OLIVUT RESOURCES LTD.

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual and Special General Meeting (the "**Meeting**") of holders of common shares of Olivut Resources Ltd. (the "**Company**") will be held on February 10, 2016, at 10:30 a.m. (EST) at the offices of Stikeman Elliott LLP, 53rd Floor, Commerce Court West, 199 Bay Street, Toronto, Canada for the following purposes:

1. To receive the audited financial statements of the Company as at and for the years ended October 31, 2015 and 2014;
2. To elect the directors of the Company;
3. To appoint McGovern, Hurley, Cunningham, LLP, as the auditor of the Company and to authorize the directors to fix the remuneration to be paid to the auditor; and
4. To approve the Amended and Restated Share Option Plan.

The resolutions referenced above are more particularly described in the accompanying Management Information Circular (the "**Proxy Circular**").

Shareholders are requested to date, sign and return the enclosed form of proxy. Shareholders may also complete the form of proxy by telephone or the Internet by following the instructions provided on the proxy form. All completed proxies must be received by the Company's transfer agent, Computershare Investor Services, before 10:30 a.m. (EST) on February 8, 2016 or if the Meeting is adjourned, at least two business days preceding the date of any adjournment of the Meeting. If returning by mail, Shareholders should use the enclosed stamped and self-addressed envelope and mail to: Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, Canada M5J 2Y1. If returning by fax, Shareholders should use: within North America 1-866-249-7775; outside North America 1-416-263-9524.

DATED at Toronto, this 30th day of December, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

Leni F. Keough

Leni F. Keough
President and Chief Executive Officer

Whether or not you expect to attend the Meeting in person, please complete, date, sign and return the accompanying form of proxy at your earliest convenience. The accompanying Proxy Circular provides further information respecting proxies and the matters to be considered at the Meeting and is deemed to form part of this Notice.

MANAGEMENT INFORMATION CIRCULAR

December 30, 2015

P.O. Box 6690, Hinton, AB T7V 1X8 Phone: (780) 866-2226 Fax: (780) 866-3713

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MANAGEMENT INFORMATION CIRCULAR

DATE, TIME AND PLACE OF MEETING

This Management Information Circular is furnished in connection with the solicitation by management of Olivut Resources Ltd. (the "Company" or "Olivut") of proxies to be used at the Annual and Special General Meeting (the "Meeting") of shareholders of the Company ("Shareholders") to be held on February 10, 2016, at 10:30 a.m. (EST) at the offices of Stikeman Elliott LLP, 53rd Floor, Commerce Court West, 199 Bay Street, Toronto, Canada.

INFORMATION CONCERNING THE MEETING

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may also be solicited personally or by telephone by employees of the Company at nominal cost. Employees will not receive any extra compensation for such activities. The total cost of this solicitation will be borne by the Company. The Company has arranged for intermediaries to forward the Notice of Meeting, this Proxy Circular and the form of proxy for use in connection with the Meeting (collectively, the "**Meeting Materials**") to beneficial owners of the common shares of the Company ("**Common Shares**") held of record by those intermediaries and the Company may reimburse the intermediaries for their reasonable fees and disbursement in that regard.

Appointment of Proxies

The persons named in the enclosed form of proxy are officers and/or directors of the Company. A Shareholder has the right to appoint a person or company, who need not be a Shareholder, other than the person or company designated in the applicable form of proxy accompanying this Proxy Circular, as nominee to attend and act for and on behalf of such person at the Meeting and may exercise such right by inserting the name of such person in the blank space provided on the form of proxy or by executing a proxy in a form similar to the one enclosed.

Deposit of Proxies

Shareholders who do not expect to attend the Meeting in person are requested to complete, sign, date and return the enclosed form of proxy. An undated but executed proxy will be deemed to be dated the date of this Proxy Circular. Completed proxies returned either by mail or by fax to the office of the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), must be received before 10:30 a.m. (EST) on February 8, 2016 or if the Meeting is adjourned, at least two business days preceding the date of any adjournment of the Meeting. If submitting by mail, Shareholders should use the stamped self-addressed envelope enclosed or mail to: Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, Canada M5J 2Y1. If submitting by fax, Shareholders should use: within North America 1-866-249-7775; outside North America 1-416-263-9524.

Telephone

The option to submit a proxy by telephone is offered only in Canada and in the United States. Shareholders electing to submit a proxy by telephone require a touchtone telephone. The telephone number to call is 1-866-732-8683. Shareholders must follow the instructions, use the form of proxy received from the Company and provide the I.D. and Code numbers which are located beside the Shareholder's name on the proxy form on the lower left-hand side. Instructions are then conveyed by use of the touchtone selections over the telephone.

Internet

Shareholders electing to submit a proxy over the Internet must access the website: www.investorvote.com. Shareholders must then follow the instructions and refer to the proxy form received from the Company which contains the I.D. and Code numbers. Voting instructions are then conveyed electronically to the shareholder over the Internet.

Non-Registered Shareholders

Only registered Shareholders at January 6, 2016 ("**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 holder (a "**Non-Registered Shareholder**") are registered either:

1. in the name of an intermediary with which a Non-Registered Shareholder may deal, including banks, trust companies, securities dealers or brokers and trustees or administrators of registered retirement savings plans, registered retirement income funds, registered education savings plans (all as defined in the *Income Tax Act* (Canada)) and similar plans, and their nominees (an "**Intermediary**"); or
2. in the name of a clearing agency (such as The Canadian Depository for Securities Limited) of which the Intermediary is a participant.

The Company has distributed copies of the Meeting Materials to the clearing agencies and Intermediaries for onward distribution to Non-Registered Shareholders.

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 very often call on service companies to forward meeting materials to non-registered holders. Non-Registered Shareholders who have not waived the right to receive Meeting Materials will:

1. receive a form of proxy which has already been signed by the Intermediary (usually by facsimile) which indicates the number of Common Shares beneficially owned by the Non-Registered Shareholders but which has not been completed. This form of proxy need not be signed by the Non-Registered Shareholder. In this case, the Non-Registered Shareholder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it with Computershare Investor Services in the manner described above; or more typically, receive a voting instruction form from an Intermediary which must be completed and signed by the Non-Registered Shareholder in accordance with the directions on the voting instruction form (which may, in some cases, permit the completion of the voting instruction form by telephone); or
2. receive a proxy form as described in the next paragraph.

The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communication Solutions, Canada ("**Broadridge**"). Broadridge typically mails a voting instruction form to the Non-Registered Shareholders and asks such non-registered holders to return such voting instruction form to Broadridge (the Broadridge form also allows completion of the voting instruction form by telephone or via the internet). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at a Shareholders' meeting. A Non-Registered Shareholder receiving a voting instruction form from Broadridge cannot use that voting instruction form to vote shares directly at the Meeting, the voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have the shares voted.

The purpose of these procedures is to allow Non-Registered Shareholders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Shareholder who receives either a form of proxy or a voting instruction form 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 that form. In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediaries and their service companies to ensure that their Common Shares are voted at the Meeting.

Alternatively, a Non-Registered Shareholder may request in writing that their broker send them a legal proxy which would enable them, or a person designated by them, to attend the Meeting and vote their Common Shares.

Exercise of Vote by Proxies and Discretionary Authority

The Common Shares, represented by properly executed proxies given in favour of the persons designated in the printed portion of the accompanying form of proxy at the Meeting, will be voted for, against or withheld from voting in accordance with the instructions contained therein, so long as such instructions are certain, on any ballot that may be called. **If no choice is specified in the proxy, such shares will be voted FOR each of the matters proposed by management at the Meeting and described in the Notice of the Meeting.**

The form of proxy accompanying this Proxy Circular confers discretionary authority upon the nominees named therein with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. Management of the Company knows of no matters to come before the Meeting, other than those referred to in the Notice of Meeting. However, if any other matters which are not now known to management of the Company should properly come before the Meeting, the shares represented by proxies given in favour of management nominees will be voted on such matters in accordance with the best judgment of the nominee.

Revocation of Proxies

A Registered Shareholder may revoke a proxy by: (a) completing and signing a proxy bearing a later date and depositing it with Computershare within the same time periods in advance of the Meeting as set forth above under "Deposit of Proxies"; (b) depositing an instrument in writing executed by the holder or by his attorney authorized in writing or, if the holder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized, indicating the capacity under which such officer or attorney is signing, either at the registered office of the Company at any time up to and including 10:30 a.m. EST, on the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the Chairman of the applicable Meeting on the day of such Meeting, or any adjournment thereof; or (c) in any other manner permitted by law. A Non-Registered Shareholder may revoke a voting instruction form and a vote given to an Intermediary at any time by written notice, except that an

Intermediary is not required to act on a revocation of a voting instruction form or to vote if such revocation is not received at least seven days prior to the Meeting.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

Voting Securities

As of December 30, 2015, 40,946,672 Common Shares were outstanding, each carrying the right to one vote on matters at the Meeting.

Shareholders of record as at the close of business on January 6, 2016 (the "**Record Date**") are entitled to vote at the Meeting.

To the knowledge of management, as of the date of this Proxy Circular, no person beneficially owns, directly or indirectly, or exercises control or direction over, Common Shares carrying 10% or more of the voting rights attached to the Common Shares other than Pierre Lassonde, who owns or control an aggregate of 6,847,000 Common Shares or approximately 16.7% of all the issued and outstanding Common Shares.

Quorum

A quorum for the meeting consists of two holders of the Common Shares entitled to vote at a meeting, whether present in person or by proxy, irrespective of the number of persons actually present at the meeting.

BUSINESS OF THE MEETING

1. TO RECEIVE THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY AS AT AND FOR THE FINANCIAL YEARS ENDED OCTOBER 31, 2015 AND 2014

The audited Financial Statements as at and for the Fiscal Years Ended October 31, 2015 and 2014 and the Management's Discussion and Analysis for the year ended October 31, 2015, were filed on SEDAR on December 16, 2015 and are attached hereto as Schedules A and B respectively.

2. TO ELECT THE DIRECTORS OF THE COMPANY

The articles of the Company provide that the number of directors shall be a minimum of three (3) and a maximum of ten (10). Pursuant to subsection 125(3) of the *Business Corporations Act* (Ontario), the Shareholders have empowered the directors of the Company to determine the number of directors within the minimum and maximum number of directors. The directors have resolved to fix the number of directors at three (3) who are to be elected, by a majority of the votes cast at the Meeting. Each director will hold office until the next annual meeting of Shareholders or until a successor is elected or appointed. The information concerning each of the nominees for director given below was provided, in part, by the individual nominees.

Director Nominees

In the absence of a specification to the contrary in the form of proxy, the persons named in the form of proxy intend to vote FOR election as directors, the 3 proposed nominees of management whose names are set forth in the table below. Management does not contemplate that any of the nominees will be unable to serve as a director, but, if such should be the case at the time of the Meeting, the persons whose names are printed in the form of proxy, in the absence of a specification to the contrary in the form of proxy, intend to vote for such other nominees as in their best judgment they deem advisable. Unless otherwise indicated, the occupation noted has been their principal occupation for the past five years.

Table 1: Director Nominees

Name and Municipality of Residence	Present Office	Principal Occupation if Different from Office Held	Director Since[1]	Stock Options Held	Common Shares Beneficially Owned or Over Which Control is Exercised [2]
Leni F. Keough [3] Alberta, Canada	Director, President and Chief Executive Officer		January 8, 2007	1,662,500	2,373,071
Sharon E. Dowdall [3][4][5] Ontario, Canada	Director and Chairman	Consultant, Franco-Nevada Corporation	January 8, 2007	557,500	150,000
Craig O. Reith [3][4][6] Ontario, Canada	Director	Consultant	January 8, 2007	452,500	60,000

Notes:

(1) Each director holds office until the next annual meeting of Shareholders or until a successor is elected or appointed.

(2) Based on information provided by the individuals as at December 30, 2015.

(3) Member of the Company's Audit Committee.

(4) Member of the Company's Compensation and Corporate Governance Committee.

(5) Ms. Dowdall was the Chief Legal Officer of Franco-Nevada Corporation prior to May 2010. From May 2010 to May 2011 she was Vice President, Special Projects for Franco-Nevada Corporation.

(6) Mr. Reith was Vice President, Finance and Treasurer of Four Seasons Hotels Inc. prior to January 2008.

Leni F. Keough, HBSc, P.Geo., is currently a director of the Company. Ms. Keough is a graduate of the University of Western Ontario, London (BSc. Honours Geology, 1986). Initially she worked with Lacana Mining Corporation and subsequently Royex Corporation and Corona Corporation. She was involved in the early stages of the diamond exploration boom in Canada and was responsible for the planning and implementation of a number of successful diamond programs undertaken throughout Canada. As a founding principal of the Company, she has been President of Olivut since its inception in 1993 and has been responsible for the exploration programs undertaken by Olivut. Ms. Keough is a director of the Northwest Territories Chamber of Mines and is a member of the Northwest Territories Mining Industry Advisory Board. Ms. Keough devotes 100% of her time to the business of the Company.

Sharon E. Dowdall, BA, LLB is currently a director of the Company. Ms. Dowdall is a graduate of the University of Calgary (B.A. Honours Economics,1974) and Osgoode Hall, York University (LLB, 1977). From May 2010 to May 2011 she was Vice President, Special Projects for Franco-Nevada Corporation. From December 2007 until May 2010 she was the Chief Legal Officer of Franco-Nevada Corporation. From 2002 to December 2007 she was the Vice President and Secretary of Newmont Mining Corporation of Canada Limited ("**NMC**") and Newmont Capital Limited, each subsidiaries of Newmont Mining Corporation. Prior to joining Franco-Nevada, the predecessor of NMC, in 1999, Ms. Dowdall was a partner at Smith Lyons LLP. Ms. Dowdall also serves as a director of Foran Mining Corporation and NovaGold Resources Inc. and devotes approximately 5% of her time to the business of the Company.

Craig O. Reith, HBA, CPA, CA is currently a director of the Company. Mr. Reith is a graduate of the Ivey Business School, University of Western Ontario, London. He subsequently received his Chartered Accountant designation while working with KPMG. Until January 2008 he was Vice President Finance and Treasurer at the Corporate Head Office of Four Seasons Hotels Inc. where he had been employed for over 20 years in various financial capacities. Mr. Reith devotes approximately 5% of his time to the business of the Company.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To Olivut's knowledge, no director or executive officer of Olivut is or has been in the last 10 years a director, chief executive officer or chief financial officer of any company that: (a) was subject to an order 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 director, chief executive officer or chief financial officer. For the purposes of the foregoing, "order" means (i) a cease trade order, (ii) an order similar to a cease trade order, or (iii) an order that denied the relevant company access to any exemption under securities legislation, which was in effect for a period of more than 30 consecutive days.

To Olivut's knowledge, no director or executive officer of Olivut, or a shareholder holding a sufficient number of securities of Olivut to affect materially the control of Olivut: (a) is or has been in the last 10 years 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 in the last 10 years 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.

To Olivut's knowledge, no director or executive officer of Olivut, or a shareholder holding a sufficient number of securities of Olivut to affect materially the control of Olivut, has been the subject of: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

3. TO APPOINT MCGOVERN, HURLEY, CUNNINGHAM, LLP, AS THE AUDITOR OF THE COMPANY AND TO AUTHORIZE THE DIRECTORS TO FIX THE REMUNERATION TO BE PAID TO THE AUDITOR

In the absence of a specification made in the form of proxy to the contrary, the persons named in the form of proxy intend to vote FOR the resolution re-appointing McGovern, Hurley, Cunningham, LLP, as the auditor of the Company and authorizing the Board of Directors to fix its remuneration. McGovern, Hurley, Cunningham, LLP, was first appointed as auditor on January 8, 2007. The auditor will hold office until the next Annual and Special Meeting or until its successor is appointed.

Audit Committee and Relationship with Auditor

National Instrument 52-110 of the Canadian Securities Administrators ("**CSA**") ("**NI 52-110**") requires the Company, as a venture issuer, to disclose annually in its information circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth in the following:

The Audit Committee's Charter

The Audit Committee has a charter. A copy of the Audit Committee Charter is appended to the Annual Information Form for the fiscal year ended October 31, 2015 as Appendix "B" which was filed on SEDAR December 16, 2015. It may be viewed at www.sedar.com and upon request is available from the Secretary of the Company free of charge to any security holders of the Company by calling (780) 866-2226.

Composition of the Audit Committee

The Audit Committee is comprised of three directors, the majority of whom are independent and all members are financially literate within the meaning of the applicable securities law. Currently, the three members of the Audit Committee are Craig O. Reith (acting as Chair), Sharon E. Dowdall and Leni F. Keough.

A member of the Audit Committee is independent if the member has no direct or indirect material relationship with the Company. A "**Material Relationship**" means a relationship which could, in the view of the Company's Board of Directors ("**Board of Directors**"), reasonably interfere with the exercise of a member's independent judgement.

A member of the Audit Committee is considered 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.

Relevant Education and Experience

Mr. Reith and Ms. Dowdall are independent of the Company and financially literate within the meaning of applicable Canadian securities laws. Ms. Keough, President and CEO, has a Material Relationship with the Company. Mr. Reith has education and experience that is relevant to the performance of his duties as Chair of the Audit Committee, including his Chartered Accountant designations, his experience at KPMG and his responsibilities in various senior financial roles during the course of more than twenty years at Four Seasons Hotels Inc. Ms. Dowdall is a graduate of the University of Calgary (B.A. Honours Economics, 1974) and Osgoode Hall, York University (LLB, 1977). Ms. Keough is a graduate of the University of Western Ontario, London (BSc. Honours Geology, 1986).

Each member of the Audit Committee has:

- an understanding of the accounting principles used by the Company to prepare its financial statements, and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising individuals engaged in such activities and
- an understanding of the internal controls and procedures for financial reporting.

Audit Committee Oversight of the Auditors

The Audit Committee has made recommendation to the Board of Directors to nominate and compensate the external auditor. The Company's auditor, McGovern, Hurley, Cunningham, LLP, has not provided any material non-audit services.

Reliance on Certain Exemptions

The Company has not relied on any exemptions under NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has, under the terms of its charter, adopted specific policies and procedures for the engagement of non-audit services. The Chair of the Audit Committee approves all non-audit services.

External Audit Service Fees

The following are audit fees, audit related fees and tax fees billed by the Company's external auditors in each of the last two fiscal years.

Table 2: External Audit Service Fees

Nature of Services	Fees Paid to Auditor in Year Ended October 31, 2015	Fees Paid to Auditor in Year Ended October 31, 2014
Audit Fees (1)	$27,000	$29,580
Audit-Related Fees (2)	$1,400	$23,950
Tax Fees (3)	$ 3,500	$ 3,500
Total	**$31,900**	**$57,030**

Notes:

(1) "Audit Fees" refer to fees billed for audit services.

(2) "Audit-Related Fees" refer to aggregate fees billed for assurance and related services that reasonably relate to the performance of the audit or review of the financial statements and are not reported under Audit Fees.

(3) "Tax Fees" refer to the aggregate fees billed for tax compliance, tax advice and tax planning.

4. TO APPROVE THE AMENDED AND RESTATED SHARE OPTION PLAN

The TSX Venture Exchange requires that each listed company have a stock option plan and this plan is ratified on a yearly basis by the Shareholders. In compliance with the TSX Venture Exchange policies and to provide incentive to directors, officers, employees, management and others who provide services to the Company or any subsidiary to act in the best interests of the Company, the Shareholders of the Company adopted the Share Option Plan ("**Share Option Plan**" or the **"Plan"**) in 2004 and approve its continuance at the Company's Annual and Special Meetings of the Shareholders. The Amended and Restated Plan was approved by Shareholders on February 11, 2015 (the **"Amended and Restated Plan"**).

The Company is of the view that the Amended and Restated Plan permits the Company to attract and maintain the services of executives, directors, employees and other service providers in competition with other companies in the industry.

Under the Amended and Restated Plan, a maximum of 10% of the issued and outstanding Common Shares at the time an option is granted, less Common Shares reserved for issuance outstanding in the Plan, will be reserved for options to be granted at the discretion of the Board of Directors to eligible Optionees. This type of plan is called a "rolling" plan. As of the date of this Information Circular, 3,512,500 options to purchase Common Shares have been granted by the Company and are outstanding.

Under TSX Venture Exchange policy, the Amended and Restated Plan requires Shareholder approval at the Annual and Special Meeting of the Company by ordinary resolution. Management of the Company will ask the Shareholders at the Meeting to vote on the following ordinary resolution, with or without variation:

1. the Amended and Restated Share Option Plan of the Company, substantially in the form attached hereto as Schedule C, subject to any such additions, deletions and changes as the TSX Venture Exchange or other regulatory body may deem necessary or advisable, be and it is hereby ratified and approved and confirmed effective; and
2. any officer or director of the Company be, and each of them is, hereby authorized and directed for, in the name of and on behalf of the Company, to execute or to cause to be executed, under the seal of the Company or otherwise, and to deliver or cause to be delivered all such deeds, documents and other instruments, and to do or cause to be done all such other acts and things, as in the opinion of any one director or any one officer of the Company may be necessary or desirable in order to give effect to the intent of this resolution.

The directors of the Company recommend that Shareholders vote in favour of the resolution to approve the Amended and Restated Plan. **In the absence of a specification to the contrary in the form of proxy, the persons named in the form of proxy intend to vote FOR the approval of the Amended and Restated Plan.**

STATEMENT OF EXECUTIVE COMPENSATION

National Instrument 51-102 – *Continuous Disclosure Obligations* requires the Company to disclose its executive compensation by providing in this Proxy Circular the disclosure required by Form 51-102F6V. The disclosure of executive compensation below is being made in accordance with Form 51-102F6V.

Named Executive Officers

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

a) the Chief Executive Officer ("**CEO**") of the Company;
b) the Chief Financial Officer ("**CFO**") of the Company;
c) the most highly compensated executive officer other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was more than $150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for that financial year; and
d) each Individual who would be an NEO under paragraph (c) 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 currently has the following two NEOs: Ms. Leni F. Keough, President and Chief Executive Officer, and Mr. Ian A. Shaw, Chief Financial Officer and Secretary.

Compensation Discussion and Analysis

The Compensation and Corporate Governance Committee of the Company's Board is responsible for ensuring that the Company has in place an appropriate plan for executive compensation, for making recommendations to the Board and for evaluating any risks arising with respect to the compensation of the Company's executive officers. The Compensation and Corporate Governance Committee ensures that total compensation paid to all NEOs is fair and reasonable and is consistent with the Company's compensation philosophy. The Compensation and Corporate Governance Committee has not retained a compensation consultant or advisor at any time.

The Compensation and Corporate Governance Committee is comprised exclusively of outside directors and all members are independent within the meaning of the applicable securities law. Currently, the two members of the Compensation and Corporate Governance Committee are Sharon E. Dowdall (acting as Chair) and Craig O. Reith. A member of the Compensation and Corporate Governance Committee is independent if the member has no direct or indirect material relationship with the Company.

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 which are 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 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:

a) to attract and retain highly qualified Executive Officers;
b) to align the interests of Executive Officers with Shareholders' interests and with the execution of the Company business strategy;
c) to evaluate executive performance on the basis of key measurements that correlate to long-term Shareholder value; and
d) to tie compensation directly to those measurements and rewards based on achieving and exceeding predetermined objectives.

Competitive Compensation

Aggregate compensation for each NEO is designed to be competitive. The Compensation Committee reviews compensation practices of similarly situated companies in determining compensation policy. Although the Compensation Committee reviews each element of compensation for market competitiveness, and it may weigh a particular element more heavily based on the NEO's role within the Company, it is primarily focused on remaining competitive in the market with respect to total compensation.

The Compensation Committee reviews data related to compensation levels and programs of various companies that are similar in size to the Company and operate within the mineral exploration and development industry, prior to making its decisions. The Compensation Committee also relies on the experience of its members as officers and/or directors at other companies in similar lines of business as the Company in assessing compensation levels.

The purpose of this process is to:

- understand the competitiveness of current pay levels for each executive position relative to companies with similar revenues and business characteristics;
- identify and understand any gaps that may exist between actual compensation levels and market compensation levels; and
- establish as a basis for developing salary adjustments and short-term and long-term incentive awards for the Compensation Committee's approval.

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. The Company's objective is to establish benchmarks and targets for its NEOs which, if achieved, will enhance shareholder value and not expose the Company to inappropriate or excessive risks.

A combination of fixed and variable compensation is used to motivate executives to achieve overall corporate goals. For the 2015 financial year, the three basic components of the Executive Officer Compensation Program were:

- base salary
- annual incentives (cash bonus) and
- option based compensation

The base 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: (1) whether the Executive Officer is able to meet or exceed his or her applicable performance targets, and (2) market performance of the Company's Common Shares. To date, no specific formulae have been developed to assign a specific weighting to each of these components. Instead, the board considers each performance target and the Company's performance and assigns compensation based on this assessment and the recommendations of the Compensation Committee.

Base Salary

The Compensation Committee and the Board approve the salary ranges for the NEOs. The base salary review for each NEO is 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. Comparative data for the Company's peer group is also accumulated from a number of external sources including independent consultants. The Company's policy for determining salary for Executive Officers is consistent with the administration of salaries for all other Employees.

Annual Incentives

The Company has an Annual Incentive (cash bonus) Plan for the President and CEO (see "Employment Contract and Termination and Change of Control Benefits – *President and Chief Executive Officer*").

Long Term Compensation

The Company currently has no Long-term Incentive Plans, other than Share Options granted from time to time by the Board under the provisions of the Company's Share Option Plan.

Option-based Awards

The Compensation Committee and the Board believe that NEOs should have a stake in the Company's future and that their interests should be aligned with the interests of the Shareholders. As such, the Compensation Committee and the Board determine share option grants based on the NEO's position, performance and potential future contributions to the Company. The previous grants of share options are taken into account when considering new grants.

Compensation Summary

The table below sets forth the compensation excluding compensation securities of each NEO and of each director who is not an NEO during the fiscal years ended October 31, 2015 and 2014.

Table 3 - Compensation Excluding Compensation Securities

Name and position	Year	Salary or consulting fee $	Bonus $	Committee or meeting fees $	Value of perquisites $	Value of all other compensation $	Total compensation $
Leni F. Keough, CEO and Director[1]	2015 2014	220,000[2] 220,000[2]	Nil Nil	Nil Nil	23,575 20,947	Nil Nil	243,575 240,947
Ian A. Shaw, CFO[3]	2015 2014	10,000 18,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	10,000 18,000
Sharon E. Dowdall, Director	2015 2014	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Craig O. Reith, Director	2015 2014	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

Notes:

(1) Ms. Keough was appointed at inception of the Company in 1993. All compensation is for her services as an NEO. Ms. Keough was entitled to receive an annual incentive plan payment (cash bonus) of up to $110,000 in accordance with the terms of her compensation agreement, but in each of 2015 and 2014 she elected to decline the bonus in light of the Company's financial position.

(2) Ms. Keough's salary includes an accrued expense of $143,012 (2014 - $21,155) for salary and vacation pay earned which Ms. Keough has elected to defer and which was unpaid as at October 31, 2015.

(3) Mr. Shaw was appointed November 1, 2006.

Share Purchase Options

The table below sets forth all compensation securities granted to each NEO and director in the year ended October 31, 2015.

Table 4 – Compensation Securities

Name and position	Type of compensation security	Number of compensation securities, number of underlying securities and percentage of class	Date of grant	Exercise price $	Closing price of underlying security on date of grant $	Closing price of underlying security at October 31, 2015 $	Expiry date
Leni F. Keough, CEO and Director[1]	Share purchase options to acquire Common Shares	200,000 share purchase options[2] 200,000 Common Shares 0.52% of Common Share outstanding at time of grant.	December 15, 2014	0.11	0.11	0.14	December 15, 2024
Ian A. Shaw, CFO[1]	Share purchase options to acquire Common Shares	100,000 share purchase options[2] 100,000 Common Shares 0.26% of Common Share outstanding at time of grant.	December 15, 2014	0.11	0.11	0.14	December 15, 2024
Sharon E. Dowdall, Director[1]	Share purchase options to acquire Common Shares	200,000 share purchase options[2] 200,000 Common Shares 0.52% of Common Share outstanding at time of grant.	December 15, 2014	0.11	0.11	0.14	December 15, 2024
Craig O. Reith, Director[1]	Share purchase options to acquire Common Shares	200,000 share purchase options[2] 200,000 Common Shares 0.52% of Common Share outstanding at time of grant.	December 15, 2014	0.11	0.11	0.14	December 15, 2024

Notes:

(1) Share purchase options held by each NEO and each director at October 31, 2015 are as follows:
Leni F. Keough -1,662,500
Ian A. Shaw – 120,000
Sharon E. Dowdall – 557,500
Craig O. Reith – 452,500

(2) These options have or will vest as to one third six (6) months after grant, as to one third twelve (12) months after grant and as to one third eighteen (18) months after grant.

Material Terms of Share Purchase Option Plan

The Share Option Plan is a "rolling" share option plan whereby the maximum number of Common Shares that may be reserved for issuance pursuant to the Share Option Plan will not exceed 10% of the issued Common Shares at the time of grant. The Share Option Plan is approved each by the company's shareholders and was last approved on February 11, 2015. The maximum term during which options may be exercised is ten years. Vesting provisions are as follows:

1. Options granted pursuant to the Plan to Directors, Officers and all Employees and Consultants employed or retained by the Company for a period of more than six months at the time the Option is granted will vest as follows:
   (a) 1/3 of the total number of Options granted will vest six months after the date of grant;
   (b) a further 1/3 of the total number of Options granted will vest one year after the date of grant; and
   (c) the remaining 1/3 of the total number of Options granted will vest eighteen months after the date of grant.
2. Options granted pursuant to the Plan to an Employee or a Consultant who has been employed or retained by the Company for a period of less than six months at the time the Option is granted will vest as follows:
   (a) 1/3 of the total number of Options granted will vest one year after the date of grant;
   (b) a further 1/3 of the total number of Options granted will vest eighteen months after the date of grant; and
   (c) the remaining 1/3 of the total number of Options granted will vest two years after the date of grant.
3. Options granted to Consultants retained by the Company pursuant to a short term contract or for a specific project with a finite term, will be subject to such vesting provisions determined by the Board of Directors of the Company at the time the Option Commitment is made, subject to Regulatory Approval.
4. Options granted to Service Providers involved in Investor Relations Activities shall vest:
   (a) over a period of not less than 12 months as to 25% on the date that is three months from the date of grant, and a further 25% on each successive date that is three months from the date of the previous vesting; or
   (b) such longer vesting period as the Board may determine.

As at December 30, 2015, subject to shareholder approval, 4,094,667 Common Shares are reserved for issuance pursuant to the Share Option Plan and options to purchase 3,512,500 Common Shares had been granted and are outstanding.

Employment Contract and Termination and Change of Control Benefits

President and Chief Executive Officer

Effective January 7, 2007, the Company entered into an employment agreement with Ms. Leni F. Keough, President and Chief Executive Officer of the Company, pursuant to which Ms. Keough agreed to perform all of the duties and responsibilities attaching to the offices of President and Chief Executive Officer of a listed public company and such other duties as may be assigned to her by the Board of Directors of the Company. The employment agreement provides for a base salary of $220,000 per annum, vacation of 5 weeks per annum and an annual bonus of up to 50% of the base salary upon achievement of personal business goals as set out by the Company's Board of Directors in consultation with Ms. Keough each year. Ms. Keough earned but declined the annual bonus for each of the fiscal years ended October 31, 2015, 2014, 2013, 2012, 2011 and 2010. Ms. Keough is entitled to participate in the Company's Share Option Plan consistent with other members of senior management. The agreement is for an indefinite term. The Company may terminate Ms. Keough for cause without notice or pay in lieu of notice. The employment agreement also terminates in the events of termination without cause, change of control or constructive dismissal (each a "Triggering Event") in which case the Company will immediately pay Ms. Keough a lump sum payment equal to three (3) times the current base salary, three (3) times the annual bonus earned (whether paid or not) for the most recently completed fiscal year, plus base salary and vacation pay entitlement earned but not paid out prior to the Triggering Event. Ms. Keough has the right to terminate the employment agreement at any time by giving six (6) months prior written notice of resignation unless the resignation is in connection with a change of control or constructive dismissal in which case Ms. Keough shall only be required to provide two (2) weeks prior written notice. As of the date of this Management Information Circular, the employment agreement with Ms. Keough was in full force and effect.

Chief Financial Officer

Effective November 1, 2006, the Company entered into a consulting agreement with Mr. Ian Shaw, Chief Financial Officer and Secretary of the Company, pursuant to which Mr. Shaw agreed to provide services to the Company attaching to the offices of Chief Financial Officer and Secretary of a listed public company subject to approved policies and directions of the Board of Directors of the Company. The employment agreement provides for compensation at the rate of $1,000 per day with the number of days at the discretion and agreement of the President. Mr. Shaw is entitled to participate in the Company's Share Option Plan consistent with other members of senior management. The Company may terminate the agreement for cause without notice or pay in lieu of notice. The Company or Mr. Shaw may terminate the agreement at any time by giving ninety (90) days advance written notice. Upon termination without cause or change of control appropriate compensation will be paid which will be approved by the Board of Directors of the Company.

Change of Control Agreements

The Company has no change of control agreements with executive officers, other than as noted above under "Employment Contract and Termination and Change of Control Benefits – *President and Chief Executive Officer*".

Pension Plan Benefits

The Company does not have a pension plan or deferred compensation plan.

Directors' and Officers' Liability Insurance

The Company has a policy of insurance for its directors and officers. The aggregate limit of liability under the policy is $5 million, inclusive of defence costs. Because the policy is subject to aggregate limits of liability, the amount of coverage may be diminished or exhausted by any claims made thereon. Also, continuity of coverage is contingent upon the availability of renewal insurance, or of replacement insurance without a retroactive date to limit coverage for prior wrongful acts.

Director Compensation

During the fiscal year ended October 31, 2015, no fees were paid to directors for attending meetings of the Board of Directors, or for the execution of any resolution of directors or documents on behalf of the Company. The directors are entitled to participate in the Company Share Option Plan and are reimbursed for expenses in attending meetings and carrying out their responsibilities as directors. Independent non-executive directors are not remunerated other than the benefits received, if any, from the granting of share options.

Aggregate Indebtedness

As of the date hereof and during the fiscal period ended October 31, 2015, there was no indebtedness owing to the Company in connection with the purchase of securities or other indebtedness by any current or former executive officers, directors or employees of the Company.

Indebtedness of Directors and Officers

At no time during the fiscal year ended October 31, 2015, or at any time from October 31, 2015 to the date hereof, was a director, executive officer or senior officer of the Company, each proposed nominee for election as a director, and each associate of any such director, officer or proposed nominee indebted to the Company or whose indebtedness to another entity is, or at any time during the fiscal year ended October 31, 2015, or at any time from October 31, 2015 to the date hereof, been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

OTHER IMPORTANT INFORMATION

Corporate Governance

General

The Directors consider good corporate governance to be central to the effective and efficient operation of the Company. The business of the Company is supervised by its Board of Directors, directly and through its committees. The CSA require disclosure on an annual basis of the Company's corporate governance practices in accordance with National Instrument 58-101 – *Disclosure of Corporate Governance Practices*. The Company's corporate governance practices are set out below. The Company is monitoring changes in the corporate governance area, and it intends to seek to adhere to the prevailing regulatory regime in force from time to time and other corporate governance "best practices" where appropriate.

The Board of Directors

The Board of Directors complies with all of the CSA Guidelines for Corporate Governance for Director Independence. The relationships of directors, their spouses, children and others are included in the determination of the extent of each director's relationship with the Company. Directors are considered to be independent if they have no direct or indirect Material Relationship with the Company.

Two of three, or 67%, of the Company's current directors are independent. The two independent directors are Sharon E. Dowdall and Craig O. Reith. The non-independent director is Leni F. Keough, the President and Chief Executive Officer of the Company.

Directorship

Please see the "Director Nominees" table in this Management Proxy Circular for each director's biography, which includes details of other boards on which the Company's directors serve, including all public company directorships held by Directors in the last five years.

Orientation, Continuing Education and Reliance on External Consultants

The Board of Directors provide new directors with orientation, commensurate with their previous experience, on the Company's properties, business, technology and industry and on the responsibilities of directors. In the future, as the Company's business develops, the Board of Director meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business. The Board also relies on highly qualified technical consultants and experts to provide ongoing guidance and direction, including but not limited to their participation in board meetings, for its decisions relating to exploration programs.

Ethical Business Conduct

The Board of Directors is of the view 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 the director has an interest, have been sufficient to ensure that the Board of Directors operates independently of management and in the best interests of the Company. The Company encourages and promotes ethical business conduct. The Board of Directors expects directors, officers and employees of the Company to act ethically at all times.

From time to time, matters may come before the Board of Directors where a director may have a conflict of interest. If and when such matters arise, that director will declare him or herself as having a conflict of interest and will not participate in the discussions and any vote on that matter. The Board of Directors also complies with all *Business Corporations Act* (Ontario) requirements with respect to conflicts of interest.

Nomination of Directors

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

The Board of Directors does not have a nominating committee, and these functions are currently performed by the Board of Directors as a whole. Board vacancies are filled by individuals who have expertise suitable for the scope of the Company's operations that complement the experience of the other members of the Board.

Compensation and Corporate Governance Committee

The Compensation and Corporate Governance Committee (the "**Committee**") has the general mandate to oversee and safeguard the human capital of the Company. It is responsible for reviewing and making recommendations to the Board of Directors with respect to the annual performance and compensation of the directors and the senior executives and evaluating risks in connection with compensation policies. It is also responsible for assisting the Board in fulfilling its corporate governance oversight responsibilities. The Committee has specific responsibilities relating to reviewing the Company's governance framework, activity and disclosure; the composition and performance of the Board and its committees, and reviewing compliance with the Company's Disclosure Policy and the Company's Code of Conduct.

Other Board Committees

The Board of Directors has no committees other than the Audit and Compensation and Corporate Governance Committees described above.

Assessments

The Board of Directors monitors the adequacy of information given to directors, communication between the Board of Directors and Management and the strategic direction and processes of the Board of Directors and committees. Annually, the Board of Directors approves corporate governance policies to further strengthen the Company's governance structure. The Company's Compensation and Corporate Governance Committee is responsible for overseeing the annual self-assessment of the effectiveness and contribution of (i) the Board as a whole (ii) each committee and (iii) each individual director. This annual qualitative self-assessment is based on questionnaires tailored to the specific responsibilities of each committee to which each director is asked to respond.

The Compensation and Corporate Governance Committee reviews the results of the questionnaires, prepares a summary thereof and will discuss and make recommendations to the Board in respect of specific actions to be taken in order to improve the effectiveness and contribution of the Board or committee as applicable. Once approved by the Board, the applicable terms of reference, stated objectives, procedures and/or guidelines will be updated and implemented.

Interest of Certain Persons or Companies in Matters to be Acted Upon

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year end of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors, the appointment of Auditor and as may be set out herein.

Interests of Insiders in Material Transactions

Directors, officers or persons or companies related or controlled by them had no interest in any material transactions during the year ended October 31, 2015.

Management Contracts

There are no management functions of the Company which are to any substantial degree performed by a person or company other than the directors or senior officers of the Company.

OTHER BUSINESS

Management is not aware of any matter intended to come before the Meeting other than those items of business set forth in the attached Notice. If any other matters properly come before the Meeting, it is the intention of the persons named in the form of proxy to vote in respect of those matters in accordance with their judgment.

ADDITIONAL INFORMATION

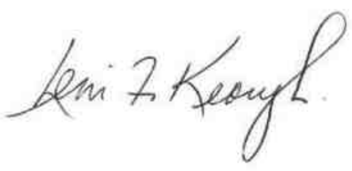
The shares are listed on the TSX Venture Exchange with the trading symbol "OLV".

Copies of the Company's audited Financial Statements as at and for the Years Ended October 31, 2015 and 2014 together with the report of the auditor thereon, Management's Discussion and Analysis of the Company's financial condition and results of operations for the year ended October 31, 2015, the interim financial statements of the Company for periods subsequent to the end of the Company's prior fiscal year and this Proxy Circular (and all documents referenced herein) are available upon request from the Secretary of the Company free of charge to any security holder of the Company by calling (780) 866-2226.

Additional information relating to the Company is available on SEDAR at www.sedar.com under the profile "Olivut Resources Ltd." and on the Company`s website at www.olivut.com.

The undersigned hereby certifies that the contents and the sending of this Proxy Circular have been approved by the directors of the Company.

December 30, 2015



Leni F. Keough,
President and CEO

SCHEDULE A

FINANCIAL STATEMENTS AS AT AND FOR THE YEARS ENDED

OCTOBER 31, 2015 AND 2014

OLIVUT RESOURCES LTD.

FINANCIAL STATEMENTS

AS AT AND FOR THE YEARS ENDED OCTOBER 31, 2015 AND 2014
(expressed in Canadian dollars)

McGovern, Hurley, Cunningham, LLP
Chartered Accountants

2005 Sheppard Avenue East, Suite 300
Toronto, Ontario
M2J 5B4, Canada
Phone 416-496-1234
Fax 416-496-0125
Web www.mhc-ca.com

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Olivut Resources Ltd.,

We have audited the accompanying financial statements of Olivut Resource Ltd., which comprise the statements of financial position as at October 31, 2015 and 2014, and the statements of operations and comprehensive loss, statements of cash flows, and statements of changes in equity for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Olivut Resources Ltd. as at October 31, 2015 and 2014, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which indicates that the Company had continuing losses during the year ended October 31, 2015 and limited working capital as at October 31, 2015. These conditions along with other matters set forth in Note 1 indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

McGOVERN, HURLEY, CUNNINGHAM, LLP

McGovern, Hurley, Cunningham, LLP

Chartered Accountants
Licensed Public Accountants

TORONTO, Canada
December 9, 2015

OLIVUT RESOURCES LTD.
STATEMENTS OF FINANCIAL POSITION
(expressed in Canadian dollars)

As at:	October 31, 2015 $	October 31, 2014 $
ASSETS		
CURRENT		
Cash	551,846	755,663
Amounts receivable (Note 5)	2,727	3,267
Current portion of prepaid expenses (Note 6)	18,269	181,550
Current portion of loan receivable (Note 9)	17,356	17,356
TOTAL CURRENT ASSETS	590,198	957,836
PREPAID EXPENSES (Note 6)	-	66,035
EQUIPMENT (Note 8)	33,126	41,408
LOAN RECEIVABLE (Note 9)	220,911	222,679
TOTAL ASSETS	844,235	1,287,958
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities (Notes 10 and 12)	248,429	126,640
Convertible security (Note 11)	-	114,883
Securities Purchase Agreement advance (Note 14(b))	-	42,500
TOTAL CURRENT LIABILITIES	248,429	284,023
SHAREHOLDERS' EQUITY		
CAPITAL STOCK (Note 14(b))	17,757,386	17,567,375
EQUITY COMPONENT OF CONVERTIBLE SECURITY (Note 11)	-	66,524
EQUITY RESERVES		
Share options (Note 15)	3,315,060	3,529,950
DEFICIT	(20,476,640)	(20,159,914)
TOTAL SHAREHOLDERS' EQUITY	595,806	1,003,935
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	844,235	1,287,958

COMMITMENTS AND CONTINGENCIES (Notes 7 and 16)
GOING CONCERN (Note 1)

APPROVED ON BEHALF OF THE BOARD:

Signed "Leni Keough", Director   Signed "Craig Reith", Director

See accompanying notes to the financial statements.

OLIVUT RESOURCES LTD.

STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

(expressed in Canadian dollars)

FOR THE YEARS ENDED OCTOBER 31

	2015 $	2014 $
Exploration expenses (Note 7)	138,006	160,889
Administrative and general expenses (Note 12)	411,387	456,743
Share-option amortization expense (Notes 12 and 15)	92,685	114,734
Other amortization	8,282	17,175
Loss before the under-noted	(650,360)	(749,541)
Interest income from financial assets at fair value through profit or loss	2,828	9,358
Interest income from loans and receivables	16,231	16,348
Loss before income taxes	(631,301)	(723,835)
Deferred income tax recovery (Note 13(a))	21,000	-
NET LOSS AND COMPREHENSIVE LOSS FOR THE YEAR	(610,301)	(723,835)
NET LOSS PER SHARE - basic and diluted	($0.02)	($0.02)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING - basic and diluted	38,618,590	36,434,391

See accompanying notes to the financial statements.

OLIVUT RESOURCES LTD.
STATEMENTS OF CASH FLOWS
(expressed in Canadian dollars)
FOR THE YEARS ENDED OCTOBER 31

	2015 $	2014 $
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the year	(610,301)	(723,835)
Adjustments for charges not involving cash:		
Deferred income tax recovery	(21,000)	-
Share-option amortization expense	92,685	114,734
Other amortization	8,282	17,175
	(530,334)	(591,926)
Changes in non-cash working capital balances		
Amounts receivable	540	6,256
Prepaid expenses	4,810	(4,319)
Accounts payable and accrued liabilities	119,932	7,311
Cash flows from operating activities	(405,052)	(582,678)
CASH FLOWS FROM INVESTING ACTIVITIES		
Loan receivable	1,768	1,651
CASH FLOWS FROM FINANCING ACTIVITIES		
(Repayment) of convertible security (Note 11)	(150,000)	(150,000)
Issue of shares	340,110	378,000
Securities Purchase Agreement advance	-	42,500
Exercise of options	16,500	-
Cost of issue	(7,143)	(11,240)
Cash flows from financing activities	199,467	259,260
(Decrease) in cash	(203,817)	(321,767)
Cash, beginning of year	755,663	1,077,430
Cash, end of year	551,846	755,663

SUPPLEMENTARY CASH FLOW INFORMATION		
Common shares issued for SPA advance (Note 14(b))	42,500	52,000
Prepaid financing expense charged to share issue costs (Note 14(b))	224,506	158,471
Accretion of convertible security included in cost of issue (Note 11)	-	30,056

(expressed in Canadian dollars)

	Shares	Capital Stock	Equity Reserves Share Options	Equity Component of Convertible Security	Deficit	Total
	# (Note 14(b))	$ (Note 14(b))	$ (Note 15)	$ (Note 11)	$	$
Balance, October 31, 2013	36,020,147	17,337,413	3,415,216	133,048	(19,436,079)	1,449,598
Common shares issued	2,134,588	409,000	-	-	-	409,000
Share issue costs	-	(199,764)	-	-	-	(199,764)
Share-option amortization expense	-	-	114,734	-	-	114,734
Redemption of convertible security	-	20,726	-	(66,524)	-	(45,798)
Net loss for the year	-	-	-	-	(723,835)	(723,835)
Balance, October 31, 2014	**38,154,735**	**17,567,375**	**3,529,950**	**66,524**	**(20,159,914)**	**1,003,935**
Common shares issued	2,691,937	359,753	-	-	-	359,753
Share issue costs	-	(231,649)	-	-	-	(231,649)
Options exercised	100,000	30,500	(14,000)	-	-	16,500
Options expired		-	(293,575)	-	293,575	-
Share-option amortization expense	-	-	92,685	-	-	92,685
Redemption of convertible security	-	31,407	-	(66,524)	-	(35,117)
Net loss for the year	-	-	-	-	(610,301)	(610,301)
Balance, October 31, 2015	**40,946,672**	**17,757,386**	**3,315,060**	**-**	**(20,476,640)**	**595,806**

See accompanying notes to the financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

Olivut Resources Ltd. (the "Company" or "Olivut") is engaged in the acquisition, exploration and evaluation of mineral properties for the purpose of mining diamonds and other precious and base minerals. The Company's shares are listed on the TSX Venture Exchange ("TSXV"). The head office is located at 27010 Hwy 16, 14 Mountain Park Properties, Jasper East, Alberta. These financial statements were reviewed, approved and authorized for issue by the Board of Directors on December 9, 2015.

The Company is in the process of exploring properties for mineral resources and has not determined whether the properties contain economically recoverable reserves. The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current or future exploration programs will result in profitable mining operations. The Company's continued existence is dependent upon the ability of the Company to obtain financing, the preservation and confirmation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. The outcome of these matters cannot be predicted at this time. These financial statements do not include any adjustments to the carrying values and classification of assets and liabilities that would be necessary if the Company were unable to realize its assets or discharge its liabilities in anything other than the ordinary course of operations. Such adjustments could be material.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements, native land claims and non-compliance with regulatory and environmental requirements. The Company's assets and operations are subject to increases in taxes and royalties, renegotiation of contracts, currency exchange fluctuations and restrictions and political uncertainty.

The Company needs equity capital financing in order to explore and evaluate its properties and for working capital requirements (Note 18(a)). Because of limited working capital and continuing operating losses, the Company's continuance as a going concern is dependent upon its ability to obtain adequate financing and/or to reach profitable levels of operation. There is no assurance that funds will be available on terms acceptable to the Company or at all. All of these indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

2. BASIS OF PRESENTATION

These financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These financial statements have been prepared using the accrual basis of accounting, except for cash flow information, and have been prepared using the historical cost basis, except for financial instruments measured at fair value. As at October 31, 2015 and 2014, the Company did not have any financial instruments measured at fair value.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Use of Judgements and Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. By their very nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes in such estimates in future periods could be significant. Actual results could differ from those reported. Management believes that the estimates are reasonable.

The areas which require management to make significant judgements, estimates and assumptions in determining the reported amounts include, but are not limited to:

(i) Income Taxes and Recoverability of Potential Deferred Tax Assets

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers relevant tax planning opportunities that are within the Company's control, are feasible and within management's ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

(ii) Share-Based Payments

Management determines the value of share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based non-vested share awards are estimated at the date of grant using generally accepted valuation techniques. Assumptions are made and judgement used in applying valuation techniques. These assumptions and judgements include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviours and corporate performance. Such judgements and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

(iii) Contingencies

Refer to Note 16.

(iv) Convertible Security

Refer to Note 11.

(v) Impairment of Financial Assets

Refer to Note 3(m).

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, balances in accounts with banks and guaranteed investment certificates issued by Canadian chartered banks, with original maturities of three months or less.

As at October 31, 2015 and 2014, the Company did not have any cash equivalents.

(c) Currency Translation

The functional and reporting currency of the Company is the Canadian dollar. Transactions in currencies other than the functional currency are recorded at rates prevailing on the dates of the transactions. Monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at each reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Foreign currency translation differences are recognized in profit and loss.

(d) Acquisition, Exploration, Evaluation and Development of Mineral Property Interests

Exploration and evaluation costs including property acquisition costs are expensed as incurred.

Development costs are expensed until it has been established that a mineral deposit is commercially viable and a mine development decision has been made by the Company. Thereafter, the Company capitalizes expenditures subsequently incurred to develop the mine, prior to the start of mining operations.

(e) Provisions

Provisions represent liabilities of the Company for which the amount or timing is uncertain. Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses. Provisions are measured at the present value of the expected expenditures to settle the obligation using a discount rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense. The Company does not have any significant provisions as of October 31, 2015 or October 31, 2014.

(f) Rehabilitation Provision

The Company records the present value of estimated costs of legal and constructive obligations required to restore operating locations in the period in which the obligation is incurred. The nature of these restoration activities includes dismantling and removing structures, rehabilitating mines and tailings dams, dismantling operating facilities, closure of plant and waste sites, and restoration, reclamation and re-vegetation of affected areas.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Rehabilitation Provision (continued)

The obligation generally arises when the asset is installed or the ground and/or environment is disturbed at the production location. When the liability is initially recognized, the present value of the estimated cost is expensed under exploration expenses. Over time, the discounted liability is increased for the change in present value based on the discount rates that reflect current market assessments and the risks specific to the liability. The periodic unwinding of the discount is recognized in the statement of operations as a finance cost. Additional disturbances or changes in rehabilitation costs will be recognized as additions or charges to the corresponding assets and rehabilitation liability when they occur. For closed sites, changes to estimated costs are recognized immediately in the statement of operations. The Company does not have any material rehabilitation provisions as of October 31, 2015 or October 31, 2014.

(g) Equipment

Equipment is stated at acquisition cost, less accumulated amortization and accumulated impairment losses. Cost comprises the fair value of the consideration given to acquire or construct an asset and includes direct charges associated with bringing the asset to the location and condition necessary for putting it into use.

When parts of an item of equipment have different lives, they are accounted for as separate items (major components) of equipment.

Equipment is amortized over the estimated useful lives of the assets on the declining balance basis using the following annual rates:

Drill rig	- 20% declining balance

The carrying value of equipment is assessed for impairment when indicators of such impairment exist. If any indication of impairment exists, an estimate of the equipment's recoverable amount is calculated. The recoverable amount is determined as the higher of the fair value less costs to sell the equipment and the equipment's value in use.

(h) Flow-Through Financing

The proceeds from the issuance of common shares with flow-through tax benefits to the shareholders ("flow-through shares") are segregated as follows: the premium investors pay for the flow-through feature, if any, is recorded as a liability and included in accounts payable and accrued liabilities; the remaining net proceeds are recorded as share capital. Upon renunciation to the investor of the tax benefits associated with the related expenditures, a deferred tax liability is recognized and the liability previously recorded in accounts payable is reversed with any difference being recorded as a deferred tax recovery (expense). To the extent that suitable deferred tax assets are available, the Company will reduce the deferred tax liability and record a deferred tax recovery.

(i) Share-Based Payments

Equity-settled share-based payments to directors, employees and consultants that meet the definition of an employee under IFRS are measured at the fair value of the equity instruments at the grant date.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Share-Based Payments (continued)

The Company has a share option plan that provides for vesting of rights under the plan in tranches over a period of time. Each tranche is recognized on a graded-vesting basis over the period in which options vest and is recorded as a charge to operations and a credit to equity reserves. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in the statement of operations such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to equity reserves. When options are exercised the consideration received plus the related share-based payments reserve is credited to share capital. The equity reserve relating to options cancelled or forfeited before vesting is credited to operations and after vesting directly to retained earnings (deficit).

Equity-settled share-based payment transactions with parties other than directors, employees and consultants that meet the definition of an employee under IFRS are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

(j) Interest Income

Interest income is recognized on a time-proportion basis using the effective interest rate method.

(k) Taxation

(i) Current Tax

Income tax expense, if any, represents the sum of the tax currently payable and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of operations because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

(ii) Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. To the extent that the Company does not consider it to be probable that taxable profits will be available against which deductible temporary differences can be utilized, it provides a valuation allowance against the excess.

Deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Taxation (continued)

(ii) Deferred Tax (continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off tax assets against tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its tax assets and liabilities on a net basis.

(l) (Loss) Per Share

Basic (loss) per share is calculated by dividing (loss) attributable to common shares by the weighted average number of shares outstanding during the period.

Diluted (loss) per share is calculated using the denominator of the basic calculation described above adjusted to include the potentially dilutive effect of outstanding stock options, warrants and convertible security. The denominator is increased by the total number of additional common shares that would have been issued by the Company assuming exercise of all stock options, warrants and convertible security with exercise prices below the average market price for the year.

For the years ended October 31, 2015 and 2014 all outstanding options and convertible security were excluded from the computation of diluted loss per share because their effect would have been anti-dilutive.

(m) Financial Instruments

Financial instruments are defined as any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

Financial assets are classified into the following categories at their initial recognition:

- financial assets at fair value through profit or loss;
- held-to-maturity investments;
- loans and receivables; or
- available-for-sale investments.

Financial liabilities are classified into the following categories at their initial recognition:

- financial liabilities at fair value through profit or loss; or
- other financial liabilities.

Financial assets and liabilities are initially measured at fair value, plus, in the case of a financial asset or liability not measured at fair value through profit or loss, transaction costs directly attributable to the acquisition or issuance of the financial asset or liability.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Financial Instruments (continued)

Financial assets are subsequently measured after initial recognition at fair value, except for financial assets classified as held-to-maturity investments or loans and receivables, which are subsequently measured at amortized cost using the effective interest method.

Financial liabilities measured at fair value through profit or loss are subsequently measured after recognition at fair value. All other financial liabilities are subsequently measured at amortized cost using the effective interest method.

Financial assets are derecognized when:

- the contractual rights to the cash flows from the financial asset expire;
- the contractual rights to the cash flows from the financial asset are retained, but a contractual obligation to pay the cash flows to another party without material delay is assumed by the Company; or
- when the Company transfers substantially all the risks and rewards of ownership of the financial asset.

Financial liabilities are derecognized when the obligations are discharged, cancelled, or expire.

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investments have been negatively impacted. Evidence of impairment could include: significant financial difficulty of the issuer or counterparty; or default or delinquency in interest or principal payments; or the likelihood that the borrower will enter bankruptcy or financial reorganization.

The carrying amount of all financial assets is reduced by any impairment loss, with the exception of financial assets classified as loans and receivables, where the carrying amount is reduced through the use of an allowance account. When these assets are considered uncollectible, they are written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance are recognized in the statement of operations.

If in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through the statement of operations to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels: Level 1 – valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 – valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and Level 3 – valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Compound Financial Instruments (Convertible Security)

Compound financial instruments issued by the Company comprise convertible securities that can be converted to share capital at the option of the holder, and the number of shares to be issued does not vary with changes in their fair value. The liability component of a compound financial instrument is recognized initially at the fair value of a similar liability that does not have an equity conversion option. The equity component is recognized initially at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts. Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortized cost using the effective interest method. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition except on conversion or expiry.

4. ACCOUNTING CHANGES

Changes in Accounting Policies

The Company has adopted the following standards, along with any consequential amendments, effective November 1, 2014. These changes were made in accordance with the applicable transitional provisions.

IFRS 13 – Fair Value Measurement ("IFRS 13") was amended to clarify that the exception which allows fair value measurements of a group of financial assets and liabilities on a net basis applies to all contracts within the scope of IAS 39 or IFRS 9, regardless of whether they meet the definitions of financial assets or liabilities as defined in IAS 32.The adoption of this standard did not result in any significant changes to the Company's financial statements.

IAS 24 – Related Party Disclosures ("IAS 24") was amended to clarify that an entity providing key management services to the reporting entity or the parent of the reporting entity is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity. The adoption of this standard did not result in any significant changes to the Company's financial statements.

IAS 32 – Financial Instruments: Presentation ("IAS 32") was amended by the IASB in December 2011 to clarify certain aspects of the requirements on offsetting. The amendments focus on the criterion that an entity currently has a legally enforceable right to set off the recognized amounts and the criterion that an entity intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The adoption of this standard did not result in any changes to the Company's financial statements.

IAS 36 – Impairments of Assets ("IAS 36") was amended by the IASB in May 2013 to clarify the requirements to disclose the recoverable amounts of impaired assets and require additional disclosures about the measurement of impaired assets when the recoverable amount is based on fair value less costs of disposal, including the discount rate when a present value technique is used to measure the recoverable amount. The adoption of this standard did not result in any changes to the Company's financial statements.

IAS 39 – Financial Instruments: Recognition and Measurement ("IAS 39") was amended by the IASB in June 2013 to clarify that novation of a hedging derivative to a clearing counterparty as a consequence of laws or regulations or the introduction of laws or regulations does not terminate hedge accounting. The adoption of this standard did not result in any changes to the Company's financial statements.

(expressed in Canadian dollars)

4. ACCOUNTING CHANGES (Continued)

Recent Accounting Pronouncements

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting annual periods beginning after November 1, 2014 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IFRS 9 – Financial Instruments ("IFRS 9") was issued by the IASB in November 2009 with additions in October 2010 and May 2013 and will replace IAS 39. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted.

IAS 1 - Presentation of Financial Statements ("IAS 1") was amended in December 2014 in order to clarify, among other things, that information should not be obscured by aggregating or by providing immaterial information, that materiality consideration apply to all parts of the financial statements and that even when a standard requires a specific disclosure, materiality considerations do apply. The amendments are effective for annual periods beginning on or after January 1, 2016. Earlier adoption is permitted.

5. AMOUNTS RECEIVABLE

	October 31, 2015 $	October 31, 2014 $
GST input tax credit	2,727	3,267

6. PREPAID EXPENSES

	October 31, 2015 $	October 31, 2014 $
Current portion of prepaid expenses:		
Insurance premiums	15,330	19,166
Deposit for future conference	2,939	3,913
Financing costs (Note 14(b))	-	158,471
	18,269	181,550
Long term portion of prepaid expenses:		
Financing costs (Note 14(b))	-	66,035

The prepaid financing costs are charged to share issue costs over the term of the SPA (Note 14(b)) on a straight-line basis. The SPA was terminated on March 27, 2015 and the balance of the prepaid financing costs was charged to share issue costs.

(expressed in Canadian dollars)

7. MINERAL PROPERTY AND EXPLORATION EXPENDITURES

The Company has a 100% interest in the HOAM Project located in the Mackenzie Region, Northwest Territories, Canada (the "HOAM Project"). This interest is subject to a 1.5% Net Smelter Return royalty ("NSR"), 50% of which is held by a director and officer of the Company.

During the year ended October 31, 2015, the Company incurred $138,006 (2014 - $160,889) on exploration expenditures. Cumulative exploration expenditures made by the Company as at October 31, 2015 total $15,708,981 (at October 31, 2014 - $15,570,975). This cumulative total represents $14,759,893 spent on the HOAM Project (October 31, 2014 – $14,621,887) and $949,088 spent on other projects where the Company's interests have been terminated (October 31, 2014 - $949,088).

8. EQUIPMENT

	October 31, 2015			October 31, 2014		
	Cost $	Accumulated Amortization $	Net $	Cost $	Accumulated Amortization $	Net $
Drill rig	91,288	58,162	33,126	91,288	49,880	41,408

9. LOAN RECEIVABLE

On May 25, 2007, the Company loaned $250,000 to an unrelated corporation that is providing services to the Company. The loan bears interest at 7% per annum and is secured by a general security agreement covering all assets of the borrower. Repayment terms include monthly payments of interest and principal of $1,500 with the balance due May 25, 2017.

10. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	October 31, 2015 $	October 31, 2014 $
Corporate payables and accrued liabilities (Note 12)	232,329	122,715
Exploration expense payables	16,100	3,925
	248,429	126,640

11. CONVERTIBLE SECURITY

On March 12, 2013, the Company entered into a Securities Purchase Agreement (the "SPA") that could have raised, depending on market conditions and other factors, up to $18 million over approximately the following 36 months in a tranched placement of securities to the Canadian Special Opportunity Fund, L.P., a fund managed by The Lind Partners, a New York-based asset management firm (together "Lind").

On March 13, 2013, the initial investment by Lind of $500,000 consisted of (i) a $300,000 callable, convertible security and (ii) $200,000 to purchase common shares.

Lind elected to redeem the convertible security, $150,000 of which was repaid to Lind by the Company on April 29, 2014 and the $150,000 balance was repaid on November 14, 2014.

(expressed in Canadian dollars)

11. CONVERTIBLE SECURITY (Continued)

In accordance with IFRS, the convertible security was bifurcated into a liability component and an equity component. The equity component represented the value of the conversion feature and is the difference between the fair value of the liability component and the proceeds received of $300,000. Management estimated the value of the liability component of the convertible security using the effective interest rate method, using an interest rate of 20%. The rate used in determining the appropriate value of the liability component of the convertible security and to appropriately apply the effective interest rate method to the convertible security was subject to significant management estimation.

Convertible security, upon issuance and October 31, 2013	$300,000
Redemption of security April 29, 2014	(150,000)
Convertible security, October 31, 2014	150,000
Redemption of security November 14, 2014	(150,000)
Convertible security, October 31, 2015	-

Bifurcated as follows:

Equity component, upon issuance and October 31, 2013	$133,048
Equity component redeemed	(66,524)
Equity component, October 31, 2014	66,524
Equity component redeemed	(66,524)
Equity component, October 31, 2015	-

Liability component, October 31, 2013	$189,023
Accretion to October 31, 2014	30,056
Liability component redeemed	(104,202)
Liability component, October 31, 2014	114,883
Liability component redeemed	(114,883)
Liability component, October 31, 2015	-

(expressed in Canadian dollars)

12. RELATED PARTY TRANSACTIONS

The remuneration of directors and key management personnel during the period was as follows:

	Years ended October 31	
	2015	**2014**
	$	$
Salaries and remuneration	230,000[(1)]	238,000
Benefits	23,575	20,947
Share-option amortization expense	57,372	103,697
Total remuneration	310,947	362,644

Note 1. Salaries and remuneration expense includes an accrued expense of $143,012 (2014 - $21,155) for salary and vacation pay earned by the CEO, which the CEO has elected to defer and which was unpaid as at October 31, 2015.

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

No bonuses were paid in the years ended October 31, 2015 and 2014. Independent non-executive directors are not remunerated other than the benefits received, if any, from the granting of share options.

In addition to salaries and benefits, during the year ended October 31, 2015, a total of $6,000 (2014 - $6,000) for exploration consulting expenditures, and $9,600 (2014 - $9,600) for administrative and general expenses included in the statement of operations were accrued or paid to directors and officers of the Company or persons or companies related to or controlled by them. The directors and officers of the Company or persons or companies related to or controlled by them were also reimbursed at cost for expenses incurred on behalf of the Company. See Note 16 (b).

In connection with the October 15, 2014 private placement (see Note 14(b)), 220,000 flow-through shares were sold to an officer and director of the Company.

In connection with the October 6, 2015 private placement (see Note 14(b)), 50,000 common shares were sold to an officer and director of the Company.

Amounts included in accounts payable and accrued liabilities owed to directors and officers of the Company or persons or companies related to or controlled by them are as follows:

	Amounts owed to related parties, as at	
	October 31, 2015	**October 31, 2014**
	$	$
Officers and directors	170,167	23,955

Included in the amount owing to officers and directors as at October 31, 2015 is $164,167 (October 31, 2014 - $21,155) representing unpaid salary and vacation pay owing to the Company's CEO.

Amounts owing to the related parties are unsecured and non-interest bearing with no fixed terms of repayment.

See also Note 7.

(expressed in Canadian dollars)

13. INCOME TAXES

a) Provision for Income Taxes

Major items causing the Company's income tax rate to differ from the Canadian combined federal and provincial statutory rate of approximately 25% (2014 – 25%) are as follows:

	2015 $	2014 $
Loss before income taxes	(631,301)	(723,835)
Expected income tax (benefit) based on statutory Rates	(158,000)	(181,000)
Adjustments to benefit resulting from:		
Stock-based compensation	23,000	29,000
Flow-through renunciation	26,000	3,000
Other	1,000	(1,000)
Change in benefit of tax assets not recognized	87,000	150,000
Income tax expense (recovery)	(21,000)	-

b) Deductible Temporary Differences

The temporary differences that give rise to deferred income tax assets that have not been recognized at October 31 are as follows:

	2015 $	2014 $
Non-capital losses	1,585,000	1,481,000
Equipment	78,000	70,000
Share issue costs	359,000	249,000
Exploration properties	12,778,000	12,336,000
Total	14,800,000	14,136,000

(expressed in Canadian dollars)

13. INCOME TAXES (Continued)

c) Tax Loss Carry-Forwards

As at October 31, 2015, the Company had approximately $11,829,000 of Canadian Exploration Expenditures and $949,000 of cumulative foreign resources expenses, which, under certain circumstances, may be utilized to reduce taxable income of future years. Also, as at October 31, 2015, the Company had approximately $1,585,000 of non-capital losses in Canada, which, under certain circumstances, may be utilized to reduce taxable income in future years. These non-capital losses expire as follows:

Year of Expiry	Amount
2024	$ 145,000
2025	258,000
2026	283,000
2027	132,000
2028	132,000
2029	121,000
2030	111,000
2031	110,000
2032	20,000
2033	119,000
2034	50,000
2035	104,000
	$1,585,000

In addition, as at October 31, 2015, the Company had approximately $319,000 of federal input tax credits, which, under certain circumstances, may be utilized to reduce federal income taxes in future years.

14. CAPITAL STOCK

The capital stock is as follows:

a) Authorized

Unlimited number of common shares without par value

(expressed in Canadian dollars)

14. CAPITAL STOCK (Continued)

b) Issued

40,946,672 common shares

A summary of changes during the years ended October 31, 2015 and 2014 are as follows:

	Common Shares #	Amount $
Balance, October 31, 2013	36,020,147	17,337,413
SPA tranches	589,588	100,000
Private placement of common shares	1,545,000	330,000
Premium for flow-through tax benefits	-	(21,000)
Share issue costs	-	(199,764)
Redemption of convertible security	-	20,726
Balance, October 31, 2014	38,154,735	17,567,375
SPA tranche	341,915	42,500
Private placement of common shares	2,350,022	340,110
Premium for flow-through tax benefits	-	(22,857)
Options exercised	100,000	30,500
Share issue costs	-	(231,649)
Redemption of convertible security	-	31,407
Balance, October 31, 2015	40,946,672	17,757,386

On March 12, 2013, the Company entered into the SPA which, in addition to the convertible security described in Note 11, provided that over approximately 36 months following the initial investment made on March 13, 2013 Lind could invest up to $17,500,000 in tranched placements of common shares.

On January 13, 2014, 298,679 common shares were issued to settle the $52,000 securities purchase agreement advance outstanding at October 31, 2013. On June 17, 2014, 290,909 common shares were issued to settle the $48,000 securities purchase agreement advance received May 2, 2014.

A final tranche of $42,500 received by the Company on August 18, 2014 was settled on March 17, 2015 by the issuance of 341,915 common shares priced in accordance with the terms of the SPA.

On September 30, 2014 Lind elected to pause additional cash advances and the related tranche securities issuance. On March 27, 2015, the Company and Lind mutually agreed to terminate the SPA.

In the year ended October 31, 2015, a total of $224,506 (2014 - $158,471) prepaid financing costs were charged to share issue costs (Note 6).

Copies of the qualifying base shelf prospectus relating to the SPA dated March 11, 2013, the prospectus supplement dated March 12, 2013 and specific pricing supplements for securities issued are available on SEDAR. These documents, as well as any documents incorporated therein by reference, may be obtained on request without charge from Olivut, at its offices located at 27010 Highway 16, 14 Mountain Park Properties, Jasper East, Alberta, or by faxing a written request to (780) 866-3713, by mail to P.O. Box 6690 Hinton, Alberta T7V 1X8 or by accessing the disclosure documents available through the internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) website at www.sedar.com.

(expressed in Canadian dollars)

14. CAPITAL STOCK (Continued)

b) Issued (Continued)

On October 15, 2014, the Company issued a total of 1,545,000 common shares through a non-brokered private placement for aggregate gross proceeds of $330,000. The private placement comprised the placements of (i) 420,000 flow-through shares for proceeds of $105,000 at a price of $0.25 per flow-through share and (ii) 1,125,000 common shares for proceeds of $225,000 at a price of $0.20 per common share.

On October 6, 2015, the Company issued a total of 2,350,022 common shares through a non-brokered private placement for aggregate gross proceeds of $340,110. The private placement comprised the placements of (i) 571,429 flow-through shares for proceeds of $100,000 at a price of $0.175 per flow-through share and (ii) 1,778,593 common shares for proceeds of $240,110 at a price of $0.135 per common share.

15. EQUITY RESERVES

Share options	Number of Options \#	Weighted Average Exercise Price $	Estimated Amortized Fair Value of Options $
October 31, 2013	3,145,000	1.171	3,415,216
Share-option amortization expense	-	-	114,734
October 31, 2014	3,145,000	1.171	3,529,950
Options exercised	(100,000)	0.165	(14,000)
Options expired	(662,500)	0.475	(293,575)
Options granted	1,130,000	0.110	-
Share option amortization expense on options granted	-	-	92,685
October 31, 2015	3,512,500	0.989	3,315,060

The Company's Share Option Plan (the "Plan") provides for the granting of share options to independent directors (who receive no other compensation from the Company), officers, employees and consultants of the Company. Share options are granted for a term not to exceed ten years at exercise prices not less than the closing sale price of the Company's shares on the TSXV on the trading day immediately preceding the date the options are granted, and are not transferable. The Plan is administered by the Board of Directors, which determines individual eligibility under the Plan, number of shares reserved for optioning to each individual (not to exceed 5% of issued and outstanding shares to any one individual) and the vesting period. The maximum number of shares of the Company that are issuable pursuant to the Plan is limited to 10% of the issued shares.

The fair value attributed to the options when granted is charged to share-option amortization expense and added to equity reserves over the period the options vest. $92,685 was charged to share-option amortization expense during the year ended October 31, 2015 (2014 - $114,734).

(expressed in Canadian dollars)

15. EQUITY RESERVES (Continued)

The following is a summary of share options outstanding at October 31, 2015:

Expiry Date	Outstanding Share Options #	Exercisable Share Options #	Estimated Grant Date Fair Value $	Exercise Price $
March 10, 2016	50,000	50,000	73,500	1.700
June 27, 2022	2,332,500	2,332,500	3,148,875	1.400
December 15, 2024	1,130,000	376,667 (1)	113,000	0.110
Total, October 31, 2015	3,512,500	2,759,167	3,335,375	

Note 1: Options vest in three instalments: 1/3 vested on June 15, 2015, 1/3 will vest on December 15, 2015 and the remaining 1/3 will vest on June 15, 2016.

The estimated grant date fair value is calculated using the Black-Scholes option pricing model. Options granted in the year ended October 31, 2015 were valued using the following assumptions:

Expected dividend yield	0%
Risk-free interest rate	1.78%
Expected volatility	115.51%
Expected life	10 years

The weighted average remaining contractual life of options as of October 31, 2015 is 7.4 years (October 31, 2014 – 5.8 years). The weighted average exercise price of options exercisable as at October 31, 2015 is \$1.23 (October 31, 2014 - \$1.17).

16. COMMITMENTS AND CONTINGENCIES

a) Environmental Contingencies

The Company's exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

b) Management Contracts

The Company is party to a management contract. Minimum contract commitments remaining under the agreement are approximately \$660,000, including \$220,000 due within one year. Upon the occurrence of certain events such as a change in control, the contract requires payment of up to \$1,000,000. As a triggering event has not taken place, the contingent payment has not been reflected in these financial statements.

(expressed in Canadian dollars)

16. COMMITMENTS AND CONTINGENCIES (Continued)

c) Flow-Through Shares

Pursuant to the issuance of 571,429 flow-through shares on October 6, 2015 (Note 14(b)), the Company expects to renounce $100,000 of qualified exploration expenditures with an effective date of December 31, 2015. The Company is required to expend this amount on qualified exploration expenditures by December 31, 2016. As of October 31, 2015, the Company has expended $16,034 of this amount on qualified exploration expenditures. The amount remaining to be expended is $83,966.

The Company has indemnified the subscribers of current and previous flow-through share offerings against any tax related amounts that may become payable by the subscribers as a result of the Company not meeting this expenditure commitment.

d) Operating Lease

The Company is committed to an operating lease for equipment rental, which expires on July 1, 2017. Minimum lease payments for successive fiscal years ending October 31 are as follows:

Year	Amount $
2016	2,822
2017	1,411
	4,233

17. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of exploration properties. The capital of the Company consists of capital stock and equity reserves. The Board of Directors does not establish quantitative return on capital criteria for the Company's management, but rather relies on the expertise of management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration stage. Accordingly, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for its administrative costs, the Company will spend its existing working capital and raise additional amounts as needed and if reasonably available. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the years ended October 31, 2015 or 2014. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than of the TSXV which requires adequate working capital or financial resources of the greater of (i) $50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months.

18. FINANCIAL RISK FACTORS

There were no changes in the years ended October 31, 2015 or 2014 that occurred that were attributed to financial risk. The Company's financial risk exposures and the impact on the Company's financial instruments are summarized below:

a) Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient cash to meet liabilities when due. As at October 31, 2015, the Company had a cash balance of $551,846 to settle accounts payable and accrued liabilities of $248,429 and the requirement to fund $83,966 for qualified exploration expenses committed under the terms of a flow-through share subscription agreement (Note 16(c)). All of the Company's financial liabilities have contractual maturities of less than one year. The Company's ability to continue operations and fund its business is dependent on management's ability to secure additional financing. Although the Company has been successful in the past in obtaining financing, there can be no assurance that additional funding will be available, or available under terms favourable to the Company. The Company will need to rely on new sources of equity financing, if available, to meet its ongoing working capital requirements. On the basis of the Company's current cash position, and continued deferral of some or all of the salary of the Company's CEO, management of the Company believes that it has sufficient funds to meet its other ongoing administrative and general costs until the fiscal year ended October 31, 2016 and will be soliciting additional financing during the remainder of the year to enable the Company to continue to operate, including exploration on its projects and to consider new opportunities. Failure to obtain additional financing could result in delay or the indefinite postponement of further exploration and the development of the Company's properties, as well as the loss of prospecting permits and mineral claims and even the risk of the Company continuing as a going concern.

b) Credit Risk

The Company's credit risk is primarily attributable to cash, amounts receivable and a loan receivable. The Company has no significant credit risk arising from operations. Cash consists of bank deposits with Canadian chartered banks. The loan receivable as described in Note 9 is secured by all assets of the borrower. Management believes that the credit risk with respect to these financial instruments is remote.

c) Market Risk

(i) *Interest Rate Risk*

The Company's current policy is to invest its cash balances in interest bearing accounts with its banking institution. The Company periodically monitors the investments it makes and is satisfied with the credit rating of its banks. The Company considers interest rate risk to be minimal. The loan receivable is at a fixed interest rate and it is expected that future financings, if any, would be secured from equity placements rather than debt obligations.

(ii) Foreign Currency Risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. Management believes that the foreign exchange risk from currency conversions is negligible.

18. FINANCIAL RISK FACTORS (Continued)

c) Market Risk (Continued)

(iii) Price Risk

The Company is exposed to price risk with respect to commodity prices. Although the Company has no influence on commodity prices, it closely monitors commodity prices to determine appropriate courses of action.

d) Fair Value

Amounts receivable and loan receivable are classified as loans and receivables, which are measured at amortized cost. Accounts payable and accrued liabilities (and, until it was repaid on November 14, 2014 (Note 11), the liability component of the convertible security and the liability related to the securities purchase agreement advance pursuant to the SPA) are classified as other financial liabilities, which are measured at amortized cost.

The carrying amounts for amounts receivable, accounts payable and accrued liabilities (and, until it was settled on March 17, 2015 (Note 14(b)), the securities purchase agreement advance pursuant to the SPA) on the statements of financial position approximate fair value because of the limited terms of these instruments. The fair value of the loan receivable approximates carrying value as the interest rate approximates the current rate for similar instruments.

Management estimated the value of the liability component of the convertible security using the effective interest rate method and using an interest rate of 20%. It was not possible to determine if this portion of the convertible security was at fair value as there was no comparable market value for such convertible security.

At October 31, 2015 and 2014, the Company had no financial instruments that are carried at fair value.

e) Sensitivity to Financial Risks

The Company considers interest rate risk to be minimal. The loan receivable (Note 9) has a fixed interest rate of 7% and the Company does not carry interest bearing debt. It is expected that future financings, if any, would be secured from equity placements rather than debt obligations. Based on the cash held by the Company as at October 31, 2015, a 1% increase or decrease in the interest rate would generate a respective increase or decrease in interest income of approximately $6,000 annually.

The Company does not hold any balances in foreign currencies to give rise to foreign exchange risk.

Price risk is remote since the Company is not a producing entity.

SCHEDULE B

MANAGEMENT'S DISCUSSION AND ANALYSIS

OCTOBER 31, 2015

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OLIVUT RESOURCES LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

OCTOBER 31, 2015

OLIVUT RESOURCES LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS
OCTOBER 31, 2015

The effective date of this report is December 9, 2015.

This Management's Discussion and Analysis ("MD&A") contains certain "Forward-Looking Statements." All statements, other than statements of historical fact included herein, including without limitation, statements regarding potential mineralization and resources, exploration and evaluation activities, and future plans of Olivut Resources Ltd. (the "Company" or "Olivut") are forward-looking statements that involve various known and unknown risks and uncertainties and other factors that could cause actual results to differ materially from expected results, including changes in future prices of precious minerals, variations in resources and grades, accidents, labour disputes and other risks associated with the exploration and mining industry, delays in obtaining governmental approvals and financing. Other than as required by applicable laws, the Company does not update or revise any such forward-looking statements to reflect events or circumstances after the date of this document or to reflect the occurrence of unanticipated events. Accordingly, readers should not place undue reliance on forward-looking statements.

This MD&A provides a detailed analysis of the business of the Company and compares the results for the three months and the year ended October 31, 2015 with those in the comparative periods in 2014. In order to better understand this MD&A, it should be read in conjunction with the financial statements of the Company for the years ended October 31, 2015 and 2014. The Company prepares and files with various Canadian regulatory authorities its financial statements and MD&A in Canadian dollars and in accordance with International Financial Reporting Standards ("IFRS").

The Company's news releases and other regulatory filings can be found on SEDAR at www.sedar.com.

Description of Business

The Company is engaged in the acquisition, exploration and evaluation of properties for the purpose of mining precious minerals.

As of the date of this report, the Company has a 100% interest in the HOAM Project located in the Mackenzie Region, Northwest Territories, Canada (the "HOAM Project").

In addition, the Company has completed in the past, and may, where warranted and subject to available cash, continue to seek opportunities in the future to complete early stage evaluations for precious mineral potential in other relatively unexplored regions of the world. Olivut views these additional prospects to be very worthwhile for its shareholders as a way to provide possible additional upside potential through new exploration of promising terrain. The intent is to focus limited, initial expenditures to evaluate the potential for economic precious mineral deposits of meaningful size. The aim of the Company's management and the Company's technical team is to acquire if warranted, in their view, enough new scientific information from early stage analysis to conclude relatively quickly if a new project warrants further corporate commitments.

Further detail is provided under "*Mineral Property and Exploration and Evaluation Activities*".

Financing Agreement

On March 12, 2013 the Company entered into a Securities Purchase Agreement (the "SPA") that could have raised, depending on market conditions and other factors, up to $18 million over approximately the following 36 months in a tranched placement of securities to the Canadian Special Opportunity Fund, L.P. ("CSOF"), a fund managed by The Lind Partners, a New York-based asset management firm (together "Lind"). The Company and Lind, by mutual agreement, terminated the SPA on March 27, 2015. The SPA is more fully described under *"Liquidity and Capital Resources".*

Selected Annual Information

	Year Ended October 31		
	2015 $	2014 $	2013 $
Total interest income	19,059	25,706	32,723
Net (loss)	(610,301)	(723,835)	(2,676,215)
Basic and diluted net loss per share	(0.02)	(0.02)	(0.08)
Total assets	844,235	1,287,958	1,788,956

Summary of Quarterly Results

	2015 4th Quarter	**2015 3rd Quarter**	**2015 2nd Quarter**	**2015 1st Quarter**
Total interest income	$4,343	$4,497	$4,588	$5,631
Net (loss)	$(122,430)	$(116,367)	$(171,944)	$(199,560)
Basic and diluted net (loss) per share	$(0.01)	$(0.00)	$(0.00)	$(0.01)

	2014 4th Quarter	**2014 3rd Quarter**	**2014 2nd Quarter**	**2014 1st Quarter**
Total interest income	$5,304	$6,236	$6,810	$7,356
Net (loss)	$(138,408)	$(117,270)	$(194,889)	$(273,268)
Basic and diluted net (loss) per share	$(0.00)	$(0.00)	$(0.01)	$(0.01)

Results of Operations

Three months and the year ended October 31, 2015 compared to three months and the year ended October 31, 2014.

The Company's net losses for the three months and the year ended October 31, 2015 were $122,430 and $610,301 respectively (2014 - $138,408 and $723,835 respectively).

The Company has no active business income. Interest income is primarily earned on cash deposits, which in the three months and the year ended October 31, 2015 amounted to $4,343 and $19,059 respectively (2014 - $5,304 and $25,706 respectively).

During the three months and the year ended October 31, 2015 administrative and general expenses decreased $13,397 and $45,356 to $87,885 and $411,387 respectively, compared to the three months and the year ended October 31, 2014, mainly due to lower professional fees. Non-cash share-option amortization expense increased by $15,818 in the three months ended October 31, 2015 compared to the same period of 2014 due to the granting of new options in December 2014 to consultants, management and the Board of Directors. For the year ended October 31, 2015 non-cash share-option amortization expense decreased $22,049 compared to the similar period in the prior year as the values attributed to previously granted options became fully vested in the prior year and the fair value attributed to those options was higher than the fair value attributed to options granted during the year ended October 31, 2015.

Exploration expenses for the three months and the year ended October 31, 2015 were $20,999 and $138,006 respectively (2014 - $34,800 and $160,889 respectively). The change in exploration expenses period over period is explained below under "*Mineral Property and Exploration and Evaluation Activities*".

Mineral Property and Exploration and Evaluation Activities

The HOAM Project

The Company has a 100% interest in the HOAM project located in the Mackenzie Region, Northwest Territories, Canada (the "HOAM Project"). This interest is subject to a 1.5% Net Smelter Return royalty ("NSR"), 50% of which is held by a director and officer of the Company.

The Company has been very successful in identifying kimberlite occurrences in this previously unexplored area of the Northwest Territories. Twenty-nine kimberlite discoveries have been made to date. Although some of the kimberlites are microdiamond bearing, they do not contain the extremely positive diamond inclusion field indicator mineral populations (including G10 garnets) that were previously found in regional stream sediment and till samples.

In September 2013 a detailed helimag program was undertaken to assess moderate to high priority anomalies identified from the ongoing analysis of Olivut's regional airborne magnetic database. Twenty-three blocks were flown at 50 metre line spacing. The blocks were selected based on logistical parameters to maximize the amount of data that could be obtained within a limited 2013 field budget.

As a result of the 2013 helimag program, seventeen targets were classified as being of moderate to high priority. Several targets are very discreet and are of high interest.

In addition, as part of the 2013 helimag program, a larger helimag block was flown over an area of known kimberlite occurrences to assess regional structures and define weaker magnetic responses. The Company is very pleased with the results from this test area as additional high interest targets were identified; many of these correlate to structural features. These results have positive implications for exploration within the broader region of the HOAM project area.

Exploration on the HOAM Project throughout 2014 and the quarter ended January 31, 2015 consisted of interpretation of the Company's extensive regional airborne geophysical database. This work is now complete. Numerous additional new anomalies have been defined up ice from high interest kimberlite indicator mineral (KIM) populations. The bedrock sources for these KIMs have yet to be identified. Based on the encouraging results to date, detailed airborne magnetic surveys will be required over these new anomalies. It is anticipated that many additional targets will be added to the list of priority targets already slated to be tested by the next stage of drilling. A detailed exploration geophysical program has been planned as the next stage of exploration which may be conducted in the spring of 2016 as funding and weather conditions permit.

Results of the geophysical analysis combined with the proposed detailed airborne survey work will define new priority drill targets. This should place the Company in a strong position when market sentiment improves and junior exploration drilling programs are actively supported. Given the depressed world market atmosphere for equity financing of junior companies, which curtailed plans for the 2015 exploration season and the related exploration expenses for the year ended October 31, 2015, management believes it is in the shareholders' best interest for the Company to maintain a conservative approach to exploration while continuing to advance its field projects.

Actual exploration costs on the HOAM Project for the three months and the year ended October 31, 2015 were $20,999 and $138,006 respectively (2014 - $34,800 and $160,889 respectively).The principal expenditures year-to-date were for air and ground geophysics $111,353 (2014 – $121,391) on the HOAM project. Cumulative exploration expenditures made by the Company as at October 31, 2015 total $15,708,981 (October 31, 2014 - $15,570,975). This cumulative total represents $14,759,893 spent on the HOAM Project (October 31, 2014 – $14,621,887) and $949,088 spent on other projects where the Company's interests have been terminated (October 31, 2014 - $949,088).

Additional information is available at www.sedar.com and the Company's website at www.olivut.com.

Liquidity and Capital Resources

As at October 31, 2015, the Company had a cash balance of $551,846 (October 31, 2014 - $755,663) to settle accounts payable and accrued liabilities of $248,429 and the requirement to fund $83,966 for qualified exploration expenses committed under the terms of a flow-through share subscription agreement as described under "Commitments and Contingencies".

All of the Company's financial liabilities have contractual maturities of less than one year.

During the three months and the year ended October 31, 2015, cash used by operating activities was $34,603 and $405,052 respectively (2014 - $144,642 and $582,678 respectively). The decrease year-to-date primarily reflects decreased administrative and general expenses, including the deferral of $142,013 (2014 - $21,155) of the salary and vacation pay of the Company's CEO during the year.

The Company's ability to continue operations and fund its business is dependent on management's ability to secure additional financing. It is anticipated that the Company will continue to rely on equity financing to meet its ongoing working capital requirements. On the basis of the Company's current cash position, expected cash expenditures and continued deferral of some or all of the salary of the Company's CEO, management of the Company believes that it has sufficient funds to meet its other ongoing administrative and general costs until the fiscal year end October 31, 2016.

On March 12, 2013 the Company announced that it entered into the SPA that could have raised, depending on market conditions and other factors, up to $18 million over approximately the following 36 months in a convertible security amounting to $300,000 and a tranched placement of securities to CSOF, a fund managed by Lind.

On April 28, 2014 Lind elected to redeem $150,000 of the convertible security, which was paid to Lind on April 29, 2014. On November 12, 2014 Lind elected to redeem the remaining $150,000 of the convertible security outstanding, which was paid to Lind on November 14, 2014.

During the years ended October 31, 2015 and 2014 the following tranche share issuances were made to Lind:

Date	Amount	Price per share	Shares
	$	$	#
May 10, 2013	200,000	0.2807	712,504
June 11, 2013	68,373	0.2700	253.233
July 11, 2013	64,500	0.2312	278,979
Total to October 31, 2013	332,873		1,244,716
January 13, 2014	52,000	0.1741	298,679
June 17, 2014	48,000	0.1650	290,909
Total to October 31, 2014	432,873		1,834,304
March 17, 2015	42,500	0.1243	341,915
Total to October 31, 2015	**475,373**		**2,176,219**

Olivut used the proceeds obtained from Lind for working capital purposes and to continue Olivut's exploration programs.

On September 30, 2014 Lind elected to pause future cash advances and the related tranche securities issuance in accordance with the terms of the SPA.

On March 27, 2015 the Company and Lind mutually agreed to terminate the SPA, as a result of the expiry of the 25 month life of the underlying base shelf prospectus, as well as the terms of the related exemptive relief which were granted by the securities commissions. The Company and Lind look forward to working together again in the future should the right opportunity arise.

Further details of the SPA are described in Notes 11 and 14 of the audited financial statements for the year ended October 31, 2015.

Copies of the qualifying base shelf prospectus relating to the SPA dated March 11, 2013, the prospectus supplement dated March 12, 2013 and specific pricing supplements for securities issued are available on SEDAR. These documents, as well as any documents incorporated therein by reference, may be obtained on request without charge from Olivut at its offices located at 27010 Highway 16, 14 Mountain Park Properties, Jasper East, Alberta, or by faxing a written request to (780) 866-3713, by mail to P.O. Box 6690 Hinton, Alberta T7V 1X8 or by accessing the disclosure documents available through the internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) website at www.sedar.com.

On October 15, 2014, the Company issued a total of 1,545,000 common shares through a non-brokered private placement for aggregate gross proceeds of $330,000 ("Private Placement"). The Private Placement comprised the placements of (i) 420,000 common shares with flow-through tax benefits to the shareholders ("flow-through shares") for proceeds of $105,000 at a price of $0.25 per flow-through share and (ii) 1,125,000 common shares for proceeds of $225,000 at a price of $0.20 per common share.

On October 6, 2015, the Company issued a total of 2,350,022 common shares through a non-brokered private placement for aggregate gross proceeds of $340,110. The private placement comprised the placements of (i) 571,429 flow-through shares for proceeds of $100,000 at a price of $0.175 per flow-through share and (ii) 1,778,593 common shares for proceeds of $240,110 at a price of $0.135 per common share.

The Company will actively solicit additional financing during the next year to enable the Company to continue to operate, to continue exploration on its projects and to consider new opportunities. Management carefully monitors its cash balances and may postpone exploration expenses so as to protect the Company's working capital if equity markets do not permit additional financing.

As at October 31, 2015, the Company did not have any long-term debt or contractual liability or obligations other than as reported in the financial statements.

Off-Balance Sheet Arrangements

The Company has not entered into any off-balance sheet transactions.

Transactions with Related Parties

In addition to salaries and benefits, during the year ended October 31, 2015 a total of $6,000 (2014 - $6,000) for exploration consulting expenditures and $9,600 (2014 - $9,600) for administrative and general expenses included in the statements of operations were accrued or paid to directors and officers of the Company or persons or companies related to or controlled by them. The directors and officers of the Company or persons or companies related to or controlled by them were also reimbursed at cost for expenses incurred on behalf of the Company. Included in accounts payable and accrued liabilities at October 31, 2015 is $170,167 (October 31, 2014 - $23,955) owing to directors and officers of the Company or persons or companies related to or controlled by them, including unpaid salary and vacation pay owing to the CEO of $164,167 (2014 - $21,155).

Amounts owing to the related parties are unsecured, non-interest bearing with no fixed terms of repayment.

Critical Accounting Estimates

The areas which require management to make significant judgements, estimates and assumptions are described in detail in Note 3 to the audited financial statements for the year ended October 31, 2015

Changes in Accounting Policies

Please refer to Note 4 of the financial statements for the year ended October 31, 2015.

Outstanding Share Data

As of December 9, 2015, an unlimited number of common shares with no par value are authorized of which 40,946,672 shares are issued and outstanding.

Under the terms of the Company's Share Option Plan, as at December 9, 2015 a total of 3,512,500 options to purchase common shares at exercise prices ranging from $0.11 to $1.70 per common share and expiring between March 10, 2016 and December 15, 2024 are outstanding.

Commitments and Contingencies

1. Environmental Contingencies

The Company's exploration activities are subject to various federal, provincial and international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

2. Management Contracts

The Company is party to a management contract. Minimum contract commitments remaining under the agreement are approximately $660,000, including $220,000 due within one year. Upon the occurrence of certain events such as a change of control, the contract requires payment of up to $1,000,000. As the likelihood of these events taking place is not determinable, the contingent payment has not been reflected in the financial statements for the year ended October 31, 2015.

3. Flow-Through Shares

Pursuant to the issuance of 571,429 flow-through shares on October 6, 2015 (see "*Liquidity and Capital Resources*"), the Company expects to renounce $100,000 of qualified exploration expenditures with an effective date of December 31, 2015. The Company is required to expend this amount on qualified exploration expenditures by December 31, 2016. As of October 31, 2015, the Company has expended $16,034 of this amount on qualified exploration expenditures. The amount remaining to be expended is $83,966.

The Company has indemnified the subscribers of current and previous flow-through share offerings against any tax related amounts that may become payable by the subscribers as a result of the Company not meeting this expenditure commitment.

4. Operating Lease

The Company is committed to an operating lease for equipment rental, which expires on July 1, 2017. Minimum lease payments for successive fiscal years ending October 31 are as follows:

Year	$ Amount
2016	2,822
2017	1,411
	4,233

5. Litigation

The Company is not involved in any outstanding litigation.

Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and evaluation of mineral properties. The capital of the Company consists of capital stock and equity reserves. The Board of Directors does not establish quantitative return on capital criteria for the Company's management, but rather relies on the expertise of management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration stage. Accordingly, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for its administrative costs, the Company will spend its existing working capital and raise additional amounts as needed and if reasonably available. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the years ended October 31 2015 or 2014. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than of the TSXV which requires adequate working capital or financial resources of the greater of (i) $50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months.

Risks and Uncertainties

Risks and uncertainties include, but are not limited to, the following:

1. Financial Risk Factors

The Company's financial risk exposures and the impact on the Company's financial instruments are summarized below:

a) Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient cash to meet liabilities when due. As at October 31, 2015, the Company had a cash balance of $551,846 to settle accounts payable and accrued liabilities of $248,429 and the requirement to fund $83,966 for qualified exploration expenses committed under the terms of a flow-through share subscription agreement as described under "Commitments and Contingencies". All of the Company's financial liabilities have contractual maturities of less than one year. The Company's ability to continue operations and fund its business is dependent on management's ability to secure additional financing. Although the Company has been successful in the past in obtaining financing, there can be no assurance that additional funding will be available, or available under terms favourable to the Company. The Company will need to rely on new sources of equity financing, if available, to meet its ongoing working capital requirements. On the basis of the Company's current cash position and continued deferral of some or all of the salary of the Company's CEO, management of the Company believes that it has sufficient funds to meet its other ongoing administrative and general costs until the fiscal year end October 31, 2016 and will be actively soliciting additional financing during the remainder of the year to enable the Company to continue to operate, including exploration on its projects and to consider new opportunities. Failure to obtain additional financing could result in delay or the indefinite postponement of further exploration and the development of the Company's properties, as well as the loss of prospecting permits and mineral claims and even the risk of the Company continuing as a going concern.

Further discussion relating to liquidity risk is described above under *"Liquidity and Capital Resources"*.

b) Credit Risk

The Company's credit risk is primarily attributable to cash, amounts receivable and a loan receivable. The Company has no significant credit risk arising from operations. Cash consists of bank deposits with a Canadian chartered bank. The loan receivable is described in Note 9 to the financial statements for the year ended October 31, 2015 and is secured by all assets of the borrower. Management believes that the credit risk with respect to these financial instruments is remote.

c) Market Risk

i. Interest Rate Risk

The Company's current policy is to invest its cash and cash equivalent balances in interest bearing accounts with its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit rating of its banks. The Company considers interest rate risk to be minimal. The loan receivable is at a fixed interest rate and it is expected that future financings, if any, would be secured from equity placements rather than debt obligations.

ii. Foreign Currency Risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. Management believes that the foreign exchange risk from currency conversions is negligible.

iii. Price Risk

The Company is exposed to price risk with respect to commodity prices. Although the Company has no influence on commodity prices, it closely monitors commodity prices to determine appropriate courses of action.

d) Fair Value

Amounts receivable and loan receivable are classified as loans and receivables, which are measured at amortized cost. Accounts payable and accrued liabilities (and, until they were repaid during the year ended October 31, 2015, the liability component of the convertible security and the liability related to the securities purchase agreement advance pursuant to the SPA) are classified as other financial liabilities, which are measured at amortized cost.

The carrying amounts for amounts receivable, accounts payable and accrued liabilities and the liability related to shares to be issued, on the statements of financial position approximate fair value because of the limited terms of these instruments. The fair value of the loan receivable approximates carrying value as the interest rate approximates the current rate for similar instruments.

Management estimated the value of the liability component of the convertible security using the effective interest rate method and using an interest rate of 20%. It was not possible to determine if this portion of the convertible security was at fair value as there was no comparable market value for such convertible security.

As at October 31, 2015 and 2014, the Company had no financial instruments that are carried at fair value.

e) Sensitivity to Financial Risks

The Company considers interest rate risk to be minimal. The loan receivable has a fixed interest rate of 7% and the Company does not carry interest bearing debt. It is expected that future financings, if any, would be secured from equity placements rather than debt obligations. Based on cash held by the Company as at October 31, 2015, a 1% increase or decrease in the interest rate would generate a respective increase or decrease in interest income of approximately $6,000 annually.

The Company does not hold any balances in foreign currencies to give rise to foreign exchange risk.

Price risk is remote since the Company is not a producing entity.

2. Exploration

In addition to the uncertainty of the Company's ability to raise financing to allow exploration, the Company's exploration projects are subject to conditions beyond its control that can affect the carrying costs and exploration and evaluation costs for varying lengths of time. Such conditions include environmental hazards, unusual or unexpected geological formations or pressures and periodic interruptions due to inclement or hazardous weather conditions, geopolitical, economic, regulatory conditions as well as dependence on key employees. Such risks could result in damage to, or destruction of, mineral properties or facilities, personal injury, environmental damage, delays in exploration programs, monetary losses and possible legal liability. Mineral exploration is highly speculative in nature, involves many risks and frequently is non-productive. There is no assurance that exploration efforts will be successful. Success in establishing marketable mineral reserves is a result of a number of factors, including the quality of management, the Company's level of geological and technical expertise, the quality of land holdings, the availability of suitable employees, contractors, consultants and equipment and other factors.

If mineralization is discovered, it may take several years in the initial phases of drilling until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable reserves through drilling, to determine the optimal recovery process to extract the minerals from the ore and to construct mining and processing facilities. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment of resources or reserves.

Whether a resource deposit will ultimately be commercially viable depends on a number of factors, including the particular attributes of the deposit such as the deposit's size, financing costs and the prevailing prices for the applicable resource. Also of key importance are government regulations, including those relating to prices, taxes, royalties, land tenure, land use, land treaties and environmental protection.

The Company's continued existence is dependent upon the ability of the Company to raise financing, if necessary and/or available, its extensive regional information database, exploration properties, the discovery of economically recoverable reserves, the achievement of profitable operations and upon the Company's ability to dispose of its interests on an advantageous basis.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements, native land claims and non-compliance with regulatory requirements.

3. Licenses and Permits, Laws and Regulations

The Company's exploration activities may require permits from various government authorities, and are subject to extensive federal, provincial and local laws and regulations governing prospecting, exploration, development, production, exports, taxes, labour standards, occupational health and safety, mine safety and other matters. Such laws and regulations are subject to change, can become more stringent and compliance can therefore become more costly. The Company relies on the expertise and commitment of its management team, their advisors, and contractors to ensure compliance with current laws and fosters a climate of open communication and cooperation with regulatory bodies. The Company believes that it holds all necessary licenses and permits under applicable laws and regulations and believes it is presently complying in all material respects with the terms of such licenses and permits.

There can be no guarantee that the Company will be able to maintain or obtain all necessary licenses and permits that may be required to explore and evaluate the properties under exploration, commence construction or operation of mining facilities or to maintain continued operations.

SCHEDULE C

AMENDED AND RESTATED SHARE OPTION PLAN

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OLIVUT RESOURCES LTD.
(the "Company")

AMENDED AND RESTATED SHARE OPTION PLAN

ARTICLE 1
PURPOSE AND INTERPRETATION

1.1 Purpose

The purpose of this Plan is to advance the interests of the Company by encouraging equity participation in the Company through the acquisition of Common Shares of the Company. It is the intention of the Company that this Plan will at all times be in compliance with the TSX Venture Policies (or, if applicable, the NEX Policies) and any inconsistencies between this Plan and the TSX Venture Policies) (or, if applicable, the NEX Policies) will be resolved in favour of the latter.

1.2 Definitions

In this Plan

(a) **Affiliate** means a company that is a parent or subsidiary of the Company, or that is controlled by the same entity as the Company;

(b) **Associate** has the meaning set out in the Securities Act;

(c) **Board** means the board of directors of the Company or any committee thereof duly empowered or authorized to grant Options under this Plan;

(d) **Change of Control** includes situations where after giving effect to the contemplated transaction and as a result of such transaction:

(i) any one Person holds a sufficient number of voting shares of the Company or resulting company to affect materially the control of the Company or resulting company, or,

(ii) any combination of Persons, acting in concert by virtue of an agreement, arrangement, commitment or understanding, holds in total a sufficient number of voting shares of the Company or its successor to affect materially the control of the Company or its successor,

where such Person or combination of Persons did not previously hold a sufficient number of voting shares to affect materially control of the Company or its successor. In the absence of evidence to the contrary, any Person or combination of Persons acting in concert by virtue of an agreement, arrangement, commitment or understanding, holding more than 20% of the voting shares of the Company or resulting company is deemed to materially affect control of the Company or resulting company;

(e) **Common Shares** means common shares without par value in the capital of the Company providing such class is listed on the TSX Venture (or the NEX, as the case may be);

(f) **Company** means the company named at the top hereof and includes, unless the context otherwise requires, all of its Affiliates and successors according to law;

(g) **Consultant** means an individual or Consultant Company, other than an Employee, Officer or Director that:

(i) provides on an ongoing bona fide basis, consulting, technical, managerial or like services to the Company or an Affiliate of the Company, other than services provided in relation to a Distribution;

(ii) provides the services under a written contract between the Company or an Affiliate and the individual or the Consultant Company;

(iii) in the reasonable opinion of the Company, spends or will spend a significant amount of time and attention on the business and affairs of the Company or an Affiliate of the Company; and

(iv) has a relationship with the Company or an Affiliate of the Company that enables the individual or Consultant Company to be knowledgeable about the business and affairs of the Company;

(h) **Consultant Company** means for an individual consultant, a company or partnership of which the individual is an employee, shareholder or partner;

(i) **Directors** means the directors of the Company as may be elected from time to time;

(j) **Discounted Market Price** has the meaning assigned by Policy 1.1 of the TSX Venture Policies;

(k) **Disinterested Shareholder Approval** means approval by a majority of the votes cast by all the Company's shareholders at a duly constituted shareholders' meeting, excluding votes attached to Common Shares beneficially owned by Insiders who are Service Providers or their Associates;

(l) **Distribution** has the meaning assigned by the Securities Act, and generally refers to a distribution of securities by the Company from treasury;

(m) **Effective Date** for an Option means the date of grant thereof by the Board;

(n) **Employee** means:

(i) an individual who is considered an employee under the Income Tax Act (i.e. for whom income tax, employment insurance and CPP deductions must be made at source);

(ii) an individual who works full-time for the Company or a subsidiary thereof providing services normally provided by an employee and who is subject to the same control and direction by the Company over the details and methods of work as an employee of the Company, but for whom income tax deductions are not made at source; or

(iii) an individual who works for the Company or its subsidiary on a continuing and regular basis for a minimum amount of time per week providing services normally provided by an employee and who is subject to the same control and direction by the Company over the details and methods of work as an employee of the Company, but for whom income tax deductions need not be made at source;

(o) **Exercise Price** means the amount payable per Common Share on the exercise of an Option, as determined in accordance with the terms hereof;

(p) **Expiry Date** means the day on which an Option lapses as specified in the Option Commitment therefore or in accordance with the terms of this Plan;

(q) **Independent** has the meaning assigned by Policy 3.1 of the TSX Venture Policies;

(r) **Insider** means an insider as defined in the TSX Venture Policies or as defined in securities legislation applicable to the Company;

(s) **Investor Relations Activities** has the meaning assigned by Policy 1.1 of the TSX Venture Policies;

(t) **Management Company Employee** means an individual employed by a Person providing management services to the Company which are required for the ongoing successful operation of the business enterprise of the Company, but excluding a Person engaged in Investor Relations Activities;

(u) **NEX** means a separate board of the TSX Venture for companies previously listed on the TSX Venture or the Toronto Stock Exchange which have failed to maintain compliance with the ongoing financial listing standards of those markets;

(v) **NEX Issuer** means a company listed on the NEX;

(w) **NEX Policies** means the rules and policies of the NEX as amended from time to time;

(x) **Officer** means a Board appointed officer of the Company;

(y) **Option** means the right to purchase Common Shares granted hereunder to a Service Provider;

(z) **Option Commitment** means the notice of grant of an Option delivered by the Company hereunder to a Service Provider and substantially in the form of Schedule A attached hereto;

(aa) **Optioned Shares** means Common Shares that may be issued at any time and from time to time to a Service Provider upon the exercise of an Option;

(bb) **Optionee** means the recipient of an Option hereunder;

(cc) **Outstanding Shares** means at the relevant time, the number of issued and outstanding Common Shares of the Company from time to time;

(dd) **Participant** means a Service Provider that becomes an Optionee;

(ee) **Person** includes a company, any unincorporated entity, or an individual;

(ff) **Plan** means this amended and restated share option plan, the terms of which are set out herein or as may be amended;

(gg) **Plan Shares** means the total number of Common Shares which may be reserved for issuance as Optioned Shares under the Plan as provided in §2.2;

(hh) **Regulatory Approval** means the approval of the TSX Venture and any other securities regulatory authority that has lawful jurisdiction over the Plan and any Options issued hereunder;

(ii) **Securities Act** means the Securities Act, R.S.B.C. 1996, c. 418, or any successor legislation;

(jj) **Service Provider** means a Person who is a bona fide Director, Officer, Employee, Management Company Employee, Consultant or Company Consultant, and also includes a company, 100% of the share capital of which is beneficially owned by one or more Service Providers;

(kk) **Share Compensation Arrangement** means any Option under this Plan but also includes any other stock option, stock option plan, employee stock purchase plan or any other compensation or incentive mechanism involving the issuance or potential issuance of Common Shares to a Service Provider;

(ll) **Shareholder Approval** means approval by a majority of the votes cast by eligible shareholders of the Company at a duly constituted shareholders' meeting;

(mm) **TSX Venture** means the TSX Venture Exchange and any successor thereto; and

(nn) **TSX Venture Policies** means the rules and policies of the TSX Venture as amended from time to time.

1.3 Other Words and Phrases

Words and phrases used in this Plan but which are not defined in the Plan, but are defined in the TSX Venture Policies (and, if applicable, the NEX Policies), will have the meaning assigned to them in the TSX Venture Policies (and, if applicable, the NEX Policies).

1.4 Gender

Words importing the masculine gender include the feminine or neuter, words in the singular include the plural, words importing a corporate entity include individuals, and vice versa.

ARTICLE 2
SHARE OPTION PLAN

2.1 Establishment of Share Option Plan

The Plan is hereby established to recognize contributions made by Service Providers and to create an incentive for their continuing assistance to the Company and its Affiliates.

2.2 Maximum Plan Shares

The maximum aggregate number of Plan Shares that may be reserved for issuance under the Plan at any point in time is 10% of the Outstanding Shares at the time Plan Shares are reserved for issuance as a result of the grant of an Option, less any Common Shares reserved for issuance under share options granted under Share Compensation Arrangements other than this Plan, unless this Plan is amended pursuant to the requirements of the TSX Venture Policies and, if applicable, the NEX Policies.

2.3 Eligibility

Options to purchase Common Shares may be granted hereunder to Service Providers from time to time by the Board. Directors who are not Employees will only be granted Options by or on the recommendation of a committee of Directors who are Independent as provided in §2.7(d) Service

Providers that are not individuals will be required to undertake in writing not to effect or permit any transfer of ownership or option of any of its securities, or to issue more of its securities (so as to indirectly transfer the benefits of an Option), as long as such Option remains outstanding, unless the written permission of the TSX Venture and the Company is obtained.

2.4 Options Granted Under the Plan

All Options granted under the Plan will be evidenced by an Option Commitment in the form attached as Schedule A, showing the number of Optioned Shares, the term of the Option, a reference to vesting terms, if any, and the Exercise Price.

Subject to specific variations approved by the Board, all terms and conditions set out herein will be deemed to be incorporated into and form part of an Option Commitment made hereunder.

2.5 Limitations on Issue

Subject to 2.8, the following restrictions on issuances of Options are applicable under the Plan:

(a) no Service Provider can be granted an Option if that Option would result in the total number of Options, together with all other Share Compensation Arrangements granted to such Service Provider in the previous 12 months, exceeding 5% of the Outstanding Shares;

(b) no Options can be granted under the Plan if the Company is on notice from the TSX Venture to transfer its listed shares to the NEX;

(c) the aggregate number of Options granted to Service Providers conducting Investor Relations Activities in any 12-month period cannot exceed 2% of the Outstanding Shares, calculated at the time of grant, without the prior consent of the TSX Venture; and

(d) the aggregate number of Options granted to any one Consultant in any 12 month period cannot exceed 2% of the Outstanding Shares, calculated at the time of grant, without the prior consent of the TSX Venture.

2.6 Options Not Exercised

In the event an Option granted under the Plan expires unexercised or is terminated by reason of dismissal of the Optionee for cause or is otherwise lawfully cancelled prior to exercise of the Option, the Optioned Shares that were issuable thereunder will be returned to the Plan and will be eligible for re-issuance.

2.7 Powers of the Board

The Board will be responsible for the administration of the Plan and the proper execution of its provisions, the interpretation of the Plan and the determination of all questions arising hereunder. Without limiting the generality of the foregoing, the Board has the power to

(a) allot Common Shares for issuance in connection with the exercise of Options;

(b) grant Options hereunder;

(c) subject to any necessary Regulatory Approval, amend, suspend, terminate or discontinue the Plan, or revoke or alter any action taken in connection therewith, except that no general amendment or suspension of the Plan will, without the prior written consent of all Optionees, alter or impair any Option previously granted under the Plan unless the alteration or impairment occurred as a result of a change in the TSX Venture Policies or the Company's tier classification thereunder;

(d) delegate all or such portion of its powers hereunder as it may determine to one or more committees of the Board, such committees to be comprised of Directors who are Independent either indefinitely or for such period of time as it may specify, and thereafter each such committee may exercise the powers and discharge the duties of the Board in respect of the Plan so delegated to the same extent as the Board is hereby authorized so to do; and

(e) amend this Plan (except for previously granted and outstanding Options) to reduce the benefits that may be granted to Service Providers (before a particular Option is granted) subject to the other terms hereof.

2.8 Terms or Amendments Requiring Disinterested Shareholder Approval

The Company will be required to obtain Disinterested Shareholder Approval prior to any of the following actions becoming effective:

(a) the Plan, together with all of the Company's other Share Compensation Arrangements, could result at any time in:

  (i) the aggregate number of Common Shares reserved for issuance under Options granted to Insiders exceeding 10% of the Outstanding Shares (in the event that this Plan is amended to reserve for issuance more than 10% of the Outstanding Shares);

  (ii) the number of Optioned Shares issued to Insiders within a one-year period exceeding 10% of the Outstanding Shares (in the event that this Plan is amended to reserve for issuance more than 10% of the Outstanding Shares); or,

  (iii) the issuance to any one Optionee, within a 12-month period, of a number of Common Shares exceeding 5% of Outstanding Shares; or

(b) any reduction in the Exercise Price of an Option.

ARTICLE 3
TERMS AND CONDITIONS OF OPTIONS

3.1 Exercise Price

The Exercise Price of an Option will be set by the Board at the time such Option is allocated under the Plan, and cannot be less than the most recent closing price on the TSX Venture Exchange as long as the price is not lower than the minimum price permitted by the TSX Venture.

3.2 Term of Option

An Option can be exercisable for a maximum of 10 years from the Effective Date.

3.3 Option Amendment

Subject to 2.8(b), the Exercise Price of an Option may be amended only if at least six (6) months have elapsed since the later of the date of commencement of the term of the Option, the date the Common Shares commenced trading on the TSX Venture, and the date of the last amendment of the Exercise Price.

An Option must be outstanding for at least one year before the Company may extend its term, subject to the limits contained in 3.2.

Any proposed amendment to the terms of an Option must be approved by the TSX Venture prior to the exercise of such Option.

3.4 Vesting of Options

Subject to 3.5, vesting of Options shall be in accordance with Schedule B attached hereto or otherwise, at the discretion of the Board, except that the Board may not waive vesting periods of any awards or accelerate Options except in the case of death, disability, retirement or Change of Control and will generally be subject to:

(a) the Service Provider remaining employed by or continuing to provide services to the Company or any of its Affiliates as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or any of its Affiliates during the vesting period; or

(b) the Service Provider remaining as a Director of the Company or any of its Affiliates during the vesting period.

3.5 Vesting of Options Granted to Consultants Conducting Investor Relations Activities

Notwithstanding 3.4, Options granted to Consultants conducting Investor Relations Activities will vest:

(a) over a period of not less than 12 months as to 25% on the date that is three months from the date of grant, and a further 25% on each successive date that is three months from the date of the previous vesting; or

(b) such longer vesting period as the Board may determine.

3.6 Optionee Ceasing to be Director, Employee or Service Provider

No Option may be exercised after the Service Provider has left his employ/office or has been advised by the Company that his services are no longer required or his service contract has expired, except as follows:

(a) in the case of the death of an Optionee, any vested Option held by him at the date of death will become exercisable by the Optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to such Option;

(b) an Option granted to any Service Provider will expire within 90 days after the date the Optionee ceases to be employed by or provide services to the Company, but only to the extent that such Option has vested at the date the Optionee ceased to be so employed by or to provide services to the Company; and

(c) in the case of an Optionee being dismissed from employment or service for cause, such Optionee's Options, whether or not vested at the date of dismissal will immediately terminate without right to exercise same.

3.7 Non Assignable

Subject to 3.8, all Options will be exercisable only by the Optionee to whom they are granted and will not be assignable or transferable.

3.8 Adjustment of the Number of Optioned Shares

The number of Common Shares subject to an Option will be subject to adjustment in the events and in the manner following:

(a) in the event of a subdivision of Common Shares as constituted on the date hereof, at any time while an Option is in effect, into a greater number of Common Shares, the Company will thereafter deliver at the time of purchase of Optioned Shares hereunder, in addition to the number of Optioned Shares in respect of which the right to purchase is then being exercised, such additional number of Common Shares as result from the subdivision without an Optionee making any additional payment or giving any other consideration therefore;

(b) in the event of a consolidation of the Common Shares as constituted on the date hereof, at any time while an Option is in effect, into a lesser number of Common Shares, the Company will thereafter deliver and an Optionee will accept, at the time of purchase of Optioned Shares hereunder, in lieu of the number of Optioned Shares in respect of which the right to purchase is then being exercised, the lesser number of Common Shares as result from the consolidation;

(c) in the event of any change of the Common Shares as constituted on the date hereof, at any time while an Option is in effect, the Company will thereafter deliver at the time of purchase of Optioned Shares hereunder the number of shares of the appropriate class resulting from the said change as an Optionee would have been entitled to receive in respect of the number of Common Shares so purchased had the right to purchase been exercised before such change;

(d) in the event of a capital reorganization, reclassification or change of outstanding equity shares (other than a change in the par value thereof) of the Company, a consolidation, merger or amalgamation of the Company with or into any other company or a sale of the property of the Company as or substantially as an entirety at any time while an Option is in effect, an Optionee will thereafter have the right to purchase and receive, in lieu of the Optioned Shares immediately theretofore purchasable and receivable upon the exercise of the Option, the kind and amount of shares and other securities and property receivable upon such capital reorganization, reclassification, change, consolidation, merger, amalgamation or sale which the holder of a number of Common Shares equal to the number of Optioned Shares immediately theretofore purchasable and receivable upon the exercise of the Option would have received as a result thereof. The subdivision or consolidation of Common Shares at any time outstanding (whether with or without par value) will not be deemed to be a capital reorganization or a reclassification of the capital of the Company for the purposes of this 3.8;

(e) an adjustment will take effect at the time of the event giving rise to the adjustment, and the adjustments provided for in this section are cumulative;

(f) the Company will not be required to issue fractional shares in satisfaction of its obligations hereunder. Any fractional interest in a Common Share that would, except for the provisions of this 3.8, be deliverable upon the exercise of an Option will be cancelled and not be deliverable by the Company; and

(g) if any questions arise at any time with respect to the Exercise Price or number of Optioned Shares deliverable upon exercise of an Option in any of the events set out in this 3.8, such questions will be conclusively determined by the Company's auditors, or, if they decline to so act, any other firm of Chartered Accountants, in Vancouver, British Columbia (or in the city of the Company's principal executive office) that the Company may designate and who will be granted access to all appropriate records. Such determination will be binding upon the Company and all Optionees.

ARTICLE 4
COMMITMENT AND EXERCISE PROCEDURES

4.1 Option Commitment

Upon grant of an Option hereunder, an authorized officer of the Company will deliver to the Optionee an Option Commitment detailing the terms of such Options and upon such delivery the Optionee will be subject to the Plan and have the right to purchase the Optioned Shares at the Exercise Price set out therein subject to the terms and conditions hereof.

4.2 Manner of Exercise

(a) An Optionee who wishes to exercise his or her Option may do so by delivering:

   (i) a written notice to the Company specifying the number of Optioned Shares being acquired pursuant to the Option; and

   (ii) a certified cheque, wire transfer or bank draft payable to the Company for the aggregate Exercise Price by the Optioned Shares being acquired.

(b) For any Options granted to an Optionee, the Company shall at its option and in its sole discretion have the authority to take reasonable steps for the deduction and withholding, or for the advance payment or reimbursement by the Optionee to the Company, of any amounts which the Company is required by law or regulation of any governmental authority whatsoever to withhold and/or remit in connection with this Plan, an Option Commitment, any grant or exercise of an Option, or any issuance or delivery of Optioned Shares. Without limiting the generality of the foregoing, the Company may:

(i) deduct and withhold additional amounts from other amounts owing or payable to an Optionee, whether or not such amount is related to the Plan or any Option Commitment;

(ii) require, as a condition of the issuance of the Optioned Shares to a Optionee that the Optionee make a cash payment to the Company equal to the amount required to be withheld and remitted by the Company for the account of the Optionee to the appropriate governmental authority. The Company may withhold the issuance or delivery of Optioned Shares until the Optionee makes such payment to the Company for an amount in the Company's opinion that would satisfy any and all such withholding amounts;

(iii) sell or cause a broker to sell on behalf of the Optionee, all or any portion of Optioned Shares otherwise deliverable to the Optionee upon exercise of an Option in such manner, in such amounts and at such prices as the Company shall determine in its sole discretion, until the net proceeds of sale equal the amount which in the Company's opinion would satisfy any and all withholding obligations and other source deductions for the account of the Optionee, and shall remit such amount to the appropriate governmental authorities; and

(iv) make any other arrangements that are acceptable to the Company to satisfy any and all withholding obligations and other source deductions for the account of the Optionee to the appropriate governmental authority.

Optioned Shares of an Optionee that are sold by the Company, or by a broker engaged by the Company under Section 4.2(b)(iii) will be sold on the TSX Venture (or NEX, if applicable). The Optionee consents to such sale and grants to the Company an irrevocable power of attorney to effect the sale of such Optioned Shares on his or her behalf and acknowledges and agrees that (i) the number of Optioned Shares sold shall be sufficient to fund the Company's withholding obligations net of all selling costs, which costs are the responsibility of the Optionee and which the Optionee hereby authorizes to be deducted from the proceeds of such sale; (ii) in effecting the sale of any such Optioned Shares, the Company or the broker will exercise its sole judgement as to the timing and the manner of sale and will not be obligated to seek or obtain a minimum price; (iii) neither the Company nor the broker will be liable for any loss arising out of any sale of such Optioned Shares including any loss relating to the manner or timing of such sales, the prices at which the Optioned Shares are sold, any delay in transferring any Optioned Shares to an Optionee or otherwise. The Optionee further acknowledges that the sale price of such Optioned Shares sold on behalf of the Optionee will fluctuate with the market price of the Common Shares and no assurance can be given that any particular price will be received upon any such sale.

4.3 Delivery of Certificate and Hold Periods

As soon as practicable after receipt of the notice of exercise described in 4.2 and payment in full for the Optioned Shares being acquired, the Company will direct its transfer agent to issue a certificate to the Optionee for the appropriate number of Optioned Shares. Such certificate issued will bear a legend stipulating any resale restrictions required under applicable securities laws. Further, if the Exercise Price is set below than the then current market price of the Common Shares on the TSX Venture, the certificate will also bear a legend stipulating that the Optioned Shares are subject to a four-month TSX Venture hold period commencing the date of the grant of the Option.

ARTICLE 5
GENERAL

5.1 Employment and Services

Nothing contained in the Plan will confer upon or imply in favour of any Optionee any right with respect to office, employment or provision of services with the Company, or interfere in any way with the right of the Company to lawfully terminate the Optionee's office, employment or service at any time pursuant to the arrangements pertaining to same. Participation in the Plan by an Optionee is voluntary.

5.2 No Representation or Warranty

The Company makes no representation or warranty as to the future market value of Common Shares issued in accordance with the provisions of the Plan or to the effect of the Income Tax Act (Canada) or any other taxing statute governing the Options or the Common Shares issuable thereunder or the tax consequences to a Service Provider. Compliance with applicable securities laws as to the disclosure and resale obligations of each Participant is the responsibility of each Participant and not the Company.

5.3 Interpretation

The Plan will be governed and construed in accordance with the laws of the Province of British Columbia.

5.4 Continuation of Plan

The Plan will become effective from and after April 30, 2004, and will remain effective provided that the Plan, or any amended version thereof receives Shareholder Approval at each annual general meeting of the holders of Common Shares of the Company subsequent to April 30, 2004.

SCHEDULE "A"
SHARE OPTION PLAN
OPTION COMMITMENT

Reference is made to the amended and restated Share Option Plan, dated December 9, 2011, as may be amended from time to time (the **"Plan"**) of Olivut Resources Ltd. (the **"Company"**). Capitalized terms used herein that are not otherwise defined have the meanings given to them in the Plan.

Notice is hereby given that, effective this ________ day of ________________, __________ (the "**Effective Date**") the Company has granted to ____ (the "**Optionee**"), an Option to acquire ______________ Common Shares ("**Optioned Shares**") up to 5:00 p.m. Toronto Time on the __________ day of ___________________, ______ (the "**Expiry Date**") at an Exercise Price of Cdn$____________ per share.

At the date of grant of the Option, the Company is classified as **[a Tier ____ Issuer under TSX Venture Policies].**

Optioned Shares will vest and may be exercised as follows:

{COMPLETE ONE}

____________ In accordance with the vesting provisions set out in Schedule "B" of the Plan.

or

____________ As follows: **[INSERT VESTING SCHEDULE][INSERT VESTING TERMS]**

The grant of the Option evidenced hereby is made subject to the terms and conditions of the Plan, which are hereby incorporated herein and forms part hereof.

To exercise your Option, deliver a written notice specifying the number of Optioned Shares you wish to acquire, together with a certified cheque, wire transfer or bank draft payable to the Company for the aggregate Exercise Price and any other amount payable by an Optionee under section 4.2 of the Plan, if applicable. The Optionee acknowledges that if, in connection with the exercise of an Option, the Company is required to deduct or withhold any amount by reason of any required source deductions which the Company is required by law or regulation of any governmental authority whatsoever to remit in connection with the Plan, an Option Commitment, a grant or exercise of an Option or any issuance or delivery of Optioned Shares, the Company may implement any or all of the procedures enumerated in section 4.2 of the Plan to ensure that the withholding and deduction obligations are met. The operation of the Plan and the issuance and exercise of all Options and Optioned Shares contemplated by the Plan is subject to all applicable laws, and all rules and requirements of the TSX Venture (or NEX, if applicable). The Optionee agrees to fully cooperate with the Company in doing all such things, including executing and delivering all such agreements, undertakings or other documents or furnishing all such information as is reasonable necessary to assist the Company in complying with such laws, rules and requirements. A certificate for the Optioned Shares so acquired will be issued by the transfer agent as soon as practicable thereafter.

[INSERT LANGUAGE FOR HOLD PERIOD AND LEGEND IF REQUIRED]

The Company and the Optionee represent that the Optionee under the terms and conditions of the Plan is a bona fide Service Provider (as defined in the Plan), entitled to receive Options under TSX Venture Policies.

The Optionee also acknowledges and consents to the collection and use of Personal Information (as defined in the Policies of the TSX Venture Exchange) by both the Company and the TSX Venture (or the NEX, as the case may be) as more particularly set out in the Acknowledgement - Personal Information in use by the TSX Venture (or the NEX, as the case may be) on the date of this Share Option Plan.

OLIVUT RESOURCES LTD.

By: ______________________________

Authorized Signatory

(* SIGNATURE OF OPTIONEE)

SCHEDULE "B"
SHARE OPTION PLAN
VESTING SCHEDULE

1. Options granted pursuant to the Plan to Directors, Officers and all Employees and Consultants employed or retained by the Company for a period of more than six months at the time the Option is granted will vest as follows:
   (a) 1/3 of the total number of Options granted will vest six months after the date of grant;
   (b) a further 1/3 of the total number of Options granted will vest one year after the date of grant; and
   (c) the remaining 1/3 of the total number of Options granted will vest eighteen months after the date of grant.

2. Options granted pursuant to the Plan to an Employee or a Consultant who has been employed or retained by the Company for a period of less than six months at the time the Option is granted will vest as follows:
   (a) 1/3 of the total number of Options granted will vest one year after the date of grant;
   (b) a further 1/3 of the total number of Options granted will vest eighteen months after the date of grant; and
   (c) the remaining 1/3 of the total number of Options granted will vest two years after the date of grant.

3. Options granted to Consultants retained by the Company pursuant to a short term contract or for a specific project with a finite term, will be subject to such vesting provisions determined by the Board of Directors of the Company at the time the Option Commitment is made, subject to Regulatory Approval.

4. Options granted to Service Providers involved in Investor Relations Activities shall vest in accordance with section 3.5 of the Plan.

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