

LARAMIDE RESOURCES LTD.

The Exchange Tower
130 King Street West, Suite 3680
Toronto, ON M5X 1B1

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting of shareholders (the “**Meeting**”) of Laramide Resources Ltd. (the “**Company**”) will be held at the National Club, 303 Bay Street, Toronto, Ontario, M5H 2R1, on Thursday, April 27, 2017 at 4:30 p.m. (Eastern Time) for the purpose of:

- (a) receiving the Company’s financial statements for the year ended December 31, 2016 and the report of the auditor thereon;
- (b) electing directors;
- (c) appointing the auditor and authorizing the directors to fix the auditor’s remuneration;
- (d) to consider and, if deemed advisable, to pass, with or without variation, a resolution authorizing, approving and permitting the exercise of certain outstanding warrants related to the private placement and Churchrock and Crownpoint property acquisition, as more particularly described in the accompanying management information circular of the Company dated March 20, 2017 (the “**Circular**”);
- (e) to consider and, if deemed advisable, to pass, with or without variation, authorizing, approving and permitting the Company to satisfy a certain portion of its repayment obligations under a promissory note related to the Churchrock and Crownpoint property acquisition, by issuing common shares of the Company, as described in the Circular;
- (f) to consider and, if thought appropriate, to pass a resolution to ratify and approve the renewal of the stock option plan of the Company (as described in further detail in the Circular); and,
- (g) transacting such further and other business as may properly come before the meeting or any adjournment thereof.

The accompanying management information circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his or her duly executed form of proxy with the Company’s registrar and transfer agent, Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, not later than 4:30 p.m. (Eastern Time) on April 25, 2017 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays and holidays, preceding the time of such adjourned Meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

Only holders of common shares of the Company of record at the close of business on March 17, 2017 (the “Record Date”) will be entitled to vote at the Meeting, and, except as otherwise determined from time to time by directors of the Company, no shareholders becoming such after the Record Date will be entitled to receive notice of and vote at the Meeting or any adjournment thereof or to be treated as a shareholder of record for purposes of such other action. Electronic copies of this notice, the management information circular and other Meeting materials may be found on the Company’s profile on SEDAR at www.sedar.com, and on the Company’s website at www.laramide.com. Shareholders are encouraged to review the management information circular before voting.

Shareholders will receive paper copies of a notice package (the “**Notice Package**”) via pre-paid mail containing a notice with information prescribed by National Instrument 54-101 and a form of proxy (if a registered shareholder) or a voting instruction form (if a non-registered shareholder). The Company will not use procedures known as “stratification” in relation to the use of notice-and-access. Stratification occurs when an issuer using notice-and-access sends a paper copy of the management information circular to some securityholders with a Notice Package.

Shareholders may obtain paper copies of the management information circular and the Meeting materials free of charge by calling 1-866-962-0498 (Toll Free North America) or 1-514-982-87116 (direct dial) at any time up until the date of the Meeting, including any adjournment or postponement thereof. Any shareholder wishing to obtain a paper copy of the Meeting materials should submit their request no later than April 18, 2017 in order to receive paper copies of the Meeting materials in time to vote before the Meeting. Shareholders may also use the toll-free number noted above to obtain more information about the notice-and-access. Under the notice-and-access, Meeting materials will be available for viewing on the Company’s website for one year from the date of posting.

DATED this 20th day of March, 2017.

BY ORDER OF THE BOARD

(Signed)

Marc C. Henderson,
President & Chief Executive Officer

LARAMIDE RESOURCES LTD.

The Exchange Tower
130 King Street West
Suite 3680, Box 99
Toronto, Ontario
M5X 1B1

**MANAGEMENT INFORMATION CIRCULAR FOR THE
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

SOLICITATION OF PROXIES

This management information circular (this “Circular”) is furnished in connection with the solicitation by the management of Laramide Resources Ltd. (the “Company”) of proxies to be used at the annual and special meeting of shareholders of the Company (the “Meeting”) to be held at the National Club, 303 Bay Street, Toronto, Ontario, M5H 2R1, on Thursday, April 27, 2017 at 4:30 p.m. (Eastern Time) and at any adjournment thereof for the purposes set forth in the enclosed Notice of Meeting. Proxies will be solicited primarily by mail and may also be solicited personally or by telephone by the directors and/or officers of the Company at nominal cost.

The information contained in this Circular is given as of March 20, 2017 unless indicated otherwise, and (unless otherwise indicated) all dollar amounts in this Circular are in Canadian dollars.

A copy of the Company’s current annual information form is available on the Internet site of SEDAR (the System for Electronic Document Analysis and Retrieval, that was established by the Canadian Securities Administrators) at www.sedar.com. In the alternative, copies will be provided upon request to the Company (at its address above).

The Company has decided to use the notice-and-access method of delivery of meeting materials for the Meeting for registered shareholders and Beneficial Shareholders (as defined below). The notice-and-access method of delivery of Meeting materials allows the Company to deliver the Meeting materials over the internet in accordance with the notice-and-access rules adopted by the Canadian securities regulatory authorities under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer*.

Registered shareholders will receive a form of proxy and Beneficial Shareholders will receive a voting instruction form, enabling them to vote at the Meeting. However, instead of a paper copy of the Meeting materials, generally shareholders receive only this notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing materials to shareholders. Shareholders are reminded to view the Meeting materials prior to voting. Materials can be viewed online under the Company’s profile at www.sedar.com or on the transfer agent’s website at www.envisionreports.com/Laramide2017. The Meeting materials will remain posted on the transfer agent’s website at least until the date that is one year after the Meeting materials were posted.

As noted in the Notice of Meeting, the Company will not be adopting stratification procedures in relation to the use of the notice-and-access provisions.

Registered shareholders or Beneficial Shareholders (either those who object to their identity being known to the issuers of securities which they own or those who do not object to their identity being made known to the issuers of the securities they own) may always request that paper copies of the Meeting materials be sent

to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting materials are posted on the Computershare website. In order to receive a paper copy of the Meeting materials or if you have questions concerning notice-and-access, please call 1-866-962-0498 (Toll Free North America) or 1-514-982-8716 (direct dial), or the Company toll free at 1-855-599-7363. Requests should be received by April 18, 2017 in order to receive the Meeting materials in advance of the Meeting date.

NON-REGISTERED HOLDERS

Only registered shareholders, or the persons they appoint as their proxies, are entitled to attend and vote at the Meeting. However, in many cases, Common Shares beneficially owned by a person (a “**Non-Registered Shareholder**”) are registered either:

- (a) in the name of an intermediary (an “**Intermediary**”) with whom the Non-Registered Shareholder deals in respect of the Common Shares (Intermediaries include, among others: banks, trust companies, securities dealers or brokers, trustees or administrators of a self-administered registered retirement savings plan, registered retirement income fund, registered education savings plan and similar plans); or
- (b) in the name of a clearing agency (such as the Canadian Depository for Securities Limited, in Canada, and the Depository Trust Company, in the United States) of which the Intermediary is a participant, and CHESS Depository Nominees Pty Ltd (“**CDN**”).

Holders (“**CDI Holders**”) of CHESS Depository Interests (“**CDIs**”) are Non-Registered Shareholders and should refer to the section entitled “CDI Holders May Give Instruction to CDN”.

ADVICE TO NON-REGISTERED HOLDERS (OTHER THAN CDI HOLDERS)

In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), the Company has distributed copies of the Notice of Meeting, this information circular and form of proxy (collectively the “**Meeting Materials**”) to the Intermediaries and clearing agencies for onward distribution to Non-Registered Shareholders. The Company is relying on the notice and access delivery procedures outlined in NI 54-101 to distribute copies of the Meeting Materials. Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless the Non-Registered Shareholders have waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Shareholders. The Company will pay the reasonable costs of Intermediaries to deliver copies of the Meeting Materials to objecting Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either:

- (a) be given a voting instruction form which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Shareholder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “voting instruction form”), which the Intermediary must follow. Typically, the voting instruction form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the voting instruction form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label with a bar-code and other information. In order for the form of proxy to validly constitute a voting instruction form, the Non-Registered Shareholder must remove the label from the instructions and affix it to the form of proxy,

properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company; or

- (b) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Since the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and deposit it with, Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Shareholder who receives either a voting instruction form or a form of proxy wish to attend the Meeting and vote in person (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the names of the persons named in the form of proxy and insert the Non-Registered Shareholder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the directions indicated on the form. **In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediaries and their service companies, including those regarding when and where the voting instruction form or the proxy is to be delivered.**

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the form of proxy accompanying this information circular are directors and/or officers of the Company. A shareholder has the right to appoint a person or company (who need not be a shareholder), other than the persons whose names appear in such form of proxy, to attend and act for and on behalf of such shareholder at the Meeting and at any postponement or adjournment thereof. Such right may be exercised by either striking out the names of the persons specified in the form of proxy and inserting the name of the person or company to be appointed in the blank space provided in the form of proxy, or by completing another proper form of proxy and, in either case, delivering the completed and executed proxy to, Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, in time for use at the Meeting in the manner specified in the Notice of Meeting.

A registered shareholder who has been given a proxy may revoke the proxy at any time prior to use by: (a) depositing an instrument in writing, including another completed form of proxy, executed by such registered shareholder or by his or her attorney authorized in writing or by electronic signature or, if the registered shareholder is a corporation, by an officer or attorney thereof properly authorized, either: (i) at the head office of the Company, 130 King Street West, Suite 3680, Box 99, Toronto, Ontario, M5X 1B1, at any time prior to 5:00 p.m. (Toronto time) on the last business day preceding the day of the Meeting or any postponement or adjournment thereof, (ii) with, Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, not later than 5:00 p.m. (Toronto time) on April 26, 2016 or any postponement or adjournment thereof, or (iii) with the chairman of the Meeting on the day of the Meeting or any postponement or adjournment thereof; (b) transmitting, by telephone or electronic means, a revocation that complies with paragraphs (i), (ii) or (iii) above and that is signed by electronic signature, provided that the means of electronic signature permits a reliable determination that the document was created or communicated by or on behalf of such shareholder or by or on behalf of his or her attorney, as the case may be; or (c) in any other manner permitted by law including attending the Meeting in person.

A Non-Registered Shareholder who has submitted a proxy may revoke it by contacting the Intermediary through which the non-registered shareholder's Common Shares are held and following the instructions of the Intermediary respecting the revocation of proxies.

EXERCISE OF DISCRETION BY PROXIES

Common Shares represented by an appropriate form of proxy will be voted or withheld from voting on any ballot that may be conducted at the Meeting, or at any postponement or adjournment thereof, in accordance with the instructions of the shareholder thereon. **In the absence of instructions, such Common Shares will be voted FOR each of the matters referred to in the Notice of Meeting as specified thereon.**

The enclosed form of proxy, when properly completed and signed, confers discretionary authority upon the persons named therein to vote on any amendments to or variations of the matters identified in the Notice of Meeting and on other matters, if any, which may properly be brought before the Meeting or any postponement or adjournment thereof. At the date hereof, management of the Company knows of no such amendments or variations or other matters to be brought before the Meeting. However, if any other matters which are not now known to management of the Company should properly be brought before the Meeting, or any postponement or adjournment thereof, the Common Shares represented by such proxy will be voted on such matters in accordance with the judgment of the person named as proxy therein.

SIGNING OF PROXY

The form of proxy must be signed by the shareholder or the duly appointed attorney of the shareholder authorized in writing or, if the shareholder is a corporation, by a duly authorized officer of such corporation. A form of proxy signed by the person acting as attorney of the shareholder or in some other representative capacity, including an officer of a corporation which is a shareholder, should indicate the capacity in which such person is signing and should be accompanied by the appropriate instrument evidencing the qualification and authority to act of such person, unless such instrument has previously been filed with the Company. A shareholder or his or her attorney may sign the form of proxy or a power of attorney authorizing the creation of a proxy by electronic signature provided that the means of electronic signature permits a reliable determination that the document was created or communicated by or on behalf of such shareholder or by or on behalf of his or her attorney, as the case may be.

CDI HOLDERS MAY GIVE INSTRUCTION TO CHESS DEPOSITARY NOMINEES PTY LTD

A CDI is a CHESS Depositary Interest representing an uncertificated unit of beneficial ownership in the common shares of the Company registered in the name of CHESS Depositary Nominees Pty Limited ("CDN"), a wholly owned subsidiary company of ASX Limited that was created to fulfil the functions of a depositary nominee. CDN is authorized by its Australian Financial Services Licence to operate custodial and depositary services, other than investor directed portfolio services, to wholesale and retail clients. One CDI represents one underlying common share of the Company. "CHESS" refers to the Clearing House Electronic Subregister System, which is the electronic system pursuant to which CDIs of the Company trade on the Australian Securities Exchange (the "ASX").

CDI Holders are non-registered or beneficial owners of the underlying common shares, which underlying shares are registered in the name of CDN. As holders of CDIs are not the legal owners of the underlying common shares, CDN is entitled to vote at meetings of shareholders on the instruction of the registered holder of the CDIs.

As a result, CDI Holders can expect to receive a voting instruction form, together with the Meeting

Materials from Computershare Investor Services Pty Ltd (“Computershare Australia”), the CDI Registry in Australia. These voting instruction forms are to be completed by holders of CDIs who wish to vote at the Meeting and returned in accordance with the instructions contained therein. Completed voting instruction forms must be returned no later than 4.00 p.m. (AEST) on 24 April 2017 or forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the cut-off time for the receipt of proxies before any adjourned or postponed Meeting.

CDN is required to follow the voting instructions properly received from registered holders of CDIs. If you hold your interest in CDIs through a broker, dealer or other intermediary, you will need to follow the instructions of your intermediary.

CDI Holders can request CDN to appoint the CDI Holder (or a person nominated by the CDI Holder) as proxy to exercise the votes attaching to the underlying common shares represented by the holders of CDIs. In such case, a CDI Holder may, as proxy, attend and vote in person at the Meeting. If you hold your interest in CDIs through a broker, dealer or other intermediary, you will need to follow the instructions of your intermediary and request a form of legal proxy which will grant you the right to attend the Meeting and vote in person.

CDI Holders that wish to change their vote must in sufficient time in advance of the Meeting contact Computershare Australia to arrange to change their vote. If you hold your interest in CDIs through a broker, dealer or other intermediary, you must in sufficient time in advance of the Meeting, arrange for your intermediary to change its vote through Computershare Australia in accordance with the revocation procedure set out above.

APPLICATION OF CANADIAN CORPORATE AND SECURITIES LAW - NOTICE TO HOLDERS OF CDIs

The Company is a uranium exploration and development company trading on the Toronto Stock Exchange (“TSX”) (under the symbol LAM) and on the ASX (under the symbol LAM). The Company was continued under the laws of the Dominion of Canada and has since been subject to the relevant provisions of the Canada Business Corporations Act (“CBCA”). The Company is registered as a foreign company in Australia pursuant to the Corporations Act (2001) (Cth) (the “Corporations Act”). The Company’s ARBN is 154 146 755.

Chapters 6, 6A, 6B and 6C of the Australian Corporations Act

The Company is not subject to Chapters 6, 6A, 6B and 6C of the Corporations Act dealing with the acquisition of shares (i.e. substantial holdings and takeovers).

Summary of Canadian Legal Requirements Respecting the Acquisition of Securities of the Company

Applicable Canadian laws, like their Australian equivalent, are very technical. Accordingly, shareholders should consult their own Canadian legal advisors with respect to Canadian legal requirement matters, rather than relying upon this general summary. In general, subject to compliance with applicable Canadian securities laws, a holder of shares in the capital of a corporation incorporated under the CBCA is entitled to transfer his, her or its shares to anyone else upon compliance with the provisions of the CBCA and the articles and by-laws of the corporation. Canadian securities laws impose certain limitations on the acquisition of securities. The issuance to the public and trading of securities in Canada is regulated at the provincial/territorial level by securities legislation administered by the relevant provincial or territorial securities commission.

The CBCA governs a takeover of certain listed companies registered in Canada. The CBCA sets out certain rules and exemptions that apply to takeover bids and bids commenced by the issuer. The CBCA provides generally that a takeover bid occurs when there is an offer to acquire outstanding voting securities or equity securities of a class, where the securities subject to the offer to acquire, together with the offeror's securities constitute 20% or more of the outstanding securities of that class.

The CBCA sets out certain exceptions which apply to these rules, such as acquisitions where the offer is for not more than 5% of the outstanding securities, where the offer for securities is from not more than 5 persons or companies in the aggregate or an exemption which is generally available if security holders in Canada hold less than 10% of the outstanding securities.

Takeover bids must treat all shareholders of the class of securities subject to the bid alike and must not involve collateral benefits, unless such collateral benefits are employment benefits as specified under the CBCA. Takeover bids are commenced by publishing an advertisement containing a brief summary of the bid in at least one major newspaper of general and regular paid circulation in Ontario or by sending the takeover bid to the security holders that are subject to the bid.

If the takeover bid has been made, the directors of the Company will prepare and send, not later than 15 days after the date of the bid, a directors' circular to every person or company to whom the bid was required to be sent. The directors will evaluate the terms of the takeover bid and, in the directors' circular, will either recommend to security holders that they accept or reject the bid, advise security holders that the board is unable to or is not making a recommendation, or advise security holders that they are considering whether to make a recommendation to accept or reject the bid, and the directors will give applicable reasons for which recommendation they will make.

The CBCA also permits compulsory acquisition of outstanding securities by 90% holders.

Reporting by Substantial Shareholders and Insiders

Under the insider reporting and trading rules of applicable Canadian securities legislation, reporting obligations and trading restrictions are placed on substantial shareholders. A reporting "insider" generally includes any person or company who beneficially owns, directly or indirectly, voting securities or who exercises control or direction over voting securities or a reporting issuer or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities.

Similar notification requirements apply in the event that a shareholder who is required to provide disclosure as mentioned above acquires "beneficial ownership of or the power to exercise control over" every additional 2% or more of securities that are convertible into an additional 2% or more of the outstanding securities in the company.

Shareholders who become insiders must file an "Insider Profile" in the prescribed form under National Instrument 55-102 – System for Electronic Disclosure by Insiders ("SEDI"). Further insider reports must be filed within 5 calendar days of any change in the ownership or control or direction over securities of the Company of that insider. Insider reports must be filed electronically on SEDI at <http://www.sedi.ca>.

Voting in Relation to Resolutions Electing a Director or Appointing an Auditor

The Company has been granted a waiver by ASX from ASX Listing Rule 14.2.1 to the extent necessary to permit the Company not to provide in its voting instruction form an option for CDI Holders to vote against a resolution to elect a director or appoint an auditor, on the following conditions:

- (i) The Company complies with relevant Canadian laws as to the content of proxy forms applicable to resolutions for the election of directors and the appointment of an auditor;
- (ii) the notice given by the Company to CDI Holders under ASX Settlement Operating Rule 13.8.9 makes it clear that CDI Holders are only able to vote for the resolutions or abstain from voting and the reasons why this is the case; and
- (iii) the Company releases details of the waiver as pre-quotation disclosure and the terms of the waiver are set out in the management proxy circular provided to all CDI Holders.

This waiver was granted on the basis that the Company is incorporated in Canada and regulated by Canadian law. The applicable law of Canada does not provide for the casting of votes against certain types of resolution (including the election of directors and appointment of auditors). Canada has an alternative legislative scheme for security holders to contest the reappointment of directors and auditors.

Accepting Nominations for the Election of Directors

ASX has granted the Company a waiver from ASX Listing Rule 14.3 to the extent necessary to permit the Company to accept nominations for the election of directors in accordance with the shareholder proposal provisions of section 137 of the CBCA on condition that the Company releases the terms of the waiver to the market as pre-quotation disclosure, and the terms of the waiver are set out in the management proxy circular provided to all CDI Holders. In particular, section 137 of the CBCA provides that a company is not required to accept notice of any matter that a shareholder proposes to raise at an annual meeting which is not submitted to the Company at least 90 days before the anniversary date of the notice of meeting that was sent to shareholders in connection with the previous annual meeting of shareholders.

Stock Option Plan of the Company

The Company has been granted a waiver by ASX from ASX Listing Rules 6.16, 6.19, 6.21, 6.22 and 6.23.4 to the extent necessary to permit the Company to have the Stock Option Plan and issue options under the plan that do not comply with those listing rules on condition that the Company releases the Plan to the market as pre-quotation disclosure and undertakes to obtain ASX approval for the implementation of any future employee or director option plans.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

At the date hereof, the Company has outstanding 113,939,142 Common Shares, each of which carries one vote per share. To the knowledge of the directors and officers of the Company, there are no persons or corporations beneficially owning, directly or indirectly, or exercising control or direction over securities carrying in excess of 10% of the voting rights attached to any class of outstanding voting securities of the Company.

RECORD DATE

The directors of the Company have fixed March 17, 2017, as the record date for the determination of the shareholders entitled to receive notice of the Meeting. Shareholders of record at the close of business on March 17, 2017, will be entitled to vote at the Meeting.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE DIRECTORS

None of the Company's directors, executive officers or employees, or former directors, executive officers or employees, nor any associate of such individuals, is as at the date hereof, or has been, during the financial year ended December 31, 2016, indebted to the Company in connection with a purchase of securities or otherwise. In addition, no indebtedness of these individuals to another entity has been the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding of the Company.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No person who has been a director or an officer of the Company at any time since the beginning of its last completed financial year or any associate of any such director or officer has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the meeting, except as disclosed in this information circular.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No director, executive officer or beneficial holder of more than 10% of the issued and outstanding Common Shares, or any director, executive officer of such beneficial holder, or any associate or affiliate of the foregoing have had or has any material interest, direct or indirect, in any transaction since the beginning of the Company's last financial year or any completed or currently proposed transaction that has materially or would materially affect the Company or its subsidiaries.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the board of directors of the Company (the "**Board**" or "**Board of Directors**"), the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting.

1. RECEIPT OF FINANCIAL STATEMENTS

The audited financial statements of the Company for the fiscal year ended December 31, 2016 and the report of the auditors thereon, which have been filed on SEDAR and mailed to registered holders and those who requested receipt of such financials, will be tabled at the Meeting.

2. ELECTION OF DIRECTORS

The Board currently consists of four directors, and four directors are to be elected at the Meeting. The accompanying form of proxy provides for individual voting on directors rather than slate voting. The Company's majority voting policy provides that a director of the Company (a "**Director**") who receives a majority of "withhold" votes must tender his or her resignation and the Board will generally accept that resignation, absent exceptional circumstances, and publicly announce its decision by news release.

Majority Voting Policy

The Board has adopted a majority voting policy requiring that if a director of the Company does not receive, in an uncontested election of directors of the Company, the affirmative vote of at least the majority of votes cast in respect of such item of business at any meeting for the election of directors, such director shall promptly tender his or her resignation. Such resignation shall be considered by the Company's Nominating & Governance Committee, which will then make a recommendation to the Board as to whether the resignation

should be accepted or, only in the event of exceptional circumstances, rejected. The Board will then have the discretion to accept the recommendation of Nominating & Governance Committee or not, however the Board may only reject the resignation of the director in the event of exceptional circumstances.

The Board will act based on the recommendation of the Nominating & Governance Committee within ninety (90) days from the date of the certification of the election results. Thereafter, a press release disclosing the Board's determination (and the reasons for rejecting the resignation, if applicable, shall promptly be issued.

Any director who tenders his or her resignation pursuant to the Company's majority voting policy shall not participate in the consideration of such resignation by the Nominating & Governance Committee or the Board. The Board shall nominate for election or re-election as directors only candidates who agree to act in accordance with the Company's majority voting policy.

The Nominees

The following tables and the notes thereto state the names of all persons nominated by management for election as directors, their principal occupations or employment during the past five years, the period or periods of service as directors of the Company and the approximate number of voting securities of the Company beneficially owned, directly or indirectly, or over which control or direction is exercised by each of them as of the date hereof. Each director of the Company holds office until his or her successor is elected at the next annual meeting of the Company, or any adjournment thereof, or until his successor is elected or appointed. Set forth on the following pages is information relating to each person proposed to be nominated by management at the Meeting for election as a director. The information provided below has been provided to us by the individuals themselves and has not been independently verified. The information on the following pages includes the number of Common Shares that each person nominated for election to the Board has advised Laramide are beneficially owned, directly or indirectly, or over which control or discretion is exercised, by him as at the date of this information circular.

The information on the following pages also indicates whether each such person is a member of the Board's audit committee ("**Audit Committee**"), compensation committee ("**Compensation Committee**") or nominating and governance committee ("**Nominating & Governance Committee**").

[Rest of page is intentionally blank]

John Booth, London, United Kingdom

Non-Executive Chairman and Director since: December 3, 2003
Independent

Mr. Booth is a Non-Executive Director and Co-Founder of Midpoint Holdings, having stepped down as CEO in late 2015. Midpoint is an online peer-to-peer foreign exchange matching service. Mr. Booth is a qualified lawyer (Ontario, New York and DC) and has worked as an investment banker, broker and fund manager in the international capital markets for more than 25 years at firms including Merrill Lynch International, ICAP, CEDEF, ABN AMRO Bank, the World Bank and Climate Change Capital. From 2004 until 2012 he was a partner with JAS Financial Products LLP, a U.K.-based alternative asset manager. John currently resides in London, United Kingdom.

Mr. Booth holds a BSc. (Hons) in Biology and Environmental Science from the University of Guelph, LLB & JD from the joint international law program at the Universities of Windsor and Detroit and LLM in International Finance, Tax and Environmental Law from Kings College, University of London.

Mr. Booth is the non-executive Chairman of the Board and is a member of the Audit, Compensation and Nominating & Governance Committees.

Areas of Expertise: Public and private equity, M&A, structured finance, and capital markets and international law.

Attendance at Board Meetings:

March 29, 2016	May 9, 2016	August 5, 2016	Nov. 14, 2016
✓	✓	✓	✓

Attendance at Committee Meetings:

Audit Committee March 29, 2016	Audit Committee May 9, 2016	Audit Committee Aug. 5, 2016	Audit Committee Nov. 14, 2016	Compensation Committee June 7, 2016	Nominating & Governance Committee June 7, 2016
✓	✓	✓	✓	✓	✓

Securities Held at the Date of this Information Circular, March 20, 2017

Common Shares: 1,065,909

Public Board Membership (as of the date of this Information Circular): Midpoint Holdings Ltd., Maya Gold and Silver (chair of audit committee), Tirex Resources (member of audit committee).

Voting Results of June 7, 2016 Annual and Special Meeting:

	Votes For:	Votes Withheld:	Total Votes Cast:
Number of Votes:	24,771,402	435,470	25,206,872
Percentage of Votes:	98.27	1.73	100

Marc Henderson, Toronto, Ontario

Director since: May 16, 1995

Not Independent

Marc C. Henderson is the President and CEO of Laramide Resources Ltd., as well as Chairman of Treasury Metals Inc., a Canadian gold exploration and development company based in Toronto. Mr. Henderson has more than 25 years of experience as a senior executive and director of development stage public resource companies including most recently Lydian International, Khan Resources, and Aquiline Resources Inc. from 1998 until its sale to Pan American Silver in 2009.

Mr. Henderson attended Middlebury College and the University of Colorado, has a business and finance background, and is a CFA charterholder.

Mr. Henderson is not an “independent” member of the Board because he is an executive officer of Laramide Resources Ltd.

Areas of Expertise: Finance, Accounting, Corporate Governance, Strategic Planning, Risk Management.

Attendance at Board Meetings

March 29, 2016	May 9, 2016	August 5, 2016	Nov. 14, 2016
✓	✓	✓	✓

Attendance at Committee Meetings:

Not applicable

Securities Held at the Date of this Information Circular, March 20, 2017

Common Shares: 10,864,497

Public Board Membership (as at date of this Information Circular): Treasury Metals Inc., Khan Resources Inc.

Voting Results of June 7, 2016 Annual General Meeting:

	Votes For:	Votes Withheld:	Total Votes Cast:
Number of Votes:	24,924,602	282,470	25,207,072
Percentage of Votes:	98.88	1.12	100

D. Scott Patterson, Toronto, Ontario

Director since: June 21, 1995

Independent

Mr. Patterson is the President and CEO of FirstService Corporation. Previously, Mr. Patterson was the President and Chief Operating Officer from 2003. He joined FirstService in 1994 as Vice President Corporate Development, and was the Chief Financial Officer from February 1995 until September 2003. Prior to joining FirstService, Mr. Patterson was an investment banker at Bankers Trust. Mr. Patterson qualified as a Chartered Accountant in 1985 and began his career at PricewaterhouseCoopers. Mr. Patterson holds a Bachelor of Arts degree in Business Administration from the University of Western Ontario.

Mr. Patterson is an “independent” member of the Board and is a member of the Audit, Compensation and Nominating & Governance Committees.

Areas of Expertise: Finance, Accounting, Corporate Governance, Strategic Planning, Risk Management.

Attendance at Board Meetings:

March 29, 2016	May 9, 2016	August 5, 2016	Nov. 14, 2016
✓	✓	✓	✓

Attendance at Committee Meetings:

Audit Committee March 29, 2016	Audit Committee May 9, 2016	Audit Committee Aug. 5, 2016	Audit Committee Nov. 14, 2016	Compensation Committee June 7, 2016	Nominating and Governance Committee June 7, 2016
✓	✓	✓	✓	✓	✓

Securities Held at the Date of this Information Circular, March 20, 2017

Common Shares: 1,160,400

Public Board Membership (as of the date of this Information Circular): FirstService Corp.

Voting Results of June 7, 2016 Annual General Meeting:

	Votes For:	Votes Withheld:	Total Votes Cast:
Number of Votes:	24,768,402	438,670	25,207,072
Percentage of Votes:	98.26	1.74	100

Paul Wilkens, Ontario, State of New York, USA

Director since: March 7, 2007

Independent

Mr. Wilkens holds a Bachelor of Science in Engineering Physics and Secondary Education from South Dakota State University, a Master of Science in Nuclear Engineering from the University of Illinois and a Master of Business Administration from the University of Rochester. Prior to his retirement in 2003, Mr. Wilkens had a 30-year career with Rochester Gas and Electric Corporation and held numerous positions in the corporation including Senior Vice President and President.

Mr. Wilkens holds an MBA from the University of Rochester and a Master of Science in Nuclear Engineering.

Mr. Wilkens is an “independent” member of the Board and is a member of the Audit, Compensation and Nominating & Governance Committees.

Areas of Expertise: Nuclear Engineering, Utility Operations, Corporate Governance, Strategic Planning, Risk Management.

Attendance at Board Meetings:

March 29, 2016	May 9, 2016	August 5, 2016	Nov. 14, 2016
✓	✓	✓	✓

Attendance at Committee Meetings:

Audit Committee March 29, 2016	Audit Committee May 9, 2016	Audit Committee Aug. 5, 2016	Audit Committee Nov. 14, 2016	Compensation Committee June 7, 2016	Nominating & Governance Committee June 7, 2016
✓	✓	✓	✓	✓	✓

Securities Held at the Date of this Information Circular, March 20, 2017

Common Shares: 201,000

Public Board Membership (as of the date of this Information Circular): None.

Voting Results of June 7, 2016 Annual General Meeting:

	Votes For:	Votes Withheld:	Total Votes Cast:
Number of Votes:	20,631,848	4,575,224	25,207,072
Percentage of Votes:	81.85	18.15	100

None of the directors is, as at the date of this information circular, or was within 10 years before the date of this information circular, a director or chief executive officer or chief financial officer of any company that:

- (a) was the subject of an order (as defined in Multilateral Instrument 51-102F5) that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer, or chief financial officer, and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer, or chief financial officer.

None of the directors, executive officers or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

- (a) is at the date hereof, or has been within 10 years before the date of this information circular, a director or executive officer of any 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
- (b) has, within the 10 years before 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 director, executive officer or shareholder.

Proxies received in favour of management will be voted FOR the election of the above-named nominees, unless the shareholder has specified in the proxy that the Common Shares are to be withheld from voting in respect thereof. Management has no reason to believe that any of the nominees will be unable to serve as a director but, if a nominee is for any reason unavailable to serve as a director, proxies in favour of management will be voted in favour of the remaining nominees and may be voted for a substitute nominee unless the shareholder has specified in the proxy that the Common Shares are to be withheld from voting in respect of the election of directors.

3. APPOINTMENT OF AUDITORS

Smith Nixon & Co. LLP, Chartered Accountants, were first appointed as the Company's auditors on April 30, 2003. In July, 2009, Smith Nixon & Co. LLP merged with another entity to become Collins Barrow Toronto LLP.

The following table provides detail in respect of audit, audit related, tax and other fees paid by the Company to the external auditors for professional services:

	Audit Fees⁽¹⁾	Audit-Related Fees⁽²⁾	Tax Fees⁽³⁾	All Other Fees⁽⁴⁾
Year ended December 31, 2016	\$50,960	\$0	\$6,240	\$0
Year ended December 31, 2015	\$59,060	\$0	\$9,266	\$0

Notes:

- (1) *The aggregate audit fees billed.*
- (2) *The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audits or reviewing the Company's financial statements including prospectus filings, and are not included under "Audit Fees".*
- (3) *The aggregate fees billed for services related to tax compliance, tax advice and tax planning. The services performed for the fees paid under this category may briefly be described as tax return preparation fees.*
- (4) *The aggregate fees billed for services other than those reported above. The services performed for the fees paid under this category may briefly be described as flow-through accounting services.*

Unless the shareholder directs that his or her Common Shares are to be withheld from voting in connection with the appointment of auditors, the persons named in the enclosed form of proxy intend to vote FOR the reappointment of Collins Barrow Toronto LLP, Chartered Accountants, to serve as the auditor of the Company until the next annual meeting of the shareholders and to authorize the directors to fix the auditor's remuneration.

The Board recommends that the Shareholders vote FOR the approval of the above resolutions. Proxies received in favour of management will be voted for the approval of the above resolutions unless a Shareholder has specified in the proxy that his or her Common Shares are to be voted against such approval.

4. PERMIT THE EXERCISE OF CERTAIN WARRANTS RELATED TO PRIVATE PLACEMENT AND CHURCHROCK AND CROWNPOINT PROPERTY ACQUISITION

At the Meeting, shareholders of the Company will be asked to consider, and if deemed advisable, to pass, with or without variation, a resolution (the "**Warrant Resolution**") authorizing, approving, and permitting the exercise of certain warrants issued pursuant to the Company's private placement of January 5, 2017 (the "**Private Placement**") and pursuant to the Company's acquisition of the Churchrock and Crownpoint properties in New Mexico, United States (the "**Property Acquisition**") from Uranium Resources, Inc. ("**URI**") on January 5, 2017.

Pursuant to the Private Placement, the Company issued 14,913,500 units (each a "**Unit**") at a price of \$0.30 per Unit for aggregate proceeds of \$4,474,050. Pursuant to the Property Acquisition, the Company issued 2,218,333 Units. Each Unit consists of one Common Share and one share purchase warrant, with each such warrant entitling the holder to purchase one additional Common Share at a price of \$0.45 until January 5, 2022, subject to certain acceleration provisions. Certain directors and officers of the Company subscribed for an aggregate of 950,000 Units issued pursuant to the Offering, representing approximately 6.4% of the Private Placement and approximately 1.0% of the total number of Common Shares outstanding immediately prior to the Private Placement.

A portion of the proceeds raised pursuant to the Private Placement were used to complete the Property Acquisition. The Company originally entered into a definitive share purchase agreement (the "**URI Agreement**") on April 6, 2016 with URI pursuant to which the Company would acquire URI's wholly owned

subsidiary Hydro Resources, Inc., which held the Churchrock and Crownpoint properties in New Mexico, USA. On December 16, 2016 the Company amended the URI Agreement to provide for the following terms of the Property Acquisition: (i) the Company paying cash to URI on closing of US\$2,500,000, (ii) the Company issuing to URI a promissory note dated January 5, 2017 in the amount of US\$5,000,000 (the “**Note**”), (iii) the Company issuing to URI 2,218,333 Units, (iv) the Company granting to URI a 4% net smelter return royalty interest (“**NSR**”) on the Churchrock project, the NSR being repurchaseable by the Company by the first anniversary of closing for US\$4,950,000, (iv) the Company granting to URI an option for twelve months by which URI could purchase the Company’s La Sal project in Lisbon Valley, Utah for US\$3,000,000, and (v) the Company granting to URI an option for twelve months to purchase the Company’s La Jara Mesa project in New Mexico for US\$5,000,000. Pursuant to the terms and conditions of the Note, the Company may, at its sole option, satisfy up to 50% of each principal payment by issuing Common Shares by way of private placement at a price per Common Share equal to the volume weighted average price of the Common Shares on the TSX for the twenty trading days prior to the due date (or, in the event of a prepayment under the Note, the proposed payment date), converted into U.S. dollars based on the exchange rate quoted in the Wall Street Journal on the last business day prior to the applicable payment date.

Immediately prior to completion of the Private Placement and the Property Acquisition, there were 93,757,740 Common Shares issued and outstanding. The aggregate number of securities issued by the Company pursuant to the Private Placement and the Property Acquisition was 34,263,666 (17,131,833 Common Shares and 17,131,833 warrants), which represented approximately 36.5% of the total number of the Company’s issued and outstanding Common Shares at such time (see item of business #5 below for calculations that include Common Shares issuable pursuant to the Note).

Under sections 611(c) and 607(c)(ii) of the Toronto Stock Exchange (the “**TSX**”) Company Manual, security holder approval is required for private placements for an aggregate number of securities issuable greater than 25% of the number of the issuer’s listed securities outstanding, on a non-diluted basis, prior to the date of closing of the transaction. Therefore, in order to complete the Private Placement and the Property Acquisition, an aggregate of 10,912,583 warrants (the “**Warrants**”) issued by the Company pursuant to the Private Placement and the Property Acquisition were issued with a restriction on exercise until shareholder approval for the exercise thereof is obtained.

Shareholders will therefore be asked at the Meeting to pass the following resolution, with or without variation, relating to the approval as described above:

“BE IT RESOLVED THAT:

1. the Private Placement (as such terms are defined in the management information circular of the Company dated March 20, 2017 (the “**Circular**”)) and the issuance of securities pursuant to the Property Acquisition (as such term is defined in the Circular), are each hereby authorized, ratified and approved;
2. the shareholders of the Company acknowledge that the aggregate number of common shares in the capital of the Company issuable pursuant to the Private Placement and the Property Acquisition is greater than 25% of the number of common shares of the Company which were outstanding, on a non-diluted basis, immediately prior to the closing the Private Placement and Property Acquisition;
3. the exercise of the Warrants (as such term is defined in the Circular) by the holders thereof, and upon the terms and conditions of the Warrants, is hereby authorized and approved; and

4. any director or officer of the Company be, and each of them is hereby authorized and empowered, acting for, in the name of and on behalf of the Company, to execute all such documents, agreements and instruments as are necessary or advisable to give effect to the foregoing resolution, and to perform or cause to be performed all such other acts and things as in such person's opinion may be necessary or advisable to give full effect to the foregoing resolution and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such documents, agreements or instruments or the doing of any such acts or things, including compliance with all Canadian securities laws and regulations."

The Board believes that the Private Placement and the issuance of securities pursuant to the Property Acquisition were each critical to the development of its business and therefore the removal of the restriction on exercise of the Restricted Warrants is in the best interest of the Company. **The Board therefore recommends that all shareholders vote FOR the Warrant Resolution. The persons whose name appears in the attached form of proxy intend to vote FOR the Warrant Resolution.**

5. CONVERSION OF AN OUTSTANDING NOTE INTO COMMON SHARES RELATED TO CHURCHROCK AND CROWNPOINT PROPERTY ACQUISITION

At the Meeting, shareholders of the Company will be asked to consider, and if deemed advisable, to pass, with or without variation, a resolution (the "**Note Conversion Resolution**") authorizing, approving, and permitting the Company to satisfy its repayment obligations under the Note, by issuing Common Shares in satisfaction of up to 50% of the principal payments due thereunder.

As partial consideration for the Property Acquisition on January 5, 2017, the Company issued the Note in favour of Uranium Resources Inc. in the amount of US\$5,000,000. Under the terms of the Note, the Company is obligated to pay US\$1,500,000 on each of the first and second anniversaries of the Note, and US\$2,000,000 on the third anniversary of the Note. Interest on the Note is payable on the last day of each calendar quarter at a rate of 5% until the Company has made a decision to construct a mine and commence commercial-scale mining operations at the Churchrock Project, and at a rate of 10% thereafter. The Company may also prepay, without penalty, any or all amounts of principal or interest due under the Note.

Pursuant to the terms and conditions of the Note, the Company may, at its sole option, satisfy up to 50% of each principal payment by issuing Common Shares by way of private placement at a price per Common Share equal to the volume weighted average price of the Common Shares on the TSX for the twenty trading days prior to the due date (or, in the event of a prepayment under the Note, the proposed payment date), converted into U.S. dollars based on the exchange rate quoted in the Wall Street Journal on the last business day prior to the applicable payment date.

The number of Common Shares issuable under the Note will be dependent on the CAD/USD exchange rate and the volume weighted average price of the Common Shares on the TSX at the time of each applicable payment date. The following table sets out the number of Common Shares issuable pursuant to the conversion provision under the Note, based on the high and low CAD/USD exchange rates and market prices of the Common Share on the TSX over the preceding 52-week period:

Common Share Market Price	CAD/USD Exchange Rate	Number of Common Shares Issuable	% of Common Shares Outstanding Prior to Private Placement and Property Acquisition
\$0.18 (52 week low)	0.6821 (52 week low)	20,361,954	21.7%
\$0.74 (52 week high)	0.8386 (52 week high)	4,028,593	4.3%
\$0.65 (approximate current market price)	0.7496 (approximate current rate)	5,130,942	5.5%

Immediately prior to completion of the Private Placement and the Property Acquisition, there were 93,757,740 Common Shares issued and outstanding. The aggregate number of securities issued by the Company pursuant to the Private Placement and the Property Acquisition was 34,263,666 (17,131,833 Common Shares and 17,131,833 warrants), which represented approximately 36.5% of the total number of the Company's issued and outstanding Common Shares at such time. Upon conversion under the note, the total number of Common Shares issued pursuant to the Private Placement, the Property Acquisition and the Note, aggregated, could be as high as 54,625,620, which represents approximately 58.3% of the total number of Common Shares outstanding immediately prior to such transactions. Additionally, the number of Common Shares which may be held by URI after conversion under the Note may be as high as 24,798,620 Common Shares, which would represent approximately 18.2% of the outstanding Common Shares on a partially diluted basis.

Under sections 611(c) and 607(c)(ii) of the TSX Company Manual, security holder approval is required for private placements for an aggregate number of securities issuable greater than 25% of the number of the issuer's listed securities outstanding, on a non-diluted basis, prior to the date of closing of the transaction. Because the Note was issued in connection with the Property Acquisition, for the purposes of calculating the 25% threshold the TSX aggregates any Common Shares issued pursuant to a conversion under the Note together with the securities issued pursuant to the Private Placement and the Property Acquisition. This would result in the issuance of any Common Shares upon conversion under the Note being subject to shareholder approval in accordance with the rules of the TSX.

Shareholders will therefore be asked at the Meeting to pass the following resolution, with or without variation, relating to the approval as described above:

“BE IT RESOLVED THAT:

1. the issuance of common shares in the capital of the Company pursuant to the conversion provisions of the Note (as such term is defined in the Circular) is hereby authorized and approved;
2. the shareholders of the Company acknowledge that the aggregate number of common shares in the capital of the Company issuable pursuant to the conversion provisions under the Note, when aggregated with the securities issued under the Private Placement (as such term is defined in the Circular) and the Property Acquisition (as such term is defined in the Circular), is greater than 25% of the number of common shares of the Company which were outstanding, on a non-diluted basis, prior to the date of closing the Private Placement and Property Acquisition; and
3. any director or officer of the Company be, and each of them is hereby authorized and

empowered, acting for, in the name of and on behalf of the Company, to execute all such documents, agreements and instruments as are necessary or advisable to give effect to the foregoing resolution, and to perform or cause to be performed all such other acts and things as in such person's opinion may be necessary or advisable to give full effect to the foregoing resolution and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such documents, agreements or instruments or the doing of any such acts or things, including compliance with all Canadian securities laws and regulations."

The Board believes that the Note and the conversion provisions thereunder were critical to completing the Property Acquisition and therefore in the best interest of the Company. **The Board therefore recommends that all shareholders vote FOR the Note Conversion Resolution. The persons whose name appears in the attached form of proxy intend to vote FOR the Note Conversion Resolution.**

6. APPROVAL OF STOCK OPTION PLAN OF THE COMPANY

In accordance with the requirements of the TSX, every three years after adoption, all unallocated options, rights and other entitlements under a security-based compensation arrangement which does not have a fixed maximum number of securities issuable thereunder (commonly referred to as "rolling plans"), must be approved by the majority of the issuer's security holders. The Stock Option Plan ("Plan") was last approved by Shareholders on May 21, 2014. As the three-year term prescribed by the TSX expires on May 21, 2017, an ordinary resolution will be placed before the shareholders to approve the unallocated stock options. This approval will be effective for three years from the date of the Meeting. If approval is not obtained at the Meeting, the Plan will be terminated and all stock options which have not been allocated as of May 21, 2017 and stock options which are outstanding as of May 21, 2017 and which are subsequently cancelled, terminated or exercised will not be available for a new grant of stock options. Previously allocated stock options will continue to be unaffected by the approval or disapproval of the resolution. Since the inception of Laramide's Stock Option Plan in 2011, total number of shares at the date of this Circular issued as a result of exercise of options is 420,000, which is 0.37% of the Company's current issued and outstanding shares.

The purpose of the Plan is to encourage Common Share ownership in the Company by directors, senior officers, employees and consultants of the Company and its affiliates and other designated persons. The Compensation Committee of the Board of Directors believes that the Plan aligns the interests of the NEOs with shareholders by linking a component of executive compensation to the longer term performance of the Company's Common Shares. Options may be granted under the Plan only to directors, senior officers, employees and consultants of the Company and its subsidiaries and other designated persons. The maximum number of Common Shares reserved for issue pursuant to the Plan shall be determined from time to time by the Compensation Committee but, in any case, shall not exceed, in the aggregate, 10% of the number of the issued and outstanding Common Shares. As at March 17, 2017, options to purchase 5,855,000 Common Shares (representing approximately 5.14% of the issued and outstanding Common Shares) were outstanding leaving 5,538,914 options available for grant (representing approximately 4.86% of the issued and outstanding Common Shares). A total of 11,393,914 Common Shares, may be reserved for issuance as at the date hereof.

In addition, the maximum number of shares which may be issuable at any time to all Insiders under this Plan together with any other Share Compensation Arrangement shall not exceed 10 per cent of the shares outstanding (on a non-diluted basis) from time to time. Any share subject to an option which is exercised, or for any reason is cancelled or terminated prior to exercise will be available for a subsequent grant under the Plan. The maximum number of shares which may be issued to all Insiders under this Plan in any one-year period together with any other Share Compensation Arrangement shall not exceed 10 per cent of the shares outstanding (on a non-diluted basis) from time to time.

The option price of any Common Shares cannot be less than the market price of the shares on the TSX preceding the day upon which the option is granted. Options granted under the Plan may be exercised during a period not exceeding ten years, subject to earlier termination upon the termination of the optionee's employment, upon the employee ceasing to be an employee, senior officer, director or consultant of the Company or any of its subsidiaries or ceasing to have a designated relationship with the Company, as applicable, or upon the optionee retiring, becoming permanently disabled or dying. The options are non-transferrable. The Plan contains provisions for adjustment in the number of shares issuable thereunder in the event of subdivision, consolidation, reclassification or change of the Common Shares, a merger or other relevant changes in the Company's capitalization. The Board determines all stock options to be granted pursuant to the Plan, the exercise price therefore and any special terms or vesting provisions applicable thereto.

Subject to shareholder approval in certain circumstances, the Board may from time to time amend or revise the terms of the Plan or may terminate the Plan at any time. If required, any amendments shall be subject to the prior consent of any applicable regulatory bodies, including the TSX. In addition, the Board may make non-material amendments to the plan. The Board shall have the power and authority to approve amendments relating to the Plan or to Options, without further approval of the shareholders of the Company, to the extent that such amendments relate to:

- (a) altering, extending or accelerating the terms and conditions of vesting of any Options;
- (b) determining adjustments pursuant to changes in control;
- (c) amending the definitions contained within the Plan, including but not limited to the definition of "Eligible Person" under the Plan except as provided in amendments requiring shareholder approval;
- (d) amending or modifying the mechanics of exercise of the Options;
- (e) amending the terms and conditions of any financial assistance which may be provided by the Company to Optionees to facilitate the purchase of Shares under the Plan, or adding, amending or removing any provisions for such financial assistance;
- (f) effecting amendments of a "housekeeping" nature including, without limiting the generality of the foregoing, any amendment for the purpose of curing any ambiguity, error, inconsistency or omission in or from the Plan;
- (g) effecting amendments necessary to comply with the provisions of applicable laws (including, without limitation, the rules, regulations and policies of the Exchange);
- (h) effecting amendments respecting the administration of the Plan; and
- (i) effecting amendments necessary to suspend or terminate the Plan.

Approval of the shareholders of the Company shall be required for the following types of amendments:

- (a) subject to the prior approval of the Exchange, increasing the number of Shares issuable under the Plan, provided that such increase may not cause the maximum aggregate number of Shares reserved by the Corporation for issuance, and which may be purchased upon the exercise of all options, to exceed 10 per cent of the issued and outstanding Shares of the Corporation;

- (b) amending the Plan which amendment could result in the aggregate number of Shares of the Corporation issued to Insiders within any one year period under the Plan together with any other security-based compensation arrangement, or issuable to Insiders at any time under the Plan together with any other security-based compensation arrangement, exceeding 10% of the issued and outstanding Shares;
- (c) reducing the Option Price of the Option or cancelling the Option and replacing such Option with a lower Option Price under such replacement Option, except as permitted pursuant to changes in control;
- (c) amending the termination provisions of an Option, including an extension of the term beyond the originally scheduled expiration date of that Option;
- (d) amending the listed categories contained as defined as an Eligible Person, including any director, officer, employee (part-time or full-time), service provider or consultant of the Company or any Subsidiary, which would have the potential of broadening or increasing participation in the Plan by Insiders;
- (e) amending the Plan's Amendment Procedure with respect to those amendments which can be made by the Board and those requiring shareholder approval;
- (f) amending the provisions of the transfer of ownership of options or Shares of the Company; and
- (g) making any amendments required to be approved by shareholders under applicable law (including, without limitation, pursuant to the rules, regulations and policies of the Exchange).

Where required by the policies of the Exchange, the abovementioned shareholder approval required shall be by the majority vote of the shareholders of the Company excluding any votes cast by Insiders who are entitled to participate as Eligible Persons under the Plan or who will specifically benefit from the proposed amendment. In the event of any conflict between what is to be approved by either the Board or the shareholders, the latter shall prevail to the extent of the conflict.

In the event that an Optionee ceases to be a director, senior officer, employee or consultant of the Company, except as otherwise provided in any employment contract, such optionee may, but only within 60 days next succeeding such termination, exercise his options to the extent that such optionee was entitled to exercise such options at the date of such termination.

If an Optionee shall die, any outstanding option held by such Optionee at the date of such death shall become immediately exercisable and shall be exercisable in whole or in part only by the person or persons to whom the rights of the Optionee under the option shall pass by the will of the Optionee or the laws of descent and distribution for a period of six months (or such other period of time as is otherwise provided in an employment contract) after the date of death of the Optionee or prior to the expiration of the option period in respect of the option, whichever is earlier, and then only to the extent that such Optionee was entitled to exercise the option at the date of the death of such Optionee.

Shareholders will be asked at the Meeting to pass the following resolution, with or without variation, relating to the approvals as described above:

BE IT RESOLVED THAT:

1. all unallocated options under the Stock Option Plan are hereby approved;
2. the Company has the ability to continue granting options under the Stock Option Plan until April 27, 2020, that is until the date that is three years from the date where shareholder approval is being sought; and
3. any one director or officer of the Company is authorized, on behalf of the Company, to execute and deliver all documents and do all things as such person may determine to be necessary or advisable to give effect to this resolution.”

The Board recommends that the Shareholders vote FOR the approval of the above resolutions. Proxies received in favour of management will be voted for the approval of the above resolutions unless a Shareholder has specified in the proxy that his or her Common Shares are to be voted against such approval.

OTHER MATTERS WHICH MAY COME BEFORE THE MEETING

The management knows of no matters to come before the Meeting other than as set forth in the Notice of Meeting. **However, if other matters which are not known to the management should properly come before the Meeting, the accompanying proxy will be voted on such matters in accordance with the best judgment of the persons voting the proxy.**

STATEMENT OF EXECUTIVE COMPENSATION

A. Named Executive Officers

For the purposes of this information circular, a Named Executive Officer (“**NEO**”) of the Company means each of the following individuals:

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

During 2016, the Company had the following four NEOs: Marc Henderson, President and Chief Executive Officer, Dennis Gibson, Chief Financial Officer, Bryn Jones, Chief Operating Officer, and Evan Hughes, General Manager, Lagoon Creek Resources Pty., a subsidiary of the Company.

B. Compensation Discussion and Analysis

The Compensation Committee of the Board is responsible for ensuring that the Company has in place an appropriate procedure for evaluating executive compensation and for making recommendations to the Board with respect to the compensation of the Company's CEO and President. To date, the focus of the Compensation Committee has been on the remuneration paid to the CEO and President, with compensation authority for other senior executives being delegated to the CEO, who then reports to the Committee. The Compensation Committee, through the CEO and President, ensures that total compensation paid to all NEOs is fair and reasonable and is consistent with the Company's compensation philosophy.

Compensation plays an important role in achieving short and long-term business objectives that ultimately drive business success. The Company's compensation philosophy is to foster entrepreneurship at all levels of the organization through, among other things, the granting of stock options, a significant component of executive compensation. This approach is based on the assumption that the performance of the Common Share price over the long term is an important indicator of long term performance.

The Company's compensation philosophy is based on the following fundamental principles:

1. *Compensation programs align with shareholder interests* – the Company aligns the goals of executives with maximizing long-term shareholder value;
2. *Performance sensitive* – compensation for executive officers should be linked to operating and market performance of the Company and fluctuate with the performance; and
3. *Offer market competitive compensation to attract and retain talent* – the compensation program should provide market competitive pay in terms of value and structure in order to retain existing employees who are performing according to their objectives and to attract new individuals of the highest calibre.

The objectives of the compensation program in compensating all NEOs were developed based on the above-mentioned compensation philosophy and are as follows:

- to attract and retain highly qualified executive officers;
- to align the interests of executive officers with shareholders' interests and with the execution of the Company business strategy; and
- to evaluate executive performance on the basis of key objectives and performance against those objectives, which are determined to correlate to long-term shareholder value.

As of the date of this information circular, the Board had not, collectively, considered the implications of any risks associated with policies and practices regarding compensation of its directors or executive officers.

The Company does not prohibit NEOs or directors from purchasing 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 granted as compensation or held, directly or indirectly, by the NEOs or directors.

Competitive Compensation

Aggregate compensation for each NEO is designed to be competitive. The Compensation Committee has focused its review on CEO compensation, as the Company is a relatively small company with a small team of corporate executives, where the compensation established at the top provides the model for reporting executives. Going forward, the Compensation Committee will continue to rely on reports from the CEO on senior executive performance and recommended compensation, but will have the authority to review and modify proposed compensation. The Compensation Committee will be guided by changing market conditions, shareholder return objectives, and sector-specific factors.

The Compensation Committee is comprised of three independent directors who rely on their diverse business knowledge to compare proposed compensation with plans of other companies known to the directors through their employment or their other Board positions.

Aligning the Interests of the NEOs with the Interests of the Company's Shareholders

The Company believes that transparent, objective and easily verified corporate goals, combined with individual performance goals, play an important role in creating and maintaining an effective compensation strategy for the NEOs. This has been the Compensation Committee's philosophy in evaluating the performance and compensation of the Company's CEO, and the Compensation Committee will apply the same philosophy in evaluating the other NEOs. The Compensation Committee believes that employment agreements are necessary at the senior level to ensure accountability and better transparency. Currently, all the NEOs disclosed above have employment agreements.

A combination of fixed and variable compensation is used to motivate executives to achieve overall corporate goals. For the 2016 financial year, the three basic components of executive officer compensation program were:

- fixed salary;
- annual incentive; and
- option based compensation.

Fixed salary comprises a portion of the total cash-based compensation; however, annual incentives and option based compensation represent compensation that is "at risk" and thus may or may not be paid to the respective executive officer depending on: (i) whether the executive officer is able to meet or exceed his or her applicable performance targets; and (ii) market performance of the Common Shares. To date, no specific formulae have been developed to assign a specific weighting to each of these components. Instead, the Compensation Committee has considered each pre-determined objective and the CEO's performance against his objective, and has empowered the CEO to follow a similar process in considering the compensation recommended for each of the other NEOs.

Base Salary

In the past, the Compensation Committee and the Board of Directors have approved the salary range for the CEO, with the CEO and senior executives then setting salary ranges for executives who report to them. Starting in 2009, the Compensation Committee agreed to expand its role to encompass review and approval of the salary range for the NEOs, and for other executives whose compensation is likely to exceed an agreed upon threshold. The base salary review for each NEO will be based on assessment of factors such as current

competitive market conditions, compensation levels within the peer group and particular skills, such as leadership ability and management effectiveness, experience, responsibility and proven or expected performance of the particular individual, as well as an understanding of shareholder objectives and balance sheet strength. This practice will form the basis for the administration of salaries for all other employees.

Annual Incentives

The Company, in its discretion and under the review of the Compensation Committee, may award such incentives in order to motivate executives to achieve short-term corporate goals. The Compensation Committee and the Board of Directors approve annual incentives.

The success of NEOs in achieving their individual objectives and their contribution to the Company in reaching its overall goals will be factors in the determination of their annual bonus. The CEO will assess each NEO's performance on the basis of his or her respective contribution to the achievement of the predetermined corporate objectives, as well as to needs of the Company that arise on a day to day basis. This assessment will be used by the Compensation Committee in developing its recommendations to the Board of Directors with respect to the determination of annual bonuses for the NEOs. Where the Compensation Committee cannot unanimously agree, the matter should be referred to the full Board for decision. In 2009, the Company recommended that a freeze be imposed on annual cash bonus incentives due to the decline in shareholder returns and to the Company's objective of conserving capital. No cash bonuses have been accrued or paid in 2012, 2013, 2014, 2015 and 2016.

Compensation and Measurements of Performance

The Compensation Committee discusses potential annual performance objectives with the CEO near the beginning of each financial year. These objectives are tied to overall Company objectives, and include financial performance, strategic direction, plan implementation, financial controls and other facets of the Company's development.

Achieving predetermined individual and/or corporate targets and objectives, as well as general performance in day to day corporate activities, will be influential in the Compensation Committee's decision to award a bonus payment to the CEO. The Compensation Committee will also review data and recommendations from the CEO for other senior executives of the Company. In years where annual incentive payments are warranted, the NEOs will receive a partial or full incentive payment depending on the number of the predetermined targets met and the Compensation Committee's and the Board's assessment of overall performance.

Long-Term Compensation

The Company currently has no long-term incentive plans. The Stock Option Plan was renewed at the 2014 annual shareholders' meeting.

Under the Stock Option Plan, stock options may be granted from time to time by the Board of Directors only to directors, senior officers, employees and consultants of the Company and its subsidiaries and other designated person as designated from time to time by the Board of Directors. The number of Common Shares which may be reserved for issuance is limited to 10% of the issued and outstanding shares of the Company at any time and as at the date of the grant of options.

The maximum number of Common Shares which may be a) issued to any one director, senior officer, employee or consultant within a one-year period, or b) at any time are reserved for issuance to any one director,

senior officer, employee or consultant, is 5% of the Common Shares outstanding (calculated on a non-diluted basis). In addition, the number of Common Shares issuable to insiders under the Plan or when combined with all of the Company's other security based compensation arrangements at any time shall not exceed 10% of the issued and outstanding Common Shares, and the number of Common Shares issued to insiders, within any one year period, under the Plan or when combined with all of the listed issuer's other security based compensation arrangements, cannot exceed 10% of the aggregate issued and outstanding Common Shares.

Options which are exercised, or for any reason are cancelled or terminated prior to exercise would be available for a subsequent grant under the Stock Option Plan. The option price of any Common Shares cannot be less than the five day weighted average of the shares on the Toronto Stock Exchange (the "TSX") preceding the day upon which the option is granted. Options granted may only be exercised during a period not exceeding ten years, subject to earlier termination upon the termination of the Optionee's employment, upon the employee ceasing to be an employee, senior officer, director or consultant of the Company or any of its subsidiaries or ceasing to have a designated relationship with the Company, as applicable, or upon the optionee retiring, becoming permanently disabled or dying. The options are non-transferrable. The Stock Option Plan contains provisions for adjustment in the number of shares issuable thereunder in the event of subdivision, consolidation, reclassification or change of the Common Shares, a merger or other relevant changes in the Company's capitalization. Subject to shareholder approval in certain circumstances, the Board of Directors may from time to time amend or revise the terms of the Stock Option Plan or may terminate the Stock Option Plan at any time.

The purpose of a Stock Option Plan is to encourage Common Share ownership in the Company by directors, senior officers, employees and consultants of the Company and its affiliates and other designated persons. The Compensation Committee believes that a Stock Option Plan aligns the interests of the NEOs with shareholders by linking a component of executive compensation to the longer term performance of the Company's Common Shares.

Hedging Policy

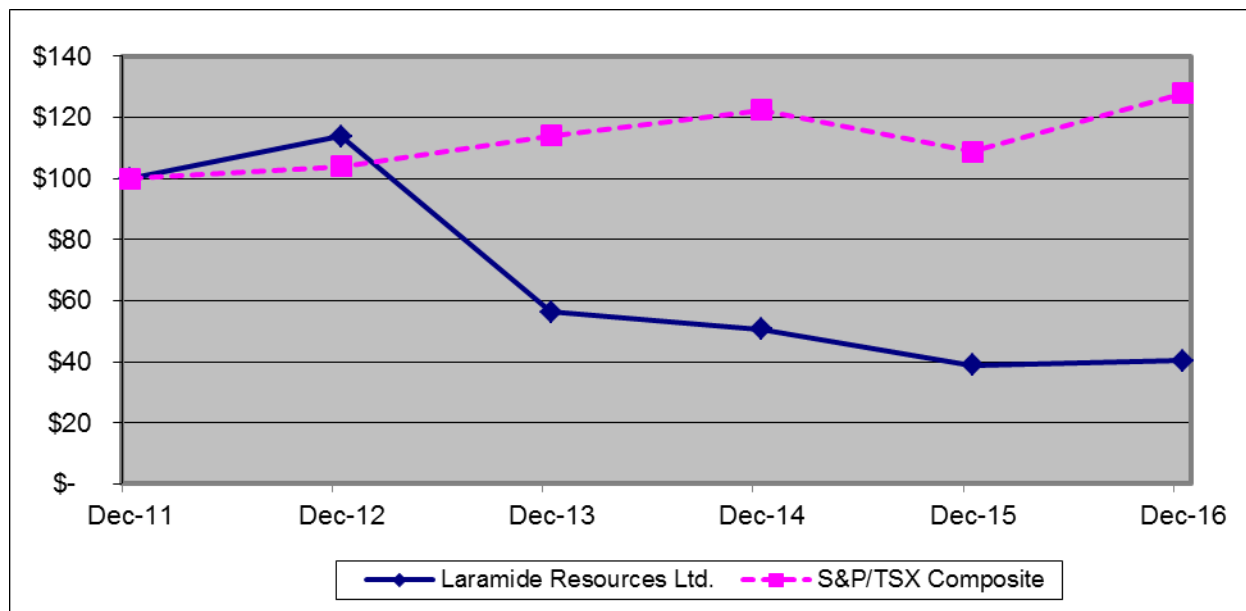
The Company has not adopted a policy to prohibit NEOs or directors from engaging in transactions designed to hedge or offset a decrease in the market value of equity-based compensation or other Company securities which are held directly or indirectly by them.

Performance Graph

The following graph compares the cumulative shareholder return on a \$100 investment in Common Shares of the Company to the cumulative shareholder return of the S&P/TSX Composite Index, on a monthly basis for the five years ended December 31, 2016.

CUMULATIVE TOTAL RETURN ON \$100 INVESTMENT

(Cdn.\$)



	Dec. 2012	Dec. 2013	Dec. 2014	Dec. 2015	Dec. 2016
Laramide Resources Ltd.	114.00	56.00	51.00	39.00	40.00
S&P/TSX Composite Index	104.00	113.94	122.40	108.82	127.88

The Compensation Committee considers a number of factors and performance elements when determining compensation. Although the Company's total shareholder return is one performance measure that is reviewed, it is not the only consideration in executive compensation deliberations. As a result, a direct correlation between total shareholder return over a given period and executive compensation levels is not anticipated.

D. Summary Compensation Table

The following table contains a summary of the compensation paid to the NEOs of the Company during the three most recently completed financial years.

NEO Name and principal position	Year	Salary (\$)	Option-based awards \$(1)	Non-Equity incentive plan compensation \$(2)		Pension value (\$)	All other compensation \$(5)	Total compensation (\$)
				Annual incentive plans	Long- term incentive plans			
Marc C. Henderson ⁽⁵⁾ , President and Chief Executive Officer	2016	225,000	48,400	Nil	Nil	Nil	Nil	273,400
	2015	225,000	58,800	Nil	Nil	Nil	Nil	283,800
	2014	225,000	130,125	Nil	Nil	Nil	Nil	355,125
Dennis Gibson ⁽⁶⁾ , Chief Financial Officer	2016	87,500	27,225	Nil	Nil	Nil	Nil	114,725
	2015	87,500	26,950	Nil	Nil	Nil	Nil	114,450
	2014	87,500	69,400	Nil	Nil	Nil	Nil	156,900
Evan Hughes, General Manager, Lagoon Creek Resources Pty ⁽³⁾⁽⁴⁾⁽⁵⁾	2016	172,445	27,225	Nil	Nil	16,383	Nil	216,053
	2015	168,175	26,950	Nil	Nil	15,135	Nil	210,260
	2014	174,300	60,725	Nil	Nil	15,687	Nil	250,712
Bryn Jones, Chief Operating Officer, Lagoon Creek Resources Pty ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁷⁾	2016	137,956	36,300	Nil	Nil	13,106	Nil	187,362
	2015	134,540	29,400	Nil	Nil	24,217	Nil	188,157
	2014	104,580	86,750	Nil	Nil	9,412	Nil	200,742

Notes:

- (1) Grant date fair value calculations are based on the Black Sholes Option Price Model. Under the fair value method, the Company determines the fair value of stock options, using an accepted option pricing model, on their grant date and recognizes the estimated compensation expense related to stock options over the vesting period of the options granted, with the related credit being allocated to stock options under shareholders' equity. The fair value of the options at the date of grant was estimated using the Black-Scholes valuation model with the following assumptions: a three year expected term; expected volatility of 75.60%; risk free interest rate of 1.05% per annum and a dividend yield of 0. The assumptions used in the pricing model are highly subjective and can materially affect the estimated fair value. Calculating the value of stock options using this methodology is very different from a simple "in-the money" value calculation. In fact, stock options that are well out-of-the-money can still have a significant estimated "grant date fair value" based on a Black-Scholes valuation, especially where, as in the case of Laramide, the price of the share underlying the option is highly volatile. Accordingly, caution must be exercised in comparing grant date fair value amounts with cash compensation or an in-the-money option value calculation. These stock options have not been, and may never be, exercised and actual gains, if any, on exercise will depend on the value of the common shares on the date of exercise.
- (2) The Company does not have a long-term incentive plan, but annual incentive bonuses can be awarded based on the individual NEO's performance during the year. These awards are based on both individual performance, and the performance of the Company as a whole.
- (3) The amounts under "Pension Value" earned by Mr. Hughes and Mr. Jones reflect payments to Australia superannuation funds, which is a mandatory requirement for all employees in Australia, and is set at 9% of the individual's total salary.
- (4) Mr. Hughes and Mr. Jones are paid in Australian dollars which has been converted into Canadian dollars based on the average exchange rate for the year.
- (5) In 2014, 2015 and 2016, Messrs. Henderson, Hughes and Jones each elected to defer payment portions of their annual remuneration to a future date. The information in this table represents compensation earned in a given year.
- (6) Mr. Gibson's contract was amended effective October 15, 2013, to reflect that Mr. Gibson will devote 50 per cent of his time and efforts to Laramide Resources for a remuneration of \$87,500 per annum.
- (7) Mr. Jones joined the Company April 1, 2014.

E. Incentive Plan Awards

Option and Share-based Awards During 2016

The following table sets out for each NEO, the incentive stock options (option-based awards) outstanding at December 31, 2016.

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Marc C. Henderson	500,000	\$0.30	September 18, 2018	Nil	Nil	Nil
	400,000 ⁽²⁾	\$0.25	August 18, 2019	Nil	Nil	Nil
Dennis Gibson	275,000	\$0.30	September 18, 2018	Nil	Nil	Nil
	225,000 ⁽²⁾	\$0.25	August 18, 2019	Nil	Nil	Nil
Evan Hughes	275,000	\$0.30	September 18, 2018	Nil	Nil	Nil
	225,000 ⁽²⁾	\$0.25	August 18, 2019	Nil	Nil	Nil
Bryn Jones	300,000	\$0.30	September 18, 2018	Nil	Nil	Nil
	300,000 ⁽²⁾	\$0.25	August 18, 2019	Nil	Nil	Nil

Notes:

(1) Calculated using the closing price of the Common Shares on the TSX on December 31, 2016 of \$0.29 and subtracting the exercise price of vested, in-the-money stock options. These stock options have not been, and may never be, exercised and actual gains, if any, on exercise will depend on the value of the Common Shares on the date of exercise.

(2) Options granted August 18, 2016, with the vesting provision that options vest 50 per cent every six months from date of grant.

Value Vested or Earned During the Year

Nil value would have been realized upon exercise of option-based awards, share-based awards or non-equity incentive plan compensation to NEOs on the vesting date during the fiscal year ended December 31, 2016.

Equity Compensation Plan Information

The following table sets forth aggregated information as at December 31, 2016 with respect to compensation plans of the Company under which equity securities of the Company are authorized for issuance.

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights (#)	Weighted-average Exercise Price of Outstanding Options, Warrants and Rights (\$)	Number of Securities remaining available for Future Issuance under Equity Compensation Plans (#)
Equity compensation plans approved by securityholders	6,030,000	\$0.28	Nil
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	6,030,000	\$0.28	Nil

Note:

- (1) *The Stock Option Plan under which the above options were granted is a “rolling” stock option plan whereby the maximum number of Common Shares that may be reserved for issuance pursuant to the Stock Option Plan will not exceed 10% of the issued shares of the Company at the time of the stock option grant.*

F. Employment Agreements

During the fiscal year ended December 31, 2016, the Company had in place the following employment contracts between the Company, or any subsidiary or affiliate thereof, and its NEOs:

Marc Henderson

Pursuant to an employment agreement dated December 9, 2010, Mr. Henderson has been engaged as the Chief Executive Officer of the Company at a salary of \$225,000 per year and will devote approximately 75% of his time to the affairs of the Company. Mr. Henderson will also be eligible to participate in the Stock Option Plan and may receive an annual bonus at the discretion of the Board of Directors. In the event Mr. Henderson’s employment is terminated without cause or upon the occurrence of a change of control of the Company, Mr. Henderson will be entitled to receive an amount equal to 24 months of his base salary. In addition, any unvested stock options held by Mr. Henderson shall vest upon termination of employment without cause or upon a change of control and shall be exercisable on the terms granted.

Dennis Gibson

Pursuant to an employment agreement effective as of May 27, 2006, as amended, Mr. Gibson will devote 50% of his time to the affairs of the Company at a salary of \$87,500 per year. Mr. Gibson will also be eligible to participate in the Stock Option Plan and may receive an annual bonus at the discretion of the Board of Directors. In the event Mr. Gibson’s employment is terminated without cause or upon the occurrence of a change of control of the Company in the first year of employment, Mr. Gibson will be entitled to receive an amount equal to six months of his base salary. After the first year of employment, upon termination of employment without cause or upon the occurrence of a change of control he will be entitled to an amount equal to ten months of his base salary plus an amount equal to one month’s base salary for every year (or partial year) of service to a maximum of eighteen months. In addition, any unvested stock options held by Mr. Gibson shall vest upon termination of employment without cause or upon a change of control and shall be exercisable on the terms granted.

Evan Hughes

Mr. Hughes entered into an employment agreement effective October 2006, subsequently amended on March 5, 2012. Mr. Hughes serves as General Manager, Lagoon Creek Resources Pty, at a base salary of AUD\$130,000, which was subsequently increased to AUD\$175,000. Mr. Hughes is entitled to participate in the Company Stock Option Plan. In the event Mr. Hughes's employment is terminated without cause or upon the occurrence of a change of control of the Company in the first year of employment, Mr. Hughes will be entitled to receive an amount equal to six months of his base salary. After the first year of employment, upon termination of employment without cause or upon the occurrence of a change of control he will be entitled to an amount equal to ten months of his base salary plus an amount equal to one month's base salary for every year (or partial year) of service to a maximum of eighteen months. In addition, any unvested stock options held by Mr. Hughes shall vest upon termination of employment without cause or upon a change of control and shall be exercisable on the terms granted.

Bryn Jones

Mr. Jones entered into an employment agreement effective April 1, 2014. Mr. Jones serves as Chief Operating Officer of the Company, at a base salary of AUD\$140,000, for 50% of his time up to December 31, 2014. Effective January 1, 2015, per the employment agreement, the base salary was to increase to AUD\$280,000, for 100% of his time. Mr. Jones has elected to remain at 50% of his time and total remuneration until his full-time involvement is required. Mr. Jones is entitled to participate in the Company Stock Option Plan. In the event Mr. Jones's employment is terminated without cause or upon the occurrence of a change of control of the Company in the first year of employment, Mr. Jones will be entitled to receive an amount equal to six months of his base salary. After the first year of employment, upon termination of employment without cause or upon the occurrence of a change of control he will be entitled to an amount equal to ten months of his base salary plus an amount equal to one month's base salary for every year (or partial year) of service to a maximum of eighteen months. In addition, any unvested stock options held by Mr. Jones shall vest upon termination of employment without cause or upon a change of control and shall be exercisable on the terms granted.

G. Pension Plan Benefits

There are no pension plan benefits in place for the NEOs, other than the mandatory superannuation fund payments as disclosed above in the NEO table. These payments are applicable to Evan Hughes, General Manager of Lagoon Creek Resources Pty., and Bryn Jones, Chief Operating Officer for the Company, and applies to all Australia-based employees.

H. Termination and Change of Control Benefits

The Company does not have in place any pension or retirement plan. The Company has not provided compensation, monetary or otherwise, during the preceding fiscal year, to any person who now acts as a NEO of the Company, in connection with or related to the retirement, termination or resignation of such person and the Company has provided no compensation to such persons as a result of a change of control of the Company, its subsidiaries or affiliates. Except as set forth under "Employment Agreements", the Company is not party to any compensation plan or arrangement with NEOs resulting from the resignation, retirement or the termination of employment of such person, except under the terms of the employment agreements disclosed above.

I. Director Compensation

The following table describes director compensation for non-executive directors for the year ended December 31, 2016:

COMPENSATION OF DIRECTORS ⁽¹⁾⁽²⁾				
Name	Fees earned (\$)	Option-based awards (\$)	All other compensation (\$)	Total compensation (\$)
D. Scott Patterson	24,000	18,150	Nil	42,150
John G. Booth	42,000	18,150	Nil	57,150
Paul Wilkens	24,000	18,150	Nil	42,150

Notes:

- (1) Table does not include any amount paid as reimbursement for expenses.
(2) Compensation paid to the NEOs who served as directors of the Company is disclosed in the Summary Compensation Table. See "Executive Compensation".

The directors of Laramide are compensated based on a retainer of \$1,000 per month plus committee retainers of \$500 per month for each committee on which they serve. In August, 2009, a Nominating and Governance Committee was created with the mandate of setting and implementing governance policy, and ensuring that the Board continues to serve the Company as its stage of development matures. Each of the independents serves on all three committees. In 2011, in line with budget restrictions imposed on operations, the Board has agreed that retainers will be reduced to \$1,000 per month plus committee retainers of \$500 per month for each committee on which the director serves, to a maximum of \$2,000 per month in total fees. The Chairman also receives an additional remuneration as Chairman of \$18,000 per annum.

Option-based and Share Based Awards to Directors

The following table sets out for each independent director the incentive stock options (option-based awards) outstanding as of December 31, 2016. The Company does not issue any other share-based awards.

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Options expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)
D. Scott Patterson	200,000	\$0.30	September 18, 2018	Nil
	150,000 ⁽²⁾	\$0.25	August 18, 2019	Nil
John G. Booth	300,000	\$0.30	September 18, 2018	Nil
	150,000 ⁽²⁾	\$0.25	August 18, 2019	Nil
Paul Wilkens	200,000	\$0.30	September 18, 2018	Nil
	150,000 ⁽²⁾	\$0.25	August 18, 2019	Nil

Note:

- (1) Calculated using the closing price of the Common Shares on the TSX on December 31, 2016 of \$0.29 and subtracting the exercise price of vested in-the-money stock options. These stock options have not been, and may never be, exercised and actual gains, if any, on exercise will depend on the value of the Common Shares on the date of exercise.
(2) Options granted August 18, 2016, with the vesting provision that options vest 50 per cent every six months from the date of grant.

Value Vested or Earned During the Year

During the fiscal year ended December 31, 2016, no incentive plan awards vested with respect to the non-executive directors.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Company. The Board has confirmed the strategic objective of the Company is seeking out and exploring mineral bearing deposits with the intention of developing and mining the deposit or proving the feasibility of mining the deposit for others.

National Instrument 58-101 (*Disclosure of Corporate Governance Practices*) (“**NI 58-101**”) requires the Company to disclose its corporate governance practices by providing in the information circular the disclosure required by Form 58-101F2. National Policy 58-201 (*Corporate Governance Guidelines*) (“**NP 58-201**”) establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company’s practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. The Company will continue to review and implement corporate governance guidelines as the business of the Company progresses and becomes more active in operations. In 2009, the Company formalized certain corporate governance practices which had been followed historically but not committed to written policy. For example, the Board approved adoption of a Code of Conduct which was implemented and SEDAR filed in August 2009.

Board of Directors

The Board is currently composed of four directors. NP 58-201 recommends that the board of directors of every listed company should be constituted with a majority of individuals who qualify as “independent” directors within the meaning that term is given in Multilateral Instrument 52-110 (Audit Committees) (“**MI 52-110**”), which instrument provides that a director is “independent” if he or she has no direct or indirect “material relationship” with the Company. “Material relationship” is defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment. Of the proposed nominees, Marc C. Henderson (President & CEO) is a member of senior management and accordingly is not considered to be “independent” of the Company within the meaning of MI 52-110. Each of the remaining directors is considered by the Board to be “independent” within the meaning of MI 52-110. In assessing director independence and making the foregoing determinations, the circumstances of each director have been examined in relation to a number of factors. In 2009, the Board formally named a Chair, John Booth, to preside over all meetings and to ensure that proper stewardship of the Company’s assets and operations is maintained at all times.

Board Diversity Policy

In 2014, amendments to NI 58-101 were adopted requiring new disclosure of the representation of women on the Board and in executive officer positions. As at the date of the Management Information Circular, none of the Company’s four directors, and none of the three executive officers of the Company are female.

The Company recognizes the benefits of having a diverse Board, and seeks to increase diversity at the Board level informally through the recruitment efforts of the Nominating & Governance Committee, without a

written diversity policy in place. The Board remains receptive to increasing the representation of women on the Board, taking into account the skills, background, experience and knowledge desired at that particular time by the Board and its committees. The Company does not support the adoption of quotas or targets regarding gender representation on the Board or in executive officer positions. All Board appointments are made on merit, in the context of the skills, experience, independence, knowledge and other qualities which the Board as a whole requires to be effective, with due regard for the benefits of diversity (including the level of representation of women on the Board). With respect to executive officer appointments, the Company recruits, manages and promotes on the basis of an individual's competence, qualification, experience and performance, also with due regard for the benefits of diversity (including the level of representation of women in executive officer positions) and size of the current and near-term employee workforce.

Roles and Responsibilities of the Board

The Board participates fully in assessing and approving strategic plans and prospective decisions proposed by management. A significant portion of each regular Board meeting is devoted to strategic plans and opportunities available to the Company. Such discussions enable directors to gain a fuller appreciation of planning priorities and provides the opportunity for directors to give constructive feedback to management.

In order to ensure that the principal business risks borne by the Company are appropriate, the Board receives and comments on periodic reports from management on operations, and discussions often include questions concerning the risks and risk management of certain proposed strategies.

The Board regularly monitors the financial performance of the Company, including receiving and reviewing detailed financial information contained in management reports. The Board, directly and through the Audit Committee, assesses the integrity of the Company's internal control and management information systems.

The Board supervises the management of the business and affairs of the Company and is mandated to act with a view to the best interests of the Company. The Board holds regular meetings to review the business and affairs of the Company and to make any decisions relating thereto. The Board believes that it functions independently of management. The Board holds in-camera sessions (no management directors present) as a regular part of each Board meeting. The Board is small, and is comprised of individuals who have known each other in a business context for a number of years. This relationship among directors has been constructive. However, when conflicts do arise, interested parties will be precluded from voting on matters in which they may have an interest.

The Board believes that the foregoing steps are sufficient to enable it to exercise independent judgment in carrying out its responsibilities.

Meetings of the Board and Committees of the Board

The Board intends to meet a minimum of four times per year, usually every quarter and following the annual meeting of the shareholders of the Company. Each committee of the Board intends to meet at least once a year or more frequently as deemed necessary by the applicable committee. For example, the audit committee meets every quarter to report to the Board on approval of the draft financial statements, notes and Management's Discussion and Analysis. The frequency of meetings other than quarterly or annual financial discussions and the nature of the meeting agendas are dependent upon the nature of the business and affairs of the Company faces from time to time.

Directorships

The following table sets forth the directors of the Company who currently (as of the date of this information circular) hold directorships with other reporting issuers:

Name of Director	Reporting Issuer
Marc C. Henderson	Treasury Metals Inc., Khan Resources Inc.
John G. Booth	Maya Gold & Silver Inc., Tirex Resources Ltd., Midpoint Holdings Ltd.
Scott Patterson	FirstService Corporation
Paul Wilkens	None.

Position Descriptions

Given the small size of the Company's infrastructure, the Board does not feel that it is necessary at this time to formalize position descriptions for the Chairman of each committee of the Board, or the President and Chief Executive Officer in order to delineate their respective responsibilities. Accordingly, the roles of the executive officers of the Company are delineated on the basis of the customary practice. The Company has an Audit Committee Charter, and in 2009, adopted charters for both the Compensation Committee and Nominating & Governance Committee.

Orientation and Continuing Education

The Board does not have a formal orientation or education program for its members. The Board's continuing education is typically derived from correspondence with the Company's legal counsel to remain up to date with developments in relevant corporate and securities' law matters. Additionally, historically board members have been nominated who are familiar with the Company and the nature of its business. The Company also has an advisory board of individuals who represent specific areas of expertise within the nuclear fuel cycle.

Ethical Business Conduct

The Board encourages and promotes a culture of ethical business conduct through its adoption and implementation of a Code of Conduct in 2009. Copies of the Code of Conduct are available upon written request to the Company. The Audit Committee is responsible for ensuring compliance with the Code of Conduct, and the CEO is responsible for ensuring the Code of Conduct is reviewed and updated on an annual basis. The Board nominates members it considers ethical, and seeks to avoid or minimize conflicts of interest. The majority of Board members are independent, including the Chair.

Nomination of Directors

In 2009, the Board established a formal nomination committee, which is also entrusted with the corporate governance mandate. Any member of the Board is free to recommend additional members, as required, and the Board will consider such recommendations as a whole. The committee is comprised of all three independent directors, who will take the lead on assessing the effectiveness of the Board, the committees of the Board and the contribution of individual directors, taking into account the competencies and skills that the Board as a whole possess as well as the competencies and skills that each director should possess. The last appointment to the Board was the appointment of Paul Wilkens in March 2007. Mr. Wilkens holds a Master of

Science in Nuclear Engineering, and was chosen for his utility operations experience (30 years with Rochester Gas & Electric). The Board has not adopted a term limit for directors. The Board believes that the imposition of director term limits on the Board may discount the value of experience and continuity amongst Board members and runs the risk of excluding experienced and potentially valuable Board members.

Assessments

Based upon the Company's size, its current state of development and the number of individuals on the Board, the Board considers a formal process for assessing regularly the effectiveness and contribution of the Board, as a whole, its committee or individual directors to be unnecessary at this time. In light of the fact that the Board, its Audit Committee, and Compensation Committee meet at regular intervals during the year, and in light of the fact that the directors have served together for more than five years, each director has significant opportunity to assess other directors. The Board plans to continue evaluating its own effectiveness on an ad hoc basis.

Other Board Committees

The Board has established an Audit Committee, a Compensation Committee and a Nominating & Governance Committee. From time to time, when appropriate, *ad hoc* committees of the Board may be established by the Board.

Audit Committee

The Audit Committee consists of Messrs. Patterson (Chair), Wilkens and Booth, each of whom are considered independent directors. The Audit Committee operates under guidelines established by MI 52-110. In addition to carrying out its statutory legal responsibilities (including review of the Company's annual financial statements), the Audit Committee reviews accounting policies and issues and all financial reporting, including interim financial statements and management's discussion and analysis in the Company's annual report. The Audit Committee meets with the Company's external auditors (with and without management) and with members of management at least once a year to assist it in the effective discharge of its duties. The Audit Committee also recommends to the Board the firm to be appointed as the Company's auditors and the terms of their remuneration.

Further information regarding the Audit Committee is contained in the Company's annual information form (the "AIF") dated March 20, 2017 under the heading "Audit Committee Information" and a copy of the Audit Committee charter is attached to the AIF as Appendix "A". The AIF is available under the Company's profile at www.sedar.com.

Compensation Committee

The Compensation Committee consists of Messrs. Wilkens (Chair), Patterson and Booth each of whom are considered independent directors. The Compensation Committee has been established to assist the Board in settling compensation of directors and senior executives, and developing and submitting to the Board recommendations with regard to other employee benefits. The Compensation Committee will review on an annual basis the adequacy and form of compensation of the senior executives and directors to ensure that such compensation reflects the responsibilities, time commitment and risk involved in being an effective executive officer or director, as applicable.

Nominating & Governance Committee

The Nominating & Governance Committee consists of Messrs. Wilkens (Chair), Patterson and Booth each of whom are considered independent directors. The Nominating and Governance Committee has the mandate of setting and implementing governance policy, and ensuring that the Board continues to serve the Company as its stage of development matures. The Nominating and Governance Committee will meet at least once per year, with more frequent meetings to be scheduled when the Board is considering a new nominee director, or is otherwise considering changing the structure or orientation of the Board.

AVAILABILITY OF DISCLOSURE DOCUMENTS

The Company will provide to any person or company, upon request to the Secretary of the Company, a copy of the latest Annual Information Form of the Company, together with one copy of any document, or the pertinent pages of any document, incorporated therein by reference.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Security holders may contact the President of the Company in order to request copies of the Company's consolidated financial statements at 130 King Street West, Suite 3680, PO Box 99, Toronto, Ontario M5X 1B1; Telephone: (416) 599-7363; Facsimile: (416) 599-4959. Financial information about the Company may be found in the Company's consolidated financial statements and Management's Discussion and Analysis for its most recently completed financial year.

DIRECTORS' APPROVAL

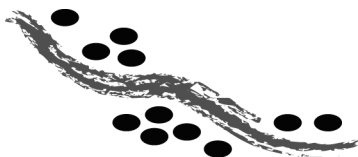
The contents and the sending of this information circular have been approved by the Board of Directors of the Company.

Except where otherwise indicated, information contained herein is given as of March 20, 2017.

DATED this 20th day of March, 2017.

(Signed)

Marc C. Henderson,
President & Chief Executive Officer



Laramide Resources Ltd
ARBN 154 146 755

LAM

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Laramide Resources Ltd
PO Box 103 Spring Hill
Queensland 4004 Australia

Alternatively you can fax your form to
(within Australia) 07 3107 7038
(outside Australia) +61 7 3107 7038

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

CDI Voting Instruction Form

XX

 For your vote to be effective it must be received by 4.00pm (AEST) Monday, 24 April 2017

How to Vote on Items of Business

Each CHESS Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name at 17 March 2017 entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depositary Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depositary Nominees Pty Ltd enough time to tabulate all CHESS Depositary Interest votes and to vote on the underlying shares.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com



Review your securityholding



Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

CDI Voting Instruction Form

Please mark ☒ to indicate your directions

STEP 1 CHESS Depositary Nominees Pty Ltd will vote as directed

XX

Voting Instructions to CHESS Depositary Nominees Pty Ltd

I/We being a holder of CHESS Depositary Interests of Laramide Resources Ltd hereby direct CHESS Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General Meeting of Laramide Resources Ltd to be held at the National Club, 303 Bay Street, Toronto, Ontario, M5H 2R1 on Thursday, 27 April 2017 at 4:30pm (Eastern Time) and at any adjournment or postponement of that meeting. By execution of this CDI Voting Form the undersigned hereby authorises CHESS Depositary Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Withhold** box for an item, you are directing CHESS Depositary Nominees Pty Ltd or their appointed proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

1. Election of Directors

	For	Withhold
01. John G. Booth	<input type="checkbox"/>	<input type="checkbox"/>
02. Marc Henderson	<input type="checkbox"/>	<input type="checkbox"/>
03. D. Scott Patterson	<input type="checkbox"/>	<input type="checkbox"/>
04. Paul Wilkens	<input type="checkbox"/>	<input type="checkbox"/>

2. Appointment of Auditors

Appointment of Collins Barrow Toronto LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.

For	Withhold
<input type="checkbox"/>	<input type="checkbox"/>

3. Warrant Resolution

To consider and, if deemed advisable, to pass, with or without variation, a resolution authorizing, approving and permitting the exercise of certain outstanding warrants related to the private placement and Churchrock and Crownpoint property acquisition.

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

4. Note Conversion for the Churchrock and Crownpoint Property Acquisition

To consider and, if deemed advisable, to pass, with or without variation, a resolution authorizing, approving and permitting the Company to satisfy a certain portion of its repayment obligations under a promissory note related to the Churchrock and Crownpoint property acquisition, by issuing common shares of the Company.

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

5. Stock Option Plan Resolution

To consider and, if deemed advisable, to pass a resolution to ratify and approve the renewal of the stock option plan of the Company for the ensuing three (3) years.

For	Against
<input type="checkbox"/>	<input type="checkbox"/>

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date ____ / ____ / ____

LAM

270417A

Computershare +