies, procedures and practices at all levels

The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the independent auditors as well as to anyone in the organization. The Audit Committee has the ability to retain, at the Company's expense, special legal, accounting, or other consultants or experts it deems necessary in the performance of its duties.

B. Audit Committee Composition and Meetings

Audit Committee members shall meet the requirements of the TSX-V and MI 52-110. The Audit Committee shall be comprised of three or more directors as determined by the Board, the majority of whom shall be independent non-executive directors, free from any relationship that would interfere with the exercise of his or her independent judgment. All members of the Committee shall have a basic understanding of finance and accounting and be able to read and understand fundamental financial statements, and at least one member of the Committee shall have accounting or related financial expertise.

Audit Committee members shall be appointed by the Board. If the Audit Committee Chair is not designated or present, the members of the Committee may designate a Chair by majority vote of the Committee membership.

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Audit Committee Chair shall prepare and/or approve an agenda in advance of each meeting. The Committee should meet privately in executive session at least annually with management, the independent auditors and as a committee to discuss any matters that the Committee or each of these groups believes should be discussed.

C. Audit Committee Responsibilities and Duties

Review Procedures

1. Gain an understanding of the Company's current areas of greatest financial risk and whether management is managing these effectively.
2. Review the Company's annual audited financial statements and management discussion and analysis prior to filing or distribution. Review should include discussion with management and independent auditors of significant issues regarding accounting principles, practices and judgments.
3. In consultation with management and the independent auditors, consider the integrity of the Company's financial reporting processes and controls. Discuss significant financial risk exposures and the steps management has taken to monitor, control and report such exposures. Review significant findings prepared by the independent auditors together with management's responses.
4. Review with management the Company's quarterly financial results and management discussion and analysis prior to filing or distribution. Discuss any significant changes to the Company's accounting principles and any items required to be communicated by the independent auditors.

Independent Auditors

5. The independent auditors are accountable directly to the Audit Committee. The Audit Committee shall review the independence and performance of the auditors and annually recommend to the Board of Directors the appointment of the independent auditors or approve any discharge of auditors when circumstances warrant.
6. Approve the fees and other significant compensation to be paid to the independent auditors, and pre-approve any non-audit services that the auditor may provide.

7. On an annual basis, the Committee should review and discuss with the independent auditors all significant relationships they have with the Company that could impair the auditor's independence.
8. Review the independent auditors audit plan and engagement letter.
9. Prior to releasing the year-end financial results, discuss the results of the audit with the independent auditors.
10. Consider the independent auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting practices.

Other Audit Committee Responsibilities

11. The Chairman of the Committee will review all disclosure documents to be issued by the Company relating to financial matters, including news releases, annual information forms and information circulars.
12. The Committee will establish a procedure for the: (i) confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters, and (ii) receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters.