

SCHEDULE "B"

**CORPORATE GOVERNANCE DISCLOSURE AND
COMPLIANCE WITH CORPORATE GOVERNANCE GUIDELINES**

<p>Corporate Governance Disclosure Required Under NI 58-101</p>	<p>Comments</p>
<p>1. Board of Directors</p> <p>Disclose how the board of directors facilitates its exercise of independent supervision over management, including (i) the identity of directors that are independent, and (ii) the identity of directors who are not independent, and the basis for that determination.</p>	<p>The Corporation has adopted governance guidelines consistent with NP 58-201, which provide, among other things, that a majority of the Board must be independent directors.</p> <p>The Board has determined that three of the five current directors are "independent" within the meaning of NI 58-101. The independent directors are Margaret Kent, Peter Calder and R. M. Robb. Terrence Byberg, the President and CEO of Stratabound, and Michael Page, the Vice President, Exploration of Stratabound, are not considered "independent" under NI 58-101.</p> <p>In accordance with the written mandate of the Board, the independent directors of the Board regularly hold <i>in camera</i> sessions of the Board at such times as the independent directors determine advisable. The independent directors did not feel it was necessary to meet as such during 2015.</p>
<p>2. Directorships</p> <p>If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.</p>	<p>The following directors currently serve on the Board of Directors of the following reporting issuers:</p> <p>Terrence Byberg: Laurion Mineral Exploration Inc.; Bandera Gold Corp.</p> <p>Michael Page: Thunderstruck Resources Ltd.</p>
<p>3. Orientation and Continuing Education</p> <p>Describe what steps, if any, the board takes to orient new board members, and describe any measures the board takes to provide continuing education for directors.</p>	<p>All new directors are provided with a baseline of knowledge about the Corporation which serves as a basis for informed decision-making. This includes a combination of written material, one-on-one meetings with senior management and other briefings and training, as appropriate. Current directors all belong to professional associations that have continuing education requirements to maintain membership.</p>

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<p>4. Ethical Business Conduct</p> <p>Describe what steps, if any, the board takes to encourage and promote a culture of ethical business conduct.</p>	<p>The Board requires each director to disclose all actual or potential conflicts of interest and refrain from voting on matters in which such director has a conflict of interest. In addition, the director must excuse himself from any discussion or decision on any matter in which the director is precluded from voting as a result of a conflict of interest.</p> <p>The Board has reviewed and approved a disclosure policy for the Corporation, in order to promote consistent disclosure practices aimed at informative, timely and broadly disseminated disclosure of material information to the market, in accordance with applicable securities legislation.</p> <p>The Board has also reviewed and approved a whistleblower policy, to promote, among other things, the disclosure and reporting of any questionable accounting or auditing matters, fraudulent or misleading financial information, and violations of ethical conduct.</p> <p>The Corporation expects that its directors, officers, employees and consultants will adhere to the highest ethical standards in all of the Corporation's business activities. The Corporation's directors, officers, employees and consultants are expected to deal fairly with security holders, customers, suppliers and competitors. All directors, officers, employees and consultants are encouraged to report violations.</p>
<p>5. Nomination of Directors</p> <p>Disclose what steps, if any, are taken to identify new candidates for board nomination, including: (i) who identifies new candidates, and (ii) the process of identifying new candidates.</p>	<p>The process for identifying and recommending the nomination of new Board candidates is the responsibility of the current directors. There is no formalized process for identifying new candidates.</p>

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<p>6. Compensation</p> <p>Disclose what steps, if any, are taken to determine compensation for the directors and CEO, including: (i) who determines compensation, and (ii) the process of determining compensation.</p>	<p>The independent Directors will review annually the compensation package and performance objectives of the executive officers. With respect to the compensation of directors, the Board will review the adequacy and form of the compensation of directors periodically to determine if the compensation realistically reflects the responsibilities and risks involved in being an effective director.</p> <p>The Board will also determine the annual bonuses to be paid, if any, and will review the grants of options to purchase shares of the Corporation.</p>
<p>7. Other Board Committees</p>	
<p>If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.</p>	<p>None.</p>
<p>8. Assessments</p>	
<p>Disclose what steps, if any, that the board takes to satisfy itself that the board, its committees, and its individual directors are performing effectively.</p>	<p>The Board is responsible for ensuring that there is a process in place for annually evaluating the effectiveness and contribution of the Board, the committees of the Board and the individual directors based on their applicable terms of reference or position description.</p> <p>The objective of the assessments is to ensure the continued effectiveness of the Board in the execution of its responsibilities and to contribute to a process of continuing improvement. The assessments will consider in the case of the Board or a committee, the applicable terms of reference, the applicable position descriptions, as well as the competencies and skills each individual director is expected to bring to the Board.</p>