



## MANAGEMENT INFORMATION CIRCULAR

as at May 18, 2017

This Management Information Circular is furnished in connection with the solicitation of proxies by the management of PLATINEX INC. (the "Company") for use at the annual and special meeting (the "Meeting") of its shareholders to be held on Friday, June 23<sup>rd</sup>, 2017 at the Best Western Voyageur Place Hotel, 17565 Yonge Street, Newmarket, Ontario L3Y 5H6, "Newmarket Room" at 10:00 o'clock in the forenoon (Eastern Time).

### SOLICITATION OF PROXIES

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone or by email by officers and regular employees of the Company. All costs of this solicitation will be borne by the Company.

### APPOINTMENT AND REVOCATION OF PROXIES

The individuals named in the accompanying form of proxy are the President and Chief Executive Officer of the Company and the Chief Financial Officer of the Company. **A shareholder has the right to appoint a person, who need not be a shareholder, to attend and act for the shareholder and on the shareholder's behalf at the Meeting other than either of the persons designated in the accompanying form of proxy, and may do so either by inserting the name of that other person in the blank space provided in the accompanying form of proxy or by completing and delivering another suitable form of proxy.**

In order for the proxy to be valid, you must return the completed form of proxy by 10:00 a.m. on Wednesday, June 21, 2017, to our transfer agent, Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1; facsimile numbers: within North America 1-866-249-7775; outside North America (416) 263-9524; or you can vote by telephone or over the Internet following the instructions on the form of proxy provided with this Circular.

A shareholder who has given a proxy may revoke it by an instrument in writing duly executed and delivered to the Company's office at Suite 807, 20 William Roe Blvd., Newmarket, Ontario L3Y 5V6, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, that precedes any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or of any reconvening thereof, or in any other manner provided by law. A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

### REGISTERED AND NON-REGISTERED SHAREHOLDERS

These security holder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

Registered shareholders may vote the shares they hold in the Company either by attending the Meeting in person or, if they do not plan to attend the Meeting, by completing the proxy and following the delivery instructions contained in the form of proxy and this Management Proxy Circular.

Most shareholders are "beneficial owners" who are non-registered shareholders. Their shares are registered in the name of an intermediary, such as a securities broker, financial institution, trustee, custodian or other nominee

**REGISTERED AND NON-REGISTERED SHAREHOLDERS cont'd**

who holds the shares on their behalf, or in the name of a clearing agency in which the intermediary is a participant (such as CDS Clearing and Depository Services Inc.). Intermediaries have obligations to forward Meeting materials to the non-registered holders, unless otherwise instructed by the holder (and as required by regulation in some cases, despite such instructions).

Only registered shareholders or their duly appointed proxyholders are permitted to vote at the Meeting. Non-registered holders should follow the directions of their intermediaries with respect to the procedures to be followed for voting. Generally, intermediaries will provide non-registered holders with either: (a) a voting instruction form for completion and execution by the non-registered holder, which also permits voting by alternate means such as telephone, fax (if available), or internet, or (b) a proxy form, executed by the intermediary and restricted to the number of shares owned by the nonregistered holder, but otherwise uncompleted. These are the procedures to permit the non-registered holders to direct the voting of the shares that they beneficially own.

If non-registered holders wish to attend and vote in person at the meeting, they must insert their own name in the space provided for the appointment of a proxyholder on the voting instruction form or proxy form provided by the intermediary. They must carefully follow the intermediary’s instructions for return of the executed form or other method of response.

**EXERCISE OF DISCRETION**

On a poll the nominees named in the accompanying form of proxy will vote or withhold from voting the shares represented thereby in accordance with the instructions of the shareholder on any ballot that may be called for. The proxy will confer discretionary authority on the nominees named therein with respect to each matter or group of matters identified therein for which a choice is not specified, any amendment to or variation of any matter identified therein, and any other matter that properly comes before the Meeting.

**In respect of a matter for which a choice is not specified in the proxy, the nominees named in the accompanying form will vote shares represented by the proxy for the approval of such matter.**

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

**VOTING SHARES**

Only shareholders of record at the close of business on May 18, 2017, who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their shares voted at the Meeting. As of May 18, 2017, the Company had outstanding 77,928,710 fully paid and non-assessable common shares without par value, each carrying the right to one vote.

To the knowledge of the directors and senior officers of the Company, the only persons who, as at May 18, 2017, beneficially owned, directly or indirectly, or exercised control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company are as follows:

Name and Municipality of Residence	Number of Securities	Percentage of Issued and Outstanding Shares <sup>(1)</sup>
James R. Trusler, Newmarket, Ontario	8,077,260 Common	10.36%

**Notes:**

(1) Excludes number and percentage that might arise from exercise of outstanding warrants or options.

The above information was supplied by management of the Company.

## ELECTION OF DIRECTORS

The Articles of the Company provide that the number of directors of the Company will be a minimum of one and a maximum of ten. The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (Ontario), each director elected at the Meeting will hold office until the conclusion of the next annual meeting of the Company.

The following table sets out the names of management's nominees for election as directors, all offices in the Company each now holds, each nominee's principal occupation, business of employment, the period of time during which each has been a director of the Company and the number of common shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the date hereof.

Name, Position with Company and Municipality of Residence	Principal Occupation for the Past Five Years	Director Since	Shares Beneficially Owned or Controlled
<b>James R. Trusler</b> Chief Executive Officer, Promoter, President and Director Newmarket, ON	President, CEO and Chairman of the Board from August 12, 1998 to the present; Geological Engineer; Principal, J. R. Trusler & Associates, Mineral Consultants; President, Parrygran Resources, 1991 to Present; President, J. R. Trusler & Associates Ltd., 1995 to present.	August 12, 1998	8,077,260
<b>Bruce Reilly</b> Chief Financial Officer and Director Uxbridge, ON	CFO and Director of the Company; Chartered Professional Accountant in private practice since 1988. CFO Monarca Minerals Inc. 2013 to present; CFO and Director iSign Media Solutions Inc. 2013 to present.	December 15, 2008	301,762
<b>Lorne D. Burden</b> Director Hastings, ON	Consulting Geologist, 2014 to present; Manager Corporate Development/Senior Geologist Logistics Royal Nickel Corporation 2007 to 2014; Associate Consulting Geologist with ACA Howe International Limited, 2005-2007	May 28, 2010	35,000
<b>Walter Henry</b> Director Toronto, ON	President and CEO of Frontline Gold Inc.; Chairman of Alturas Minerals Corp.; Chairman of Alexandria Minerals Corp.; Formerly President and CEO of Satori Resources Inc.; Formerly VP Finance and CFO of Royal Nickel Inc.	May 21, 2014	500,000
<b>Mark Scarrow</b> Director, Markham, Ontario	Mark Scarrow CPA CA, B.Comm, graduated from the University of Toronto completed his B.Comm degree in 1983. He joined KPMG and obtained his CA designation in 1985. In August 1987 started a practice - Scarrow Yurman & Co. and was appointed to the Practice Inspection Committee of CPA Ontario in 2014 with a three year term subsequently extended to May 2018.	May 11, 2017	140,000

The Company is required to have an Audit Committee. Mark Scarrow (Chairman), Walter Henry and James Trusler are members of the Audit Committee. The Company does not have an Executive Committee. The Compensation Committee comprises Walter Henry (Chairman), Mark Scarrow and Lorne Burden.

The number of shares beneficially owned by the above nominees for directors, directly or indirectly, is based on information furnished by the nominees themselves.

## **ELECTION OF DIRECTORS cont'd**

To the knowledge of the Board, and except as set out in this information circular, no proposed director of the Company is, or has been within the ten years preceding the date of this Information Circular:

1. a director or executive officer of any other issuer that, while that person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days;
2. a director or executive officer of any other issuer that, while that person was acting in that capacity, was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or
3. a director or executive officer of any other issuer that, 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
4. has, within the 10 years before the date of the information circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

**PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE ELECTION OF THESE NOMINEES, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT THE SHAREHOLDER'S SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF THE ELECTION OF DIRECTORS. 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 SHAREHOLDER'S SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF THE ELECTION OF DIRECTORS.**

## **RE-APPOINTMENT OF AUDITOR**

It is proposed that, Mahendra CA Professional Corporation, of Markham, Ontario be re-appointed as the Company's auditor and that his remuneration be fixed by the directors. Navin Mahendra, Chartered Professional Accountant was first appointed auditor of the Company on June 25, 2007.

**PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPOINTMENT OF MAHENDRA CA PROFESSIONAL CORPORATION AS AUDITOR OF THE CORPORATION, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT THE SHAREHOLDER'S SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF THE APPOINTMENT OF AUDITOR.**

## **STOCK OPTION PLAN**

On October 28, 2005, Platinex's board and management proposed and approved the Platinex Inc. 2005 Stock Option Plan (the "Option Plan"). Under the terms of this stock option plan as amended, a maximum of 10% of the issued and outstanding common shares have been reserved for issuance to the Company's directors, officers, employees and eligible consultants.

The maximum number of shares that may be issued under the Option Plan is 10% of the issued and outstanding shares, calculated at the time options are granted under the Option Plan. The Option Plan restricts the number of options that may be issued during a twelve month period to any one individual to 5% of the outstanding shares

## **STOCK OPTION PLAN cont'd**

and to any one consultant to 2% of the outstanding shares. The maximum number of options that may be issued to all persons employed to provide investor relations activities is 2% of the outstanding shares.

The exercise price of options granted under the Option Plan cannot be less than the greater of (a) the minimum price allowable by the Canadian Securities Exchange (currently \$0.05) and (b) the market price per share less the applicable discount, if any. Options may be granted for up to a five-year period from the date of granting.

At the time of granting an option, the board of directors may set a vesting schedule. Options granted to persons performing investor relations activities shall have a vesting period of at least twelve (12) months with no more than one quarter of such options vesting in any three (3) month period.

Upon an optionee's employment, office or directorship being terminated for cause, any unexercised option shall become void on such termination date. If an optionee dies, or becomes permanently disabled, the option may be exercised by the optionee or the person to whom it is transferred by will or the laws of succession within one year of the date of death or disability. If an optionee (who is not a person employed to provide investor relations advice) ceases to be a director or employee, other than as a result of a termination for cause, the optionee shall have one (1) year after to exercise the options from date of cessation. The exercise period applicable to options held by persons employed to provide investor relations advice who are terminated other than for cause is thirty (30) days.

In the event the Company proposes to amalgamate, merge or consolidate with or into any other company (other than with a wholly-owned subsidiary of the Company) or to liquidate, dissolve or wind-up, or in the event an offer to purchase the shares of the Company or any part thereof shall be made to all holders of shares of the Company, the Company shall have the right, upon written notice thereof to each optionee holding options under the Option Plan to permit the exercise of all such options within the twenty (20) day period following the date of such notice and to determine that upon the expiration of such twenty (20) day period, all rights of optionees to such options or to exercise same (to the extent not theretofore exercised) shall terminate and cease to have further force or effect whatsoever.

**BE IT RESOLVED that the stock option plan of the Company as amended is hereby approved and confirmed.**

**PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPROVAL OF THE STOCK OPTION PLAN, UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE VOTED AGAINST THE RESOLUTION.**

## **SHARE CONSOLIDATION**

Shareholders will be asked to consider, and if deemed appropriate, to approve an ordinary resolution to consolidate the Company's issued and outstanding Common Shares (the "Share Consolidation") on the basis of one (1) post-consolidation Common Share for every ten (10) pre-consolidation Common Shares (the "Consolidation Ratio"). Subject to the approval of the Exchange, approval of the ordinary resolution by holders of Common Shares would give the Board of Directors authority to implement the Share Consolidation at any time prior to the next annual meeting of shareholders. Notwithstanding approval of the proposed Share Consolidation by the shareholders, the Board of Directors, in its sole discretion, may revoke the resolution and abandon the Share Consolidation without further approval or action by or prior notice to the shareholders. The background to and reasons for the Share Consolidation, and certain risks associated with the Share Consolidation and related information, are described below.

## SHARE CONSOLIDATION cont'd

### ***Background to and reasons for the Share Consolidation***

The Board of Directors believes that in order to provide access to capital it may be in the best interests of the Company to reduce the number of outstanding Common Shares by way of the Share Consolidation. The potential benefits of the Share Consolidation include:

- ***Greater investor interest*** – a higher post-consolidation Common Share price could help generate interest in the Company among investors, as a higher anticipated Common Share price may meet investing guidelines for certain institutional investors and investment funds that may be prevented under their investing guidelines from investing in the Common Shares at the current price and the Exchange threshold price for all accredited investors could be achieved enabling new financings;

- ***Improved trading liquidity*** – an increased interest from investors may ultimately improve the trading liquidity of the Common Shares; and

- ***Raise additional capital at a higher price per share*** – the higher anticipated price of the post-consolidation Common Shares will allow the Company to raise additional capital through the sale of additional Common Shares at a higher price per Common Share than would be possible in the absence of the Share Consolidation.

The Share Consolidation is subject to the approval of the Exchange. As a condition to the approval of a consolidation of shares listed for trading on the Exchange, the Exchange requires, among other things, that an Exchange-listed issuer continue to meet the Exchange's "Continued Listing Requirements" after the share consolidation. In order for the Company to continue to meet the applicable Continued Listing Requirements, the Company must have at least 150 "public shareholders" (as defined under Exchange policies) holding a certain minimum number of Common Shares, each free of "resale restrictions" (as defined under Exchange policies), after completion of the Share Consolidation. As a result, the Board of Directors may determine that it is necessary to implement a lower Consolidation Ratio in order to satisfy the applicable Continued Listing Requirements and obtain approval of the Share Consolidation from the Exchange. The Board of Directors may also determine to implement a lower Consolidation Ratio for other reasons, such as to adjust to a higher stock price for the Company's shares or to reflect an increase in the actual or expected value of the Company's assets.

If the ordinary resolution is approved, the Share Consolidation would be implemented, only upon a determination by the Board of Directors that it is in the best interests of the Company at that time. In connection with any determination to implement the Share Consolidation, the Board of Directors will set the timing for the Share Consolidation to become effective, which the Board currently anticipates will be as soon as practicable following the Meeting. No further action on the part of shareholders would be required in order for the Board to implement the Share Consolidation. If the Board does not implement the Share Consolidation prior to the next annual meeting of shareholders, the authority granted by the ordinary resolution to implement the Share Consolidation on these terms would lapse and be of no further force or effect. The ordinary resolution also authorizes the Board of Directors to elect not to proceed with, and abandon, the Share Consolidation at any time if it determines, in its sole discretion, to do so.

### ***Certain Risks associated with the Share Consolidation***

- ***The Company's total market capitalization immediately after the proposed Share Consolidation may be lower than immediately before the proposed Share Consolidation*** - There are numerous factors and contingencies that could affect the Common Share price prior to or following the Share Consolidation, including the status of the market for the Common Shares at the time, the status of the Company's reported financial results in future periods, and general economic, geopolitical, stock market and industry conditions. Accordingly, the market price of the Common Shares may not be sustainable at the direct arithmetic result of the Share Consolidation (for

***Certain Risks associated with the Share Consolidation cont'd***

example, based on the closing price of the Common Shares on May 18, 2017 of \$0.08 per Common Share, the direct arithmetic result of the Share Consolidation would be a post-consolidation market price of \$0.80 per Common Share), and may be lower. If the market price of the Common Shares is lower than it was before the Share Consolidation on an arithmetic equivalent basis, the Company's total market capitalization (the aggregate value of all Common Shares at the then market price) after the Share Consolidation may be lower than before the Share Consolidation.

***- A decline in the market price of the Common Shares after the Share Consolidation may result in a greater percentage decline than would occur in the absence of the Share Consolidation, and the liquidity of the Common Shares could be adversely affected following the Share Consolidation*** – If the Share Consolidation is implemented and the market price of the Common Shares declines, the percentage decline may be greater than would occur in the absence of the Share Consolidation. The market price of the Common Shares will, however, also be based on the Company's performance and other factors, which are unrelated to the number of Common Shares outstanding. Furthermore, the liquidity of the Common Shares could be adversely affected by the reduced number of Common Shares that would be outstanding after the Share Consolidation.

***- The Share Consolidation may result in some shareholders owning "odd lots" of less than 100 Common Shares on a post-consolidation basis, which may be more difficult to sell, or require greater transaction costs per Common Share to sell*** - The Share Consolidation may result in some shareholders owning "odd lots" of less than 100 Common Shares on a post-consolidation basis. "Odd lots" may be more difficult to sell, or require greater transaction costs per Common Share to sell, than Common Shares held in "board lots" of even multiples of 100 Common Shares.

***Procedure for Implementing the Share Consolidation, Notice of Consolidation and Letter of Transmittal***

If the ordinary resolution is approved by shareholders and the Board of Directors decides to implement the Share Consolidation, the Company will in conjunction with the Exchange determine the effective date for the Share Consolidation, provided that, in any event, such date will be prior to the next annual meeting of shareholders. On or prior to the effective date of the Share Consolidation, the Company will give written notice thereof to all registered shareholders and will provide them with a form of a letter of transmittal to be used for the purpose of surrendering their certificates representing the currently outstanding Common Shares to the Company's registrar and transfer agent in exchange for new shares representing whole post-consolidation Common Shares. After the Share Consolidation, current issued share certificates representing pre-consolidation Common Shares will: (a) constitute good delivery for the purposes of trades of post-consolidation Common Shares; and (b) be deemed for all purposes to represent the number of post-consolidation Common Shares to which the shareholder is entitled as a result of the Share Consolidation. No delivery of new shares to a shareholder will be made until the shareholder has surrendered his, her or its current issued share certificates. If your holdings are currently represented by a Direct Registration System Advice issued by Computershare (a "DRS Advice") rather than a physical share certificate, no further action is required. A new DRS Advice will be mailed to you representing your entitlement of Platinex Inc.

***Effect on Non-Registered Holders***

Non-Registered Holders holding their Common Shares through a bank, broker or other nominee should note such banks, brokers or other nominees may have different procedures for processing the Share Consolidation than those that will be put in place by the Company for registered shareholders. All Non-Registered Holders who hold Common Shares with a bank, broker or other nominee are encouraged to contact their nominees to obtain instructions for processing the Share Consolidation.

***No Fractional Shares to be Issued***

No fractional Common Shares will be issued in connection with the Share Consolidation and, in the event that a shareholder would otherwise be entitled to receive a fractional Common Share upon the Share Consolidation, such fraction will be rounded down to the nearest whole number of Common Shares.

***Effects of the Share Consolidation on the Common Shares***

If approved and implemented, the Share Consolidation will occur simultaneously for all of the Common Shares and the Consolidation Ratio will be the same for all of such Common Shares. Except for any variances attributable to fractional shares, the change in the number of issued and outstanding Common Shares that will result from the Share Consolidation will cause no change in the capital attributable to the Common Shares and will not materially affect any shareholder's percentage ownership in the Company, even though such ownership will be represented by a smaller number of Common Shares. In addition, the Share Consolidation will not materially affect any shareholder's proportionate voting rights. Each Common Share outstanding after the Share Consolidation will be entitled to one vote and will be fully paid and non-assessable. The principal effects of the Share Consolidation will be that the number of Common Shares issued and outstanding will be reduced from 77,928,710 Common Shares as of May 18, 2017 to approximately 7,792,871 Common Shares. The implementation of the Share Consolidation would not affect the total shareholders' equity of the Company or any components of shareholders' equity as reflected on the Company's financial statements except: (i) to change the number of issued and outstanding Common Shares; and (ii) to change the stated capital of the Common Shares to reflect the Share Consolidation.

***No Dissent Rights***

Under the Act, shareholders do not have dissent and appraisal rights with respect to the proposed Share Consolidation.

Following is the proposed form of resolution to approve the Share Consolidation:

**"BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:**

1. Subject to the approval of the Canadian Securities Exchange (the "Exchange"), the Company is hereby authorized to consolidate all of the issued and outstanding common shares without par value of the Company (the "Shares") on the basis of one (1) post-consolidation Share for every ten (10) pre-consolidation Shares, or such other consolidation ratio that the Board of Directors of the Company deem necessary in order for the Company to meet its public distribution requirements on a post-consolidation basis pursuant to the policies of the Exchange, provided that such ratio shall be no greater than one (1) post-consolidation Share for every ten (10) pre-consolidation Shares (the "Share Consolidation").
2. Upon the Share Consolidation, no fractional Share will be issued and the number of Shares to be received by a shareholder of the Company shall be rounded down to the nearest whole Share in the event that such shareholder would otherwise be entitled to receive a fractional Share;
3. Any officer or director of the Company is hereby authorized to execute and deliver all such other documents and to do all acts and things necessary or desirable to give effect to this ordinary resolution, including, without limitation, the determination of the effective date of the Consolidation, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination; and
4. Notwithstanding any of the foregoing, the Board of Directors of the Company is hereby authorized, at its sole discretion and without further approval of or notice to the shareholders of the Company, to revoke this ordinary resolution at any time before it is acted upon and for greater certainty, this ordinary resolution shall be revoked if the Exchange does not consent to the proposed Share Consolidation or if the Share Consolidation is not implemented prior to the next annual meeting of shareholders of the Company." A simple majority of the votes cast at the Meeting in person or by proxy is required in order to pass the above resolution."



***No Dissent Rights cont'd***

**PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPROVAL OF THE SHARE CONSOLIDATION, UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE VOTED AGAINST THE RESOLUTION.**

**STATEMENT OF EXECUTIVE COMPENSATION**

The following table sets out all annual compensation for services in all capacities to the Company for each of the last three financial years in respect of the CEO and CFO of the Company as of December 31, 2016 and any other executive officer whose total compensation exceeded \$150,000 for that year (including any individual who was not an executive officer as of December 31, 2016 (the "Named Executive Officers"). For the year ended December 31, 2016, the Named Executive Officers were James R. Trusler, President and Chief Executive Officer, and Bruce Reilly, Chief Financial Officer.

**Named Executive Officers**

For the purposes of this Circular, a Named Executive Officer ("NEO") of the Company means each of the following individuals:

1. a chief executive officer ("CEO") of the Company;
2. a chief financial officer ("CFO") of the Company;
3. each of the Company's three most highly compensated executive officers, or the three 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 end;
4. each individual who would be a NEO under paragraph (3) 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.

The Company has the following two NEOs: James R. Trusler, Chief Executive Officer, and Bruce Reilly, Chief Financial Officer.

**Compensation Discussion and Analysis**

When determining the compensation of the NEOs, the Board considers the limited resources of the Company and the objectives of: (i) recruiting and retaining the executives critical to the success of the Company and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and shareholders of the Company; and (iv) rewarding performance, both on an individual basis and with respect to the business in general in order to achieve these objectives, the compensation paid to NEOs consists of the following two components:

1. base fee; and
2. long-term incentive in the form of stock options.

**Base Fee**

The base fee of each particular NEO is determined by an assessment of the Board of such executive's performance, a consideration of competitive compensation levels in companies similar to the Company and a review of the performance of the Company as a whole and the role such executive officer played on such corporate performance.

**Long-Term Incentive**

The Company provides a long-term incentive by granting options to executive officers under the Stock Option Plan. The objective of granting options is to encourage executives to acquire an ownership interest in the

### Long-Term Incentive cont'd

Company over a period of time, which acts as a financial incentive for such executive to consider the long term interest of the Company and its shareholders.

### Option Based Awards

The Board reviews the performance of the Company's management and advisors from time to time, and recommends option-based awards and other compensation awards or adjustments. These decisions take into consideration corporate and individual performance and industry standards. Previous grants of option-based awards are also taken into consideration in making this determination. The experience of the Board members who are also involved as management of, or Board members or advisors to, other companies also informs decisions concerning compensation.

### Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Share based awards (\$)	Option based awards (\$)	Non-equity incentive plan compensation		Pension value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual incentive plans	Long term incentive plans			
James R. Trusler, President and CEO	2016	24,000	Nil	33,840	Nil	Nil	Nil	Nil	57,840
	2015	Nil	Nil	2,500	Nil	Nil	Nil	Nil	2,500
	2014	18,000	Nil	Nil	Nil	Nil	Nil	Nil	18,000
Bruce Reilly, CFO	2016	15,000	Nil	25,380	Nil	Nil	Nil	Nil	40,380
	2015	Nil	Nil	2,500	Nil	Nil	Nil	Nil	2,500
	2014	9,000	Nil	Nil	Nil	Nil	Nil	Nil	9,000

### Incentive Plan Awards

The Company had no unvested share-based awards outstanding at the end of the financial year ended December 31, 2016. The following table summarizes option-based awards and share-based awards that vested during the year ended December 31, 2016 as well as non-equity incentive awards earned during that year.

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
James R. Trusler	33,840	0	0
Bruce Reilly	25,380	0	0

### Termination of Employment, Change in Responsibilities and Employment Contracts

Effective April 1, 2017, the Company entered into Executive Fee Agreements with James R. Trusler, CEO and Bruce Reilly, CFO. The agreements compensate each executive a monthly fee (Trusler - \$5,000 and Reilly \$2,500) which is reviewable at three month intervals and incentive stock options from time to time in accordance with the Company's Stock Option Plan, as recommended by the Compensation Committee and as approved by the Board. In addition to this, in the event of a change in control of the Company, each executive is entitled to a termination payment (Trusler - \$250,000 and Reilly - \$150,000).

## Compensation of Directors

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
James R. Trusler	0	0	0	0	0	0	0
Bruce Reilly	0	0	0	0	0	0	0
Walter Henry	\$8000	0	8,460	0	0	0	16,460
Tom Hussey	\$8000	0	8,460	0	0	0	16,460
Lorne D. Burden	\$8000	0	8,460	0	0	0	16,460
Mark Scarrow	0	0	0	0	0	0	0

Effective January 1, 2017, outside directors are entitled to a fee of \$1,000 per month and to the grant of incentive stock options from time to time in accordance with the Company's Stock Option Plan, as recommended by the Compensation Committee and as approved by the Board. In addition to this, in the event of a change in control of the Company, each outside directors is entitled to a termination payment of \$35,000 plus \$3,500 per year or part year of service.

### INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purposes of this Information Circular, "informed person" means (a) a director or executive officer of the Company; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both, carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company, other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company if it has purchased, redeemed or otherwise acquired any of its own securities for so long as it holds any of its securities.

Except as set out elsewhere in this information circular or as set out below, no informed person, no proposed director of the Company and no associate or affiliate of any such informed person or proposed director, has any material interest, direct or indirect, in any material transaction since the commencement of the Company's last completed financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

### INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

As at the date of this information circular, there was no indebtedness owing by the current or former officers, directors and employees of the Company (a) to the Company or (b) to other entities if the indebtedness was subject to a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company other than ordinary travel or expense advances.

### INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

To the knowledge of management of the Company, no insider or nominee for election as a director of the Company had any interest in any matter proposed to be considered at the Meeting except as disclosed herein.

## AUDIT COMMITTEE

The Company is required to have an audit committee comprising not less than three directors, a majority of whom are not officers or employees of the Company or of an affiliate of the Company. The Company's current audit committee consists of Mark Scarrow (Chairman), Walter Henry and James Trusler. The text of the Audit Committee's Charter is attached as Schedule "A" to this Circular.

National Instrument 52-110 Audit Committees, ("NI 52-110") provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with the issuer, which could, in the view of the issuer's board of directors, reasonably interfere with the exercise of the member's independent judgment. Mark Scarrow and Walter Henry are independent, as that term is defined and James Trusler is not independent, as that term is defined.

NI 52-110 provides that an individual is "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. All of the members of the audit committee current and future are financially literate as that term is defined.

Since the commencement of the Company's most recently completed financial year, the audit committee of the Company has not made any recommendations to nominate or compensate an external auditor which were not adopted by the board of directors of the Company.

Since the commencement of the Company's most recently completed financial year, the Company has not relied on (a) the exemption in section 2.4 (De Minimis Non-audit Services) of NI 52-110; or (b) an exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemptions).

The audit committee has not adopted any specific policies and procedures for the engagement of non-audit services.

### Relevant Education and Experience

Name of Member	Education	Experience
Mark Scarrow	Graduated from University of Toronto where he completed his B.Comm in 1983, joined KPMG and obtained his CA designation in 1985 while working in the Toronto office.	In August 1987 he started a practice with a fellow KPMG alumni that is now Scarrow Yurman & Co. One of the entities that Mr. Scarrow's firm provides audit services to is a publicly listed entity that is operating in the cannabis space in Canada and the United States. Mark was appointed to the Practice Inspection Committee of CPA Ontario in 2014 and his three year appointment was extended for a further one year term to end May 2018.
Walter Henry	Chartered Financial Analyst, AIMR (2001); Derivatives Fundamentals Course, Canadian Securities Institute (1997); Associate of the Institute of Canadian Bankers (1995); B.A. Political Science/Economics, Wilfrid Laurier University (1991); Institute of Corporate Directors (May 2010)	Financial Analyst, Central Guarantee Trust 1991-1992; Associate, Risk Management, Dresdner Kleinwort Benson 1993-1997; Manager/ Associate Corporate Finance/ Structured Finance, BNP Paribas Canada 1997-2000; Assistant VP Infrastructure and Mining Pricewaterhousecoopers Securities Inc. 2000-2001; Manager Commercial Mid-Markets CIBC World Markets 2002-2003; VP Finance and CFO of Tiberon Minerals Ltd. 2003-2007; CFO and Corporate Secretary, Alturas Minerals Corp, 2007; VP Finance, CFO and Corporate Secretary Royal Nickel Corp. 2007-2010; ; Interim President and CEO Satori Resources (2014-2015); President and CEO Frontline Gold Corp. 2010- present

James R. Trusler	BASC Geological Engineering University of Toronto (1967) and MS Geology Michigan Technological University (1972)	Senior Geologist for Teck Explorations 1980-1983. Vice President Exploration and Director of International Platinum Corporation 1983-1992; Vice President and Director of Platinum Exploration Canada Inc. 1985 -1986. President Hellens Eplett Mining 1989-1992. President, CEO and Chairman of the Board for Platinex Inc. from August 12, 1998 to the present; Geological Engineer; Principal, J. R. Trusler & Associates, Mineral Consultants; President, Parrygran Resources, 1991 to Present.
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The following table sets out the fees paid by the Company to Mahendra CA Professional Corporation, Chartered Accountant, for services rendered in the last two fiscal years:

Type of Fees	Fiscal Year Ended December 31st	
	2016	2015
Audit fees (i)	\$16,000	\$12,500
Audit-related fees (ii)	Nil	Nil
Tax fees (iii)	Nil	Nil
All other fees (iv)	Nil	Nil

- i. "Audit fees" are the aggregate fees billed by the Company's external auditor for audit services.
- ii. "Audit-related fees" are the aggregate fees billed for assurance and related services by the Company's external auditor that are reasonably related to the performance of the audit review of the Company's Financial Statements and are not reported as part of the audit fees.
- iii. "Tax fees" are the aggregate fees billed for professional services rendered by the Company's external auditor for tax compliance, tax advice and tax planning.
- iv. "All other fees" are the aggregate fees billed for products and services provided by the Company's external auditor, other than the services reported as audit fees, audit-related fees and tax fees.

The Company is a "venture issuer" as defined in NI 52-110 and is relying on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (Composition of Audit Committee) and 5 (Reporting Obligations).

#### DIRECTORS AND OFFICERS LIABILITY INSURANCE

The Company has directors' and officers' liability insurance as contemplated by subsection 136(4) of the *Business Corporations Act*. **An annual premium of \$9,295 was incurred by the Company for directors' and officers' liability insurance on May 8, 2017 effective for a term of twelve months.** No part of this premium was paid by the directors or officers of the Company. The aggregate insurance coverage under the policy is limited to \$5,000,000 per claim.

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

The following table sets out the number of common shares which are issuable upon exercise of outstanding convertible securities of the Company issued under compensation plans, the weighted-average exercise price of such convertible securities and the number of securities remaining available for future issuance under all equity compensation plans of the Company.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS cont'd

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders (Options)	4,430,000	\$0.05	3,362,871
Equity compensation plans not approved by security holders	13,191,200	\$0.08	NA
<b>TOTAL</b>	17,621,200	\$0.07	3,362,871

## CORPORATE GOVERNANCE DISCLOSURE

### BOARD OF DIRECTORS

The following members of the board of directors and nominees are independent within the meaning of NI 52-110: Mark Scarrow, Walter Henry and Lorne D. Burden. The following members of the board of directors are not independent within the meaning of NI 52-110: Bruce Reilly and James R. Trusler. The board of directors has responsibility for supervising and overseeing the management of the business of the Company.

### DIRECTORSHIPS

The following is a list of those directors who are directors of any other issuer that is a reporting issuer (or the equivalent):

Director	Reporting Issuer
Bruce Reilly	iSign Media Inc.
Walter Henry	Frontline Gold Corp. Alturas Minerals Corporation, Merrex Gold Inc., Alexandria Minerals Corporation, Folkstone Capital Corp., Riverside Resources Inc.

### ORIENTATION AND CONTINUING EDUCATION

The board of directors encourages the directors and employees to attend appropriate courses sponsored by the Canadian Securities Exchange which provide continuing education for directors and employees.

The Audit Committee will review and assess whether to recommend to the board of directors, the adoption of a formal orientation procedure for new directors and additional continuing education for current directors.

### ETHICAL BUSINESS CONDUCT

The board of directors believes that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the board of directors in which a director has an interest have been sufficient to ensure that the board of directors operates ethically and in the best interests of the Company.

## **NOMINATION OF DIRECTORS**

There is no committee which is assigned responsibility for identifying new candidates for the board or directors. There is no formal process for identifying new candidates for the board or directors.

## **COMPOSITION OF THE COMPENSATION COMMITTEE**

The Compensation Committee of the Company currently comprises Walter Henry (Chairman), Mark Scarrow and Lorne Burden. Each of Burden, Henry and Scarrow is considered to be an independent director within the meaning of applicable securities laws. The Compensation Committee was established in fiscal 2010.

## **ASSESSMENTS**

The board of directors has not established a formal policy to monitor the effectiveness of the directors, the board of directors and its committees.

## **ADDITIONAL INFORMATION**

Additional information relating to the Company, including the annual audited financial statements for the year ended December 31, 2016 and Management Discussion & Analysis for that financial year, are available as at April 28, 2017 on SEDAR at [www.sedar.com](http://www.sedar.com) or on the Company website at [www.platinex.com](http://www.platinex.com).

## **OTHER MATTERS**

Management is not aware of any other matters, which it anticipates will come before the Meeting as of the date of mailing of this Information Circular.

## **APPROVAL OF DIRECTORS**

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

Newmarket, Ontario

May 18, 2017

## **BY ORDER OF THE BOARD OF DIRECTORS**

*“James R. Trusler”*

James R. Trusler  
President and Chief Executive Officer

## **SCHEDULE "A"**

to the 2017 Information Circular

**PLATINEX INC.**  
(the "Corporation")

### **AUDIT COMMITTEE CHARTER**

The audit committee is a committee of the board of directors to which the board delegates its responsibilities for the oversight of the accounting and financial reporting process and financial statement audits. The external auditor shall report directly to the committee.

#### **RESPONSIBILITIES**

The audit committee will:

1. recommend to the board of directors:
  - (i) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, and
  - (ii) the compensation of the external auditor;
2. oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditor regarding financial reporting;
3. review and report to the board of directors of the Corporation on the following before they are published:
  - (i) the financial statements and management discussion and analysis (MD&A) of the Corporation;
  - (ii) the auditor's report, if any, prepared in relation to those financial statements;
4. review the Corporation's annual and interim earnings press releases before the Corporation publicly discloses this information;
5. satisfy itself that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements;
6. pre-approve all non-audit services to be provided to the Corporation or its subsidiaries by the Corporation's external auditor;
7. establish procedures for:
  - (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters, and
  - (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters;
8. review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation;
9. annually, assess the performance of the committee and its members and consider the need for any amendments to this charter.



## **COMPOSITION OF THE COMMITTEE**

The committee will be composed of at least three directors from the Corporation's board of directors, a majority of whom shall not be officers or employees of the Corporation or any of its affiliates.

## **MEETINGS**

Meetings may be convened at the request of any member of the audit committee or at the request of the Corporation's external auditor. The committee shall meet regularly, but not less frequently than quarterly.

A majority of the members of the committee shall constitute a quorum. The committee shall act on the affirmative vote of a majority of the members present at a meeting at which there is a quorum. Without a meeting, the committee may act by unanimous written resolution of all members.

The committee members shall, when deemed appropriate, meet in private session with the external auditor; with management and as committee members only to discuss matters relevant to the committee's mandate.

## **AUTHORITY**

The external auditor shall report directly to the committee. The committee has the authority to communicate directly with the external auditor and the internal auditor, without management involvement.

The committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and the committee will set the compensation for such ad.