



ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON FEBRUARY 8, 2017 AT 10:30 A.M. EST

**NOTICE OF MEETING AND
MANAGEMENT INFORMATION CIRCULAR**

January 4, 2017

ORVANA MINERALS CORP.

Notice of Annual General Meeting of Shareholders

- (a) **NOTICE** is hereby given that the annual general meeting of the holders of common shares of Orvana Minerals Corp. (the "Company") will be held at the Stikeman Elliott LLP Barristers & Solicitors 5300 Commerce Court West, 199 Bay Street, Toronto, Ontario on Wednesday, February 8, 2017 at 10:30 a.m. (Toronto time) (the "Meeting") for the following purposes:
- (b) to receive the Company's comparative audited consolidated financial statements as at and for the fiscal year ended September 30, 2016 and the auditor's report thereon;
- (c) to elect directors of the Company to hold office until the close of the next annual meeting of shareholders;
- (d) to appoint PricewaterhouseCoopers LLP as the Company's auditor for the ensuing year and to authorize the Board of Directors, upon the recommendation of the Audit Committee, to fix the auditor's remuneration; and
- (e) to transact such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Management Information Circular accompanying this Notice of Meeting.

Shareholders are invited to attend the Meeting. Registered shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and send it in the enclosed envelope or otherwise to the Secretary of the Company c/o CST Trust Company, Proxy Dept., P.O. Box 721, Agincourt, Ontario, M1S 0A1. Non-registered shareholders who receive these materials through their broker or other intermediary should complete and send the form of proxy in accordance with the instructions provided by their broker or intermediary. To be effective, a proxy must be received by CST Trust Company not later than 5:00 p.m. (Toronto time) on Monday, February 6, 2017 or in the case of any adjournment of the Meeting, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the adjourned meeting.

DATED as of the 4th day of January, 2017.

By order of the Board of Directors



James Gilbert
Chairman

ORVANA MINERALS CORP.

MANAGEMENT INFORMATION CIRCULAR FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

VOTING INFORMATION

Solicitation of Proxies

This Management Information Circular (the “Circular”) is provided in connection with the solicitation, by or on behalf of the management of Orvana Minerals Corp. (“Orvana” or the “Company”), of proxies to be used at the Company’s annual general meeting of the holders of its common shares (the “Common Shares”) to be held on February 8, 2017 (the “Meeting”) or at any adjournment thereof. It is expected that the solicitation will be primarily by mail, but proxies may also be solicited personally, by advertisement or by telephone, by directors, officers or employees of the Company without special compensation, or by the Company’s transfer agent, CST Trust Company, at nominal cost. The cost of solicitation will be borne by the Company.

The Company is sending the Notice of Meeting and this Circular along with, for those holders of Common Shares who have so requested, the Company’s comparative audited consolidated financial statements as at and for the fiscal year ended September 30, 2016 and the auditor’s report thereon and the Management Discussion & Analysis for the year ended September 30, 2016 (collectively, the “Proxy-Related Materials”) directly to registered holders and non-registered holders of Common Shares who have not objected to intermediaries disclosing their beneficial ownership information and who have requested this information. The Company will pay for the cost of intermediaries to deliver the Proxy-Related Materials and voting instruction form to non-registered holders who have not objected to intermediaries disclosing their beneficial ownership information. Neither the Company nor its subsidiaries will reimburse shareholders, nominees or agents for the cost incurred in obtaining authorization to execute forms of proxy from their principals or beneficial owners.

Who Can Vote

The Company’s board of directors (the “Board”) has fixed December 30, 2016 as the record date for the Meeting. Any holder of Common Shares of record at the close of business on the record date will be entitled to vote the Common Shares held by such shareholder as at such date on each matter to be acted upon at the Meeting.

If you are a registered holder of Common Shares, a form of proxy is enclosed that you can use to vote at the Meeting or you may attend in person and vote at the Meeting.

If you are a non-registered holder and your Common Shares are held by an intermediary (such as a broker or financial institution), you may receive either a form of proxy or voting instruction form and should follow the instructions provided with such form.

Voting Matters

At the Meeting, shareholders are voting on the following matters:

- the election of directors of the Company; and
- the appointment of the Company’s auditor for the ensuing year and the authorization of the Board, upon the recommendation of the Audit Committee, to fix the auditor’s remuneration.

Voting Your Common Shares

All shareholders are advised to carefully read the voting instructions below that are applicable to them.

Registered Shareholders

If you were a registered shareholder on the record date, you may vote in person at the Meeting or give another person authority to represent you and vote your shares at the Meeting, as described below under the heading “Appointment of Proxyholder”.

Non-Registered Shareholders

It is possible that your Common Shares may be registered in the name of an intermediary, which is usually a trust company, securities broker or other financial institution. A substantial number of shareholders do not hold Common Shares in their own name. If your Common Shares are registered in the name of an intermediary, you are a non-registered shareholder, which is sometimes referred to as a beneficial owner. You should note that only proxies deposited by shareholders whose names appear on the records of the Company as the registered holders of Common Shares can be recognized and acted upon at the Meeting.

Your intermediary is entitled to vote the Common Shares held by it and beneficially owned by you on the record date. However, without specific instructions from the beneficial holder, a broker and its agents and nominees are prohibited from voting Common Shares for such beneficial holder. Therefore, if you are a beneficial shareholder rather than a registered shareholder, you should follow the instructions of your intermediary with respect to the procedures to be followed for voting. Generally, intermediaries will provide non-registered shareholders with either: (i) a voting instruction form for completion and execution by you, or (b) a proxy form, executed by the intermediary and restricted to the number of Common Shares owned by you, but otherwise uncompleted. These procedures are to permit non-registered shareholders to direct the voting of the Common Shares that they beneficially own.

Please note that if you are a non-registered shareholder and you wish to attend the Meeting, you will not be recognized at the Meeting for the purpose of voting Common Shares registered in the name of an intermediary unless you appoint yourself as a proxyholder. Accordingly, if you are a non-registered shareholder, to vote your Common Shares in person at the Meeting, you should take the following steps:

- appoint yourself as the proxyholder by writing your own name in the space provided on the voting instruction form or form of proxy; and
- follow the instructions of the intermediary for return of the executed form or other method of response.

Do not otherwise complete the form as your vote, or your designate's vote, will be taken at the Meeting.

Appointment of Proxyholder

Each shareholder has the right to appoint as proxyholder a person (who need not be a shareholder of the Company) other than the persons designated by management of the Company in the enclosed form of proxy to attend and act on the shareholder's behalf at the Meeting or at any adjournment thereof. Such right may be exercised by inserting the name of the person in the blank space provided in the enclosed form of proxy or by completing another proper form of proxy. If you leave the space in the proxy form blank, the persons designated in the form, who are officers of the Company, are appointed to act as your proxyholder.

The persons designated by management of the Company in the enclosed form of proxy are officers of the Company. In the case of **registered shareholders**, the completed, dated and signed form of proxy should be sent (i) in the enclosed envelope by mail, courier or delivered in person to the Secretary of the Company c/o CST Trust Company, Proxy Dept., P.O. Box 721, Agincourt, Ontario, M1S 0A1, or (ii) by facsimile to (416) 368-2502 or 1-866-781-3111 (within North America). To be effective, a proxy must be received by CST Trust Company not later than 5:00 p.m. (Toronto time) on February 6, 2017, or in the case of any adjournment of the Meeting, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the adjourned meeting.

In the case of **non-registered shareholders** who receive these materials through their broker or other intermediary, the shareholder should communicate his or her voting instructions in accordance with the instructions provided by the shareholder's intermediary.

Revocation of Proxy

A shareholder who has given a proxy may revoke it at any time before it is used by doing one of the following:

- by depositing an instrument in writing or another proxy form signed by the shareholder or by the shareholder's attorney, who is authorized in writing or by electronic signature, or
- by delivering or transmitting, by telephonic or electronic means, a revocation signed by electronic signature by the shareholder or by the shareholder's attorney, who is authorized in writing or by electronic signature,

in either case, to or at the registered office of the Company at 170 University Avenue, Suite 900, Toronto, Ontario, M5H3B3 by facsimile transmission to (416) 369-1402 or by electronic delivery to proxy@orvana.com, in each case, at any time up to and including the last business day preceding the day of the Meeting, or in the case of any adjournment of the Meeting, the last business day preceding the day of the adjourned meeting. You may also attend the Meeting and notify the Chair of the Meeting on the day of, and prior to the start of, the Meeting or any adjourned meeting that you are revoking your proxy. You may also revoke your proxy in any other manner permitted by law.

Voting of Proxies

On any ballot that may be called for, the Common Shares represented by a properly executed proxy given in favour of the persons designated by management of the Company in the enclosed form of proxy will be voted or withheld from voting in accordance with the instructions given on the proxy. If you have not specified how to vote on a particular matter, then your proxyholder can vote your Common Shares as he or she sees fit. **If neither you nor your proxyholder gives specific instructions, your Common Shares will be voted as follows:**

- **FOR** the election of each nominee as a director of the Company; and
- **FOR** the appointment of PricewaterhouseCoopers LLP as the Company's auditor for the ensuing year and the authorization of the Board, upon the recommendation of the Audit Committee, to fix the auditor's remuneration.

Additional Matters Presented at the Meeting

The enclosed proxy form or voting instruction form confers discretionary authority upon the persons named as proxies therein with respect to any 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.

If you sign and return the form of proxy and do not appoint a proxyholder by filling in a name, and any other matter is presented at the Meeting, or at any postponement or adjournment thereof, in addition to, or as an amendment or variation to, the matters described in the Notice of Meeting, the Orvana representatives named as proxies will vote in their best judgment. When this Circular was mailed to shareholders, management of the Company was not aware of any matters to be considered at the Meeting other than the matters described in the Notice of Meeting or any amendments or variations to the matters described in such Notice of Meeting.

Voting Shares

As at December 30, 2016, the Company had 136,623,171 Common Shares outstanding, each carrying the right to one vote per Common Share. The presence of at least two persons present in person, each being a shareholder entitled to vote at the Meeting or a duly appointed proxyholder or representative for a shareholder entitled to vote at the Meeting, is necessary for a quorum at the Meeting. A simple majority of the votes cast at the Meeting, whether in person, by proxy or otherwise, will constitute approval of the matters that are submitted to a vote at the Meeting.

Principal Shareholders

To the knowledge of the directors and senior officers of the Company, as at December 30, 2016, no person beneficially owned, or controlled or directed, directly or indirectly, more than 10% of the voting rights attached to the outstanding Common Shares of the Company except as stated below:

Name	Aggregate Number of Common Shares	Percentage of Outstanding Common Shares
Fabulosa Mines Limited ⁽¹⁾ ⁽²⁾	70,915,027	51.9%

- (1) On March 12, 2012, the Company entered into an agreement with Fabulosa Mines Limited ("Fabulosa") pursuant to which, for so long as it owns at least 10% of the outstanding Common Shares, Fabulosa has the right to designate, at any shareholders' meeting at which directors are to be elected, that number of management's nominees for election as directors of the Company that is the same proportion as its ownership interest is of the Common Shares.
- (2) The Company has issued a number of warrants to Fabulosa in respect of various loan agreements and amendments thereto since 2011. At December 30, 2016, Fabulosa held 2,025,000 Common Share purchase warrants with exercise prices ranging from C\$0.49 to C\$0.97 and the expiry dates ranging from 2017 to 2019 (the "Warrants"). Of the Warrants, 975,000 may never be exercised as a result of the forfeiture or expiration of certain options to acquire Common Shares under the Company's equity incentive plan on May 16, 2011 (the exercise of which were tied to Fabulosa's ability to exercise such Warrants). 1,050,000 common share purchase warrants are exercisable as of the date hereof, with Fabulosa's combined holdings of common shares and warrants representing 51.3% of the Common Shares outstanding on a fully diluted basis. If Fabulosa were to exercise all of the 1,050,000 potentially exercisable Warrants, its ownership would represent 52.3% of the currently outstanding Common Shares.

Notice to United States Shareholders

The solicitation of proxies by the Company is not subject to the requirements of Section 14(a) of the United States Securities Exchange Act of 1934, as amended (the "U.S. Exchange Act"), by virtue of an exemption applicable to proxy solicitations by "foreign private issuers" as defined in Rule 3b-4 promulgated under the U.S. Exchange Act. Accordingly, this Circular has been prepared in accordance with the applicable disclosure requirements in Canada. Shareholders in the United States should be aware that such requirements are different than those of the United States applicable to proxy statements under the U.S. Exchange Act.

MATTERS TO BE ACTED UPON AT THE MEETING

The Meeting will address the following matters:

1. receiving the Company's comparative audited consolidated financial statements as at and for the fiscal year ended September 30, 2016 and the auditor's report thereon (the "2016 Financials");
2. electing directors who will serve until the next annual meeting of shareholders of the Company;
3. appointing the auditor of the Company that will serve until the next annual meeting of shareholders and authorizing the Board, upon the recommendation of the Audit Committee, to set the auditor's remuneration; and
4. any such other business as may properly be brought before the Meeting.

Receiving the Financial Statements

The 2016 Financials are being mailed to the Company's registered and beneficial shareholders who requested such financial statements. Management of the Company will review the financial results set out in the 2016 Financials at the Meeting and shareholders and proxyholders will be given an opportunity to discuss these results with management of the Company. The 2016 Financials are available on the Company's website at www.orvana.com and on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

Election of Directors

The Company's articles provide that the Board may consist of a minimum of three and a maximum of ten directors. The Board is currently comprised of five directors. The Board has determined to nominate

each of the five persons listed below for election as a director of the Company at the Meeting and has fixed the size of the Board at five. All of the nominees are current members of the Board and have been directors of the Company since the date indicated in the table below opposite the proposed nominee's name. In addition, the Compensation, Nominating and Corporate Governance Committee has been conducting a selection process to identify and recommend to the Board additional candidates to become directors of the Company to strengthen its technical and governance expertise.

Under the by-laws of the Company, directors of the Company are elected annually. Each director will hold office until the next annual meeting of the shareholders of the Company or until the successor of such director is duly elected or appointed, unless such office is earlier vacated in accordance with the by-laws.

The Board has adopted a majority voting policy as part of its corporate governance practices pursuant to which any nominee proposed for election as a director in an uncontested election who receives, from the Common Shares voted at the Meeting in person or by proxy, a greater number of Common Shares withheld than Common Shares voted in favour of their election, must promptly tender his or her resignation to the Chair of the Board, to take effect on acceptance by the Board. The Compensation, Nominating and Corporate Governance Committee will expeditiously consider the director's offer to resign and make a recommendation to the Board on whether to accept it. The Board will then make a final decision and announce it. See "Statement of Corporate Governance Practices" attached as Schedule A to this Circular.

The Board recommends that shareholders vote FOR the election as directors of the Company of each of the five nominees set out in the Circular. Unless authority to do so with respect to one or more directors is withheld, the persons named in the accompanying form of proxy intend to vote FOR the election of each of such nominees.

Management does not contemplate that any of the proposed nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the Common Shares represented by properly executed proxies given in favour of such nominee(s) may be voted by the persons designated by management of the Company in the enclosed form of proxy, in their discretion, in favour of another nominee.

The following table sets forth information with respect to each proposed nominee for election as a director of the Company as at the date of this Circular, including the number of Common Shares beneficially owned, directly or indirectly, or over which control or direction was exercised, by such person or the person's associates or affiliates:

Name, Province/State and Country of Residence	Principal Occupations For Past Five Years	Director Since ⁽¹⁾	Common Shares Beneficially Owned or Over Which Control or Direction is Exercised ⁽²⁾
Alan Edwards ⁽³⁾⁽⁵⁾ Arizona, USA	<p>President of AE Consulting Corp., a mining consulting company (current)</p> <p>Non-Executive Chairman of the Board of AQM Copper Inc., a company that explores and develops copper deposits (current)</p> <p>Director, Chairman of the Technical Committee of Entrée Gold Inc., a mineral resource company (current)</p> <p>Director, Chairman of the Sustainability and Technical Committee of America's Silver Corporation, a junior silver producer (current)</p> <p>Non-Executive Chairman of the Board, Director, Chairman of the Sustainability Committee of AuRico Gold Corporation, a gold mining and exploration company (past five years)</p> <p>Non-Executive Chairman of the Board Director, President, Chief Executive Officer, and Director of Oracle Mining Corp., a junior mining company⁽⁶⁾</p>	May 2016	Nil
James Gilbert ⁽⁵⁾ Virginia, USA	<p>Chief Investment Officer of Minera S.A., an international mining holding company and affiliate of Fabulosa (current) ⁽⁷⁾</p> <p>Director of First Point Minerals Corp., a junior exploring for a unique style of nickel mineralization (current) a</p> <p>President and Chief Executive Officer of First Point Minerals Corp.</p> <p>President and Chief Executive Officer, and Director of Minera S.A.</p>	May 2016	Nil
Ed Guimaraes, CPA, CA ⁽³⁾ Ontario, Canada	<p>Chief Financial Officer of Sierra Metals Inc., a precious and base metals producer in Latin America (current)</p> <p>Director, Independent business consultant of Aldridge Minerals Inc., a development stage mining company (current)</p>	February 2013	Nil
Sara Magner ⁽⁴⁾ Virginia, U.S.A.	<p>Corporate Secretary and General Counsel of Minera S.A. and Director of Fabulosa (current)</p> <p>Associate, Greenberg Traurig LLP, a multinational law firm</p>	November 2015	Nil
Gordon Pridham ⁽³⁾⁽⁴⁾ Ontario, Canada	<p>Principal of Edgewater Capital, a sector focused private equity firm (current)</p> <p>Director and Chair of Newalta Corporation and director of America Silver Corporation, a silver producer (current)</p> <p>Director and Chair of the board of CHC Realty Capital Corp., an owner and operator of student housing properties (current)</p> <p>Advisory board member of Enertech Capital, a venture capital firm that invests in early- to growth-stage energy and clean energy companies (current)</p>	November 2014	Nil

- (1) The term of office of each director expires at the close of the next annual meeting of shareholders of the Company. An officer of the Company serves until such officer resigns or his or her replacement is appointed
- (2) Information as to Common Shares beneficially owned or over which control or direction is exercised and as to employment history, not being within the knowledge of the Company, has been furnished by the respective proposed nominees. This information does not include options exercisable for the purchase of Common Shares issued under the Company's Stock Option Plan or Deferred Share Units issued under the Company's Deferred Share Unit Plan for Non-Employee Directors. See "Directors' Compensation" below for additional information.
- (3) Member of the Audit Committee.
- (4) Member of the Compensation, Nominating and Corporate Governance Committee.
- (5) Member of the Technical, Safety, Health, Environment and Sustainability Committee.
- (6) Mr. Edwards was Chairman of the Board of Oracle Mining Corp. ("Oracle") until his resignation effective February 15, 2015. On December 23, 2015, Oracle announced that the Superior Court of Arizona had granted the application of Oracle's lender to appoint a receiver and manager over the assets, undertaking and property of Oracle Ridge Mining LLC.
- (7) Mr. Gilbert is on secondment from Minera S.A. to the Company to act as Chairman of the Board and Chief Executive Officer of the Company (see "Compensation Decisions for the Year Ended September 30, 2016 - CEO and Former CEO" below).

To the knowledge of the Company, other than as disclosed in the table above, no current or proposed director,:

- (a) is, as at the date of this Circular, or has been, within 10 years before the date of the Circular, a director, CEO or CFO of any company (including the Company) that:
 - i. was the subject, while the proposed director was acting in the capacity as director, CEO or CFO of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or
 - ii. was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while the proposed director was acting in the capacity as director, CEO or CFO of such company; or
- (b) is, as at the date of this Circular, or has been within 10 years before the date of the Circular, a director or executive officer of any company (including the 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
- (c) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) has been subject to 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
- (e) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Appointment of Auditor

The auditor of the Company is currently PricewaterhouseCoopers LLP ("PwC"). At the Meeting, holders of Common Shares will be requested to re-appoint PwC as the Company's independent auditor to hold office until the next annual meeting of shareholders or until a successor is appointed, and to authorize the Board to fix the auditor's remuneration. PwC has been the auditor of the Company since September 2004.

The Board recommends that you vote FOR the re-appointment of PwC as independent auditor for the Company until the next annual meeting of shareholders or until a successor is appointed and the

authorization of the Board, upon the recommendation of the Audit Committee, to fix the auditor's remuneration. **Unless authority to do so is withheld, the persons named in the enclosed form of proxy intend to vote FOR the appointment of PwC as the auditor of the Company until the close of the next annual meeting of the shareholders of the Company, or until its successor is appointed, and the authorization of the Board, upon recommendation of the Audit Committee, to fix the auditor's remuneration.**

During the fiscal year ended September 30, 2016, fees charged by PwC totaled US\$335,000, of which US\$283,000 was for audit services, US\$35,000 was for audit-related services and US\$17,000 was for tax-related services. All non-audit services provided by PwC are subject to pre-approval by our Audit Committee. Additional information regarding the compensation of PwC is contained in our Annual Information Form for the fiscal year ended September 30, 2016 under the heading "Audit Committee Disclosure". Our Annual Information Form may be found on our website at www.orvana.com and on SEDAR at www.sedar.com.¹

Other Matters

The Company knows of no other matters to be submitted to the shareholders at the Meeting. If any other matters properly come before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares they represent in accordance with their judgement on such matters.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Policy 58-201 – Corporate Governance Guidelines of the Canadian Securities Administrators ("CSA") sets out a series of guidelines for effective corporate governance (the "Corporate Governance Guidelines"). The Corporate Governance Guidelines address matters such as the constitution and independence of corporate boards, the functions to be performed by boards and their committees and the effectiveness and education of board members. As it is recognized that the unique characteristics of individual corporations will result in varying degrees of compliance with the Corporate Governance Guidelines, National Instrument 58-101 - Disclosure of Corporate Governance Practices of the CSA ("NI 58-101") requires the disclosure by each listed corporation of its approach to corporate governance with reference to the Corporate Governance Guidelines. The Company's approach to corporate governance in relation to the Corporate Governance Guidelines is set out in Schedule "A" to this Circular.

EXECUTIVE COMPENSATION

Under applicable securities legislation, the Company is required to include in this Circular certain information concerning the compensation earned from the Company and any of the Company's subsidiaries by the Company's Chief Executive Officer (the "CEO") and its Chief Financial Officer (the "CFO") (regardless of the amount of compensation of those individuals) and each of the other three most highly compensated executive officers of the Company, including any of its subsidiaries, whose total compensation exceeded \$150,000 during the Company's most recently completed fiscal year (collectively, the "NEOs" and each an "NEO").

Unless otherwise noted herein, all dollar amounts in this Circular are in Canadian dollars. As at September 30, 2016, the last business day of the Company's fiscal 2016 year, the closing rate of one US dollar has been converted to Canadian dollars at the exchange rate of 1.3117 (based on the Bank of Canada closing rate) and one Euro has been converted to Canadian dollars at the exchange rate of 1.4690 (based on the European Central Bank closing rate).

¹ Fees charged by PwC herein include additional billings in the amount of US\$25,000 for audit services received after the filing of the Company's Annual Information Form.

Compensation Discussion and Analysis

Objectives of the Executive Compensation Program

Orvana's executive compensation program is designed to be market competitive with a long-term view in order to attract, engage and retain high performing talent. The objectives of Orvana's executive compensation program are:

- *To provide compensation that is fair and reasonable to senior executives*

Orvana awards compensation based on performance against both quantitative and qualitative measures aligned with the Company's business strategy, while ensuring that participants are rewarded at market competitive compensation levels. Orvana determines compensation with the goal of attracting and retaining executives who are highly qualified, experienced and have a proven track record of performance, while maintaining internal pay equity such that executives in similar positions are treated equitably.

- *To motivate senior executives and managers to create value for the Company*

Under Orvana's executive compensation program, an appropriate portion of total compensation is variable and linked to performance, thus rewarding executives when they successfully achieve corporate, operation-specific and individual performance objectives over the short and long-term. Orvana ensures that the total compensation package provided to senior executives includes a significant portion of compensation that is at risk and tied to value creation, reinforcing the importance of achieving performance goals and the ability of senior executives to influence business outcomes and financial performance. In doing so, Orvana uses corporate financial and operational results as key performance measures.

- *To align performance metrics and compensation to the Company's business strategy*

Orvana's executive compensation program aligns the interests of employees with the interests of shareholders through the link to long-term value creation. Orvana aligns compensation with corporate longevity and sustainability by promoting a pay-for-performance culture, providing that a significant portion of executive compensation is variable or at risk (and therefore not guaranteed) and implementing an executive compensation program that is designed to mitigate against excessive risk-taking by employees.

Elements of Executive Compensation

The elements of the Company's executive compensation program, which include both fixed compensation and performance-based variable compensation, are: base salary, short-term incentive plan compensation, long-term incentive plan compensation and a benefits program. The sum of these compensation elements comprises the total direct compensation of the Company's executive officers. The Company does not have a Company-sponsored pension plan.

Base Salary

The base salary establishes the competitive foundation of the executive compensation program. Base salary is a fixed component of the compensation program and is used to determine other elements of compensation and benefits. Base salaries are intended to reward executives for knowledge, qualifications, experience and individual performance/behaviour required to perform their role. The assessment of base salary is discretionary and is reviewed on an annual basis. In certain cases, base salary may be set above or below the median level in the benchmark group used by the Company to recognize the high performing track record and/or developing nature of incumbents in certain roles.

Short-Term Incentive Compensation

The Company's Short-Term Incentive Plan ("STIP") generally consists of a cash bonus paid based on annual performance. The STIP provides a variable component of compensation designed to reward full-time executives for corporate, operations specific or individual achievements against challenging yet attainable objectives that contribute to shareholder value. The STIP is designed to attract, retain and motivate high quality professionals and provide competitive, performance-based opportunities aligned with the Company's business strategy and is reflective of market practice for companies of similar size,

scope and complexity. Award opportunities vary by employee level, role and responsibilities and align with market practice. The STIP utilizes performance measures and targets that are both quantitative and qualitative in nature. STIP minimum, maximum and target award levels (as a percentage of base salary) are set pursuant to employment agreements or, otherwise, on an annual basis along with performance measures and weightings. To ensure a pay-for-performance culture, STIP payouts may only be made if certain minimum performance levels are met.

Long-term Incentive Compensation

The elements of the compensation program that are intended to provide long-term incentives are the grants of restricted share units and stock appreciation rights, which may be granted annually, along with stock options, which may be granted annually or in connection with the initial appointment of certain executives. These grants of equity-linked compensation are intended to better align the interests of an executive with those of shareholders by connecting a significant portion of an executive's compensation to the Company's share price performance. The incremental vesting of awards over a period of time is also intended to aid in executive retention as well as to mitigate against undue risk-taking by executives.

(i) Stock Options

The Company grants stock options in connection with the initial appointment of certain executives (including NEOs). The value of stock options is directly linked to the performance of the price of the Common Shares. The purpose of grants of stock options in connection with the initial appointment of certain executives is to assist in attracting talented executives and to align their interests with those of the Company's shareholders from the date of their initial appointment. Grants of additional stock options may be made to an executive based on the recommendation of the Compensation, Nominating and Corporate Governance Committee (the "Compensation/Governance Committee"), taking into account such factors as: an exceptional level of Company or individual performance, the number of stock options awarded to such executive in the past and other factors that might justify an additional grant.

The Company also reached an agreement with the affected executive to replace his grant of share appreciation rights in respect of fiscal 2016 with a grant of stock options. In this regard, the affected executive was granted two stock options for each restricted share unit granted. Subsequent to fiscal 2016, the Company reached an agreement with affected executives to receive all grants of long-term incentive compensation in respect of fiscal 2017 and beyond in stock options, thereby replacing grants of restricted share units and share appreciation rights with stock options (see "Compensation Decisions Subsequent to Fiscal 2016" below).

Stock options are granted under the Company's Stock Option Plan adopted by the Company effective on February 16, 2006 (the "Stock Option Plan"). The number of Common Shares that may be issued from treasury under the Stock Option Plan and outstanding at any time shall not exceed 6,000,000 Common Shares. Directors, officers, employees and consultants of the Company or its subsidiaries are eligible to participate in the Stock Option Plan. The number of Common Shares issuable to insiders at any time and in any one-year period under the Stock Option Plan and any other security based compensation arrangements of the Company shall not exceed in the aggregate 10 percent of the Company's total issued and outstanding Common Shares. The number of Common Shares which may be issued to a participant under the Stock Option Plan and any other security based compensation arrangements of the Company shall not exceed in the aggregate 5 percent of the Company's total issued and outstanding Common Shares. Stock options granted under the Stock Option Plan have an exercise price of not less than the volume-weighted average trading price of the Common Shares on the TSX for the five trading days immediately preceding the trading day prior to the option grant date.

Such options become fully-vested not later than three years following the date on which they are granted, provided that not more than 50% of the Common Shares shall be issuable under an option within 12 months of the grant date. Stock options granted to a participant shall terminate and generally may not be exercised after the earliest to occur of: (i) the fifth anniversary of the date on which they are granted, (ii) 12 months from the date that the participant ceases to be employed by, or provide services to the Company or a subsidiary thereof (other than where such cessation is due to the participant being terminated for "cause", but including without limitation where such cessation is due to retirement, long term disability or the death of the participant); and (iii) immediately in the event of a termination for "cause" of the participant.

From time to time, the Board may amend, suspend or terminate any of the provisions of the Stock Option Plan or amend the terms of any then outstanding option granted pursuant to the Stock Option Plan, provided, however, that: (a) such amendment, suspension or termination is in accordance with applicable laws and the results of any stock exchange on which the Common Shares are listed; (b) no such amendment, suspension or termination shall be made at any time to the extent such action would materially adversely affect the existing rights of a participant with respect to any then outstanding option without his or her consent in writing; and (c) the Company shall obtain shareholder approval for any amendment to the maximum number of shares issuable under the Stock Option Plan, any amendment that would reduce the exercise price of or extend the term of an outstanding option of an insider. The options granted under the Stock Option Plan are non-transferable.

The NEOs may not sell "short" or sell a "call option" on any securities of the Company or purchase a "put option" where they do not own the underlying securities.

(ii) Restricted Share Units

On October 1, 2008, the Company adopted the Restricted Share Unit Plan for Designated Executives (the "RSU Plan"). As described below, RSUs were used by the Company to provide certain executive officers (including the NEOs) with long-term incentive compensation that was measured against the achievement of certain performance objectives. As RSUs were granted based on past performance, executives were not considered eligible to receive grants of RSUs until the end of the fiscal year in which they join the Company. The amount of the grant was variable from year to year in relation to performance.

RSUs were granted on an annual basis and made up a portion of the annual long-term incentive compensation of the NEO's long-term compensation. The number of RSUs included in a grant was determined by dividing the value of the RSU award by the average closing price of the Common Shares on the TSX for the five trading days immediately prior to the grant date which occurs after the end of the fiscal year in which the services to which the grant relates were rendered.

RSUs vest on December 1 of the third calendar year following the end of the calendar year in which the executive provided the services to which the grant relates (where such services straddle two calendar years, the first calendar year in which the services to which the grant of such RSUs relate were rendered) or such other date as may be specified in the terms of the grant.

Pursuant to the RSU Plan, at vesting, each RSU will have a value equal to the average closing price of one Common Share for the five trading days prior to the vesting date. Executives who continue in employment with the Company or one of its affiliates on the vesting date shall receive a payment in respect of the vested RSUs. RSUs may be forfeited in the event of cessation of the executive's employment by the Company and its affiliates prior to vesting.

Orvana believes that RSUs promote an ownership mentality in the Company and can serve to align the interests of executives with shareholders. The use of RSUs as a component of compensation is intended to correlate long-term incentive compensation to the Company's performance. The vesting period for RSUs is intended to ensure that they act as long-term incentive compensation and provide a significant retention incentive.

(iii) Stock Appreciation Rights

The Board implemented a stock appreciation rights plan (the "SAR Plan") commencing in respect of fiscal 2014. Pursuant to the SAR Plan, stock appreciation rights ("SARs") were issued to executives on an annual basis and made up a portion of the annual long-term incentive compensation package. The Company reached an agreement with the affected executive to replace his grant of share appreciation rights in respect of fiscal 2016 with a grant of stock options (see "Compensation Decisions Subsequent to Fiscal 2016" below).

SARs vest in equal parts on the first, second and third anniversaries following the date of grant. After vesting, a holder of SARs is entitled to receive a cash payment equal to the excess (if any) of the fair market value of the SARs as of the exercise date over the fair market value of the SARs as of the date of grant, as such terms are defined in the SAR Plan. The exercise period for the SARs is the earlier of (i) December 24 (or such later date on or before December 31 as the Company may permit) of the first

calendar year from and after the year in which the SAR vested and in which an increase in value has occurred over the fair market value of the SAR on the grant date, and (ii) the third anniversary of the date on which the SAR vested.

Subject to the terms of the SAR Plan, the Board has discretion to determine other terms or conditions governing SARs vesting and/or payout, based on factors including, without limitation, the financial performance or results of the Company and the return to shareholders (with or without reference to other comparable companies).

Orvana believes that this long-term incentive vehicle aligns executives with shareholders by driving growth in the share price of the Company without any dilutive effect on the Company's shareholders due to the fact that SARs are settled in cash. The SAR Plan was intended to help Orvana in attracting and is intended to help Orvana in motivating and retaining a goal-driven management team through the use of a long-term incentive vehicle that is comparable to similar mining companies in the competitive marketplace.

Other Compensation

Benefits and perquisites are not intended to form a significant part of the overall executive compensation program. Orvana's philosophy is to reward executives primarily through a performance-driven total compensation package. The Company's NEOs do, however, receive certain benefits that the Company believes are reasonable and consistent with its overall executive compensation program. These benefits include medical, dental, disability, accidental death and dismemberment insurance and life insurance. These benefits vary depending on the jurisdiction and contracting arrangement with the executive.

Compensation Decisions Subsequent to Fiscal 2016

Subsequent to fiscal 2016, the Board, upon advice from the Compensation/Governance Committee, determined that all grants of long-term incentive compensation in respect of fiscal 2017 and beyond will be in stock options and there will be no future grants of RSUs and SARs. Orvana believes that stock options most effectively align executives' and shareholders' interest in share price growth and their compensation to the Company's performance. Outstanding RSUs and SARs will continue to be governed by the RSU Plan and SAR Plan, as applicable.

How the Company Determines Executive Compensation - Report of Executive Compensation

The Compensation/Governance Committee reviews each component of compensation for each NEO and makes compensation recommendations to the Board. In making its recommendations, the Compensation/Governance Committee considers, among other things, recommendations made by any external compensation consultant retained by the Compensation/Governance Committee, if any, evaluations in respect of corporate and individual performance and the recommendations of the CEO in respect of the other NEOs. The Compensation/Governance Committee retains full discretion with respect to any recommendation of compensation awards and the Board retains full discretion with respect to granting all compensation awarded to the NEOs. The Board reviews the recommendations of the Compensation/Governance Committee and provides final approval of the compensation of the NEOs.

As at the date of the Circular, the Compensation/Governance Committee is comprised of Gordon Pridham (Chair), and Sara Magner. Mr. Pridham is an independent director of the Company (within the meaning of applicable Canadian securities laws). Ms. Magner is not an independent director of the Company by virtue of her position as the Corporate Secretary and General Counsel of Minera S.A., an affiliate of Fabulosa (the Company's majority shareholder) ("Minera"). Each such member of the Compensation/Governance Committee has extensive experience in the mining industry, managing businesses and managing executives. In such capacities, such members have addressed compensation and performance matters. The Compensation/Governance Committee has also continued to rely on advice received from external independent compensation consultants as discussed in more detail below.

Executive Compensation-Related Fees: In respect of fiscal 2015, the Compensation/Governance Committee retained Roger Gurr & Associates ("RG") to obtain certain assistance in connection with its compensation mandate including the receipt of updates on (i) current mining sector compensation market information and trends affecting the approaches, levels and types of compensation provided to the Company's executives and (ii) general levels and trends to assist in the review of compensation in respect of fiscal 2015 and expected approaches to executive compensation at the end of calendar 2015

considering the Company's fiscal year end is September 30, 2016. A comparator group comprised of the following ten operating mining companies was generally considered in this review (collectively the "2015 Comparator Group"): Argonaut Gold Inc., Copper Mountain Mining Corporation, Endeavour Silver Corp., Great Panther Silver Ltd., Kirkland Lake Gold Inc., Luna Gold Corp., Richmond Mines Inc., St. Andrew Goldfields Ltd., Timmins Gold Corp. and Trevali Mining Corporation. These companies were considered similar in size, production and complexity to Orvana. RG received a fee of \$10,000 for fiscal 2015 in connection with such compensation consulting services. Neither RG nor any of its affiliates have provided any other services to the Company.

As a guiding principle in determining executive compensation, Orvana has been seeking to position base salaries and target annual and long-term incentive awards near the effective median of its competitive market, with the opportunity for an executive to earn above median total compensation for superior performance. Base salaries have been reviewed annually by the Compensation/Governance Committee following which a recommendation regarding base salary for the upcoming year is provided to the Board. In its annual review, the Committee considers the compensation levels in benchmark companies to ensure that the base salary of each NEO properly reflects Orvana's goal of setting compensation relative to benchmark companies as well as the NEO's expertise and performance in fulfilling their role and responsibilities.

The Compensation/Governance Committee works with the CEO and the other NEOs to establish key performance objectives designed to reflect both the Company's short-term goals and its long-term strategic objectives and to set target amounts for short-term bonus and long-term incentive compensation of each NEO by reference to the effective median of benchmark companies. The Compensation/Governance Committee also considers major risks that face the Company such as health, safety and environmental risks, and ensures that the objectives of the NEOs include managing such risks. The amount of incentive compensation is determined in part by the Company achieving such objectives and in part by the overall view of the executive's effectiveness and contribution to the Company.

Compensation Decisions for the Year Ended September 30, 2016

During the 2016 fiscal year, the NEOs were (i) Mr. James Gilbert, the current Chairman and CEO, effective August 4, 2016; (ii) Ms. Daniella Dimitrov, the former President and CEO, until February 21, 2016; (iii) Mr. Jeffrey Hillis, the current CFO and former Interim CEO from February 21, 2016 through August 4, 2016; (iv) Mr. Juan Gavidia, the current Vice President, Operations, effective August 4, 2016; (v) Mr. John Bracale, the former Vice President, of Empresa Mineral Paititi S.A. ("EMIPA"), through which the Company holds its Don Mario Mine in Bolivia ("Don Mario") (the term of Mr. Bracale's contract ended subsequent to fiscal 2016 on October 31, 2016); and (vi) Mr. João Nunes, the former General Manager of OroValle Minerals, S.L. ("Orovalle"), through which the Company holds its El Valle and Carlés mines in Spain ("El Valle"), until February 23, 2016.

Mr. Hillis was eligible for short-term and long-term incentive compensation in respect of fiscal 2016. Due to the timing of the appointments and resignations, as applicable, the remaining NEOs were not eligible for short term or long term incentive compensation in respect of fiscal 2016. The performance objectives established for fiscal 2016 included: (i) health, safety and environment; (ii) production; and (iii) financial condition, including balance sheet management, operating costs, capital expenditures.

Following the completion of fiscal 2016, the Compensation/Governance Committee reviewed corporate performance in respect of fiscal 2016 and the success of Mr. Hillis in achieving the objectives and considered certain performance achievements in making its recommendations for executive compensation to the Board in respect of fiscal 2016. Due to changes in management, Mr. Hillis was required to act as Interim CEO during fiscal 2016. Additionally, the Company secured approximately US\$20 million in debt financing during the fiscal year. The Compensation/Governance Committee also considered the continuing challenging economics facing the global mining sector, the reduced number of senior executives managing Orvana's operations and strategic direction relative to the size and complexity of the organization and a general comparison of compensation levels with similar positions in the 2015 Comparator Group.

The Compensation/Governance Committee found that Mr. Hillis achieved his target short-term and long-term incentive compensation awards.

The long-term incentive compensation for Mr. Hillis was granted in (i) RSUs representing 40% of his base salary and (ii) two stock options for each RSU granted (in lieu of two SARs for each RSU granted) (see “Executive Compensation - Compensation Discussion and Analysis - Elements of Executive Compensation – Stock Options” above). The RSUs were issued at a price of \$0.216 and vest on December 1, 2018. The stock options granted to Mr. Hillis represent twice the number of RSUs issued in respect of fiscal 2016 and were issued with an exercise price of \$0.23. For the purposes of this disclosure, the long-term compensation was valued as follows: (i) in respect of RSUs, the value per RSU was determined by the simple average close price of the common shares on the five trading days prior to the grant date, and (ii) in respect of the stock options, the value per stock option was determined by the Black-Scholes model with a valuation date of December 22, 2016. Please refer to the “Summary Compensation Table” below for further detail.

CEO and Former CEO

Mr. Gilbert was appointed Chairman and CEO of the Company, effective August 4, 2016. The Company entered into an agreement with Minera and Mr. Gilbert for the secondment of Mr. Gilbert in such capacity (the “Minera Secondment Agreement”). Pursuant to the Minera Secondment Agreement, Orvana pays Minera a monthly amount of management fees representing Mr. Gilbert’s salary, benefits and other employee expenses. Said fees total annually approximately \$423,679 (US\$323,000) in base salary and approximately \$131,170 (approximately US\$100,000) in benefits and other employee expenses. Incentive compensation was not payable for fiscal 2016 under the Minera Secondment Agreement as a result of the proximity of the commencement date to the end of fiscal 2016. In respect of fiscal 2017, the targeted amounts for each of annual performance bonus and long-term incentive compensation are established as 50% to a maximum of 75% of base salary. The combined maximum for the annual performance bonus and long-term incentive compensation was limited to 150% of base salary. The annual performance bonus is reimbursed by the Company to Minera upon its payment of the same to Mr. Gilbert and the long-term incentive compensation is granted in options to Mr. Gilbert.

Minera pays to Mr. Gilbert the entire amount of the compensation payable by Orvana to Minera under the Minera Secondment Agreement for the services provided to Orvana. Minera does not pay Mr. Gilbert any other compensation, except as set forth below in “Termination and Change of Control Benefits.”

Ms. Dimitrov, former CEO of the Company, was President and CEO of the Company from March 30, 2015 through February 21, 2016. In her capacity as President and CEO, Ms. Dimitrov’s base salary was \$390,000. The targeted amounts for each of annual performance bonus and long-term incentive compensation were established as 50% to a maximum of 75%, and 100% to a maximum of 120%, respectively, of her base salary. The combined maximum for the annual performance bonus and long-term incentive compensation was limited to 195% of her base salary.

In connection with her resignation, Ms. Dimitrov received a payment of \$474,577. Ms. Dimitrov also received the amount necessary to maintain her participation in the Company’s group medical and dental benefit plan until February 21, 2017. The Company also agreed to pay Ms. Dimitrov monthly installments of \$32,500 per month from February 21, 2017 through February 21, 2018, representing her base salary prior to her resignation, in addition to the amount necessary to maintain her participation in the Company’s group medical and dental benefit plan for the same time period, subject to mitigation.

As at the date of this circular, Ms. Dimitrov has options to purchase 125,000 Common Shares at \$0.88 and options to purchase 100,000 Common Shares at \$0.86, all of which will expire on February 21, 2017. Ms. Dimitrov received a payment of \$61,107 in respect of a portion of her RSUs in connection with her resignation. Ms. Dimitrov has no outstanding RSUs or SARs as of the date of the Circular.

Ms. Dimitrov acted as a consultant to the Company from February 21, 2016 through May 31, 2016. Pursuant to this agreement, Ms. Dimitrov received \$25,010 in consulting fees for this period.

Mr. Hillis acted as Interim CEO from February 21, 2016 through August 4, 2016. See “CFO” below for disclosure on Mr. Hillis’s compensation both as CFO and Interim CEO during fiscal 2016.

CFO

Mr. Hillis was CFO of the Company during fiscal 2016. Mr. Hillis’s base salary was \$255,000. The targeted amounts for each of annual performance bonus and long-term incentive compensation were

established as 40% to a maximum of 60% and 80% to a maximum of 100%, respectively of his base salary. The combined maximum for the annual performance bonus and long-term incentive compensation was limited to 160% of his base salary.

In connection with his performance in fiscal 2016, Mr. Hillis received (i) an annual performance bonus of \$102,000 representing the targeted amount of 40% of his base salary, and (ii) long-term incentive compensation consisting of (i) RSUs with a total value of \$102,000 representing approximately the targeted amount of 40% of his base salary and (ii) two stock options for each RSU granted (in lieu of two SARs for each RSU granted). Mr. Hillis was issued 472,222 RSUs and 944,444 stock options in respect of his long-term incentive compensation.

Mr. Hillis acted as Interim CEO from February 21, 2016 through August 4, 2016. In connection with his services as Interim CEO, Mr. Hillis received \$60,454 in additional compensation.

Vice President, Operations

Mr. Gavidia has been engaged as an independent consultant to the Company since February 4, 2016. In connection with his appointment as Vice President Operations on August 4, 2016, Mr. Gavidia and the Company entered into a new independent consulting agreement (the "Second Independent Consulting Agreement"). Prior to this time, Mr. Gavidia was a director of the Company from November 24, 2015 through February 4, 2016.

Under his first independent consulting contract from February 2016, Mr. Gavidia received a consulting fee of approximately \$31,933 (US\$24,345) per month. Under the Second Independent Consulting Agreement, Mr. Gavidia received a consulting fee of approximately \$301,691 (US\$230,000) annually in addition to an allowance for health insurance premiums of approximately \$23,611 (US\$18,000) annually and an allowance for housing of approximately \$15,740 (US\$12,000) annually. He also received a one-time payment of approximately \$31,933 (US\$24,345). Incentive compensation was not payable for fiscal 2016 under the Second Independent Consulting Agreement as a result of the proximity of the commencement date to the end of fiscal 2016. In respect of fiscal 2017, the targeted amount for the annual performance bonus is 60% with a threshold of 40% and maximum of 100% under the Second Independent Consulting Agreement. No incentive compensation was payable pursuant to the first independent consulting contract from February 2016.

Head of Empresa Minera Paititi S.A.

Mr. Bracale was appointed President, EMIPA, a wholly-owned subsidiary of the Company which owns and operates the Don Mario mine in Bolivia, effective October 31, 2013. Mr. Bracale became the Vice President of EMIPA, effective November 1, 2015 until October 31, 2016, the end of the term of his contract with the Company.

In his capacity as President, Mr. Bracale's base salary was approximately \$275,457 (US\$210,000) during October of fiscal 2016. In his capacity as Vice-President, Mr. Bracale's base salary was approximately \$209,872 (US\$160,000) for the remainder of fiscal 2016. The targeted amounts for each of the annual performance bonus and long-term incentive compensation were established as up to 35% and up to 50% respectively, of his base salary. The combined maximum for the annual performance bonus and long-term incentive compensation was limited to 85% of his base salary.

As at the date of this circular, Mr. Bracale has options to purchase 100,000 Common Shares at \$0.43, which will expire on October 31, 2017. Mr. Bracale received a payment of \$65,006 in respect of a portion of his RSUs upon termination of his contract. Mr. Bracale has no outstanding RSUs or SARs as of the date of the Circular and did not receive short-term or long-term incentive compensation in respect of fiscal 2016.

Head of OroValle Minerals S.L.

Mr. Nunes was engaged as an employee of OroValle, a wholly-owned subsidiary of the Company which owns and operates the Company's El Valle and Carlés mines in Spain, since February 26, 2014 and as General Manager, OroValle, from his appointment in August 25, 2014 until his resignation on February 23, 2016. Thereafter, Mr. Nunes was engaged as a consultant to the Company until April 23, 2016.

Mr. Nunes' base salary was \$242,385 (€165,000) in fiscal 2016. The targeted amounts for each of the annual performance bonus and long-term incentive compensation were established as up to 35% and up

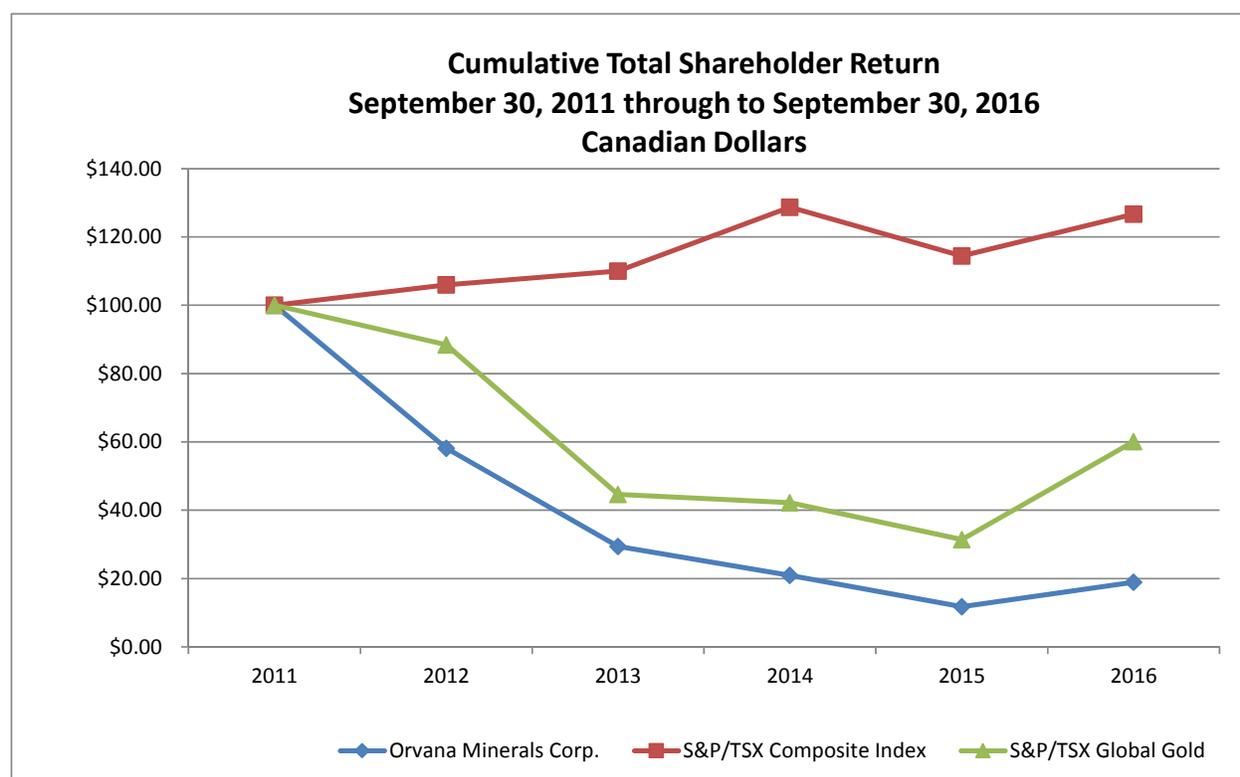
to 50% respectively, of his base salary. The combined maximum for the annual performance bonus and long-term incentive compensation was limited to 85% of his base salary.

In connection with his resignation, Mr. Nunes received a lump sum payment of approximately \$88,140 (€60,000 euros). No consulting fees were paid or are owed to Mr. Nunes for his service as a consultant subsequent to his resignation.

As at the date of this circular, Mr. Nunes has options to purchase 66,666 Common Shares at \$0.41, which will expire on February 23, 2017. Mr. Nunes received a payment of \$46,268 in respect of a portion of his RSUs upon resignation. Mr. Nunes has no outstanding RSUs or SARs as of the date of the Circular.

Performance Graph

The following graph compares the yearly percentage change in the Company's cumulative total shareholder return on its Common Shares with the cumulative total return of the S&P/TSX Composite Index (the "S&P/TSX Index") and the S&P/TSX Global Gold Index for the five most recently completed fiscal years. The graph illustrates the cumulative return on a \$100 investment in Common Shares made on September 30, 2011 as compared with the cumulative return on a CAD\$100 investment in the S&P/TSX Index and the S&P/TSX Global Gold Index made on the same date. The Common Share performance as set out in the graph does not necessarily indicate future price performance.



Year ended September 30	2011	2012	2013	2014	2015	2016
Orvana Minerals Corp.	\$100.00	\$58.17	\$29.41	\$20.92	\$11.76	\$18.95
S&P/TSX Composite Index	\$100.00	\$105.97	\$110.01	\$128.71	\$114.48	\$126.69
S&P/TSX Global Gold Index	\$100.00	\$88.46	\$44.58	\$42.18	\$31.44	\$60.09

The Compensation/Governance Committee is of the view that the trend in the Company's share price shown in the performance graph is consistent with the trend in the Company's performance and compensation to officers of the Company during that period, taking into account the following factors:

- During fiscal 2011 and 2012, the Company advanced both of its current operations, El Valle and Don Mario, into commercial production. The Company has increased its copper production year-over-year in fiscal 2012, 2013, 2014 and 2015. The Company has increased its gold production year-over-year in fiscal 2012, 2013 and 2014. In recent years, the Company has been focusing on investment to achieve productivity enhancements to allow for delivery of greater throughput, increased gold recovery and lower unitary costs.
- The Company has secured US\$20 million in debt financing during fiscal 2016 in support of its objectives.
- The Company has been transitioning its leadership team with the appointment of a new CEO and three new directors during fiscal 2016.
- Since the beginning of 2013, gold prices fell from historically high levels and only experienced a small recovery through most of fiscal 2016. The gold industry has been uniformly affected by falling gold prices as reflected in the year-over-year decline of the S&P/TSX Global Gold Index and in the Company's share performance.
- The Company's executive compensation program is designed to be competitive with a long-term view in order to attract, engage and retain high performing talent.

Summary Compensation Table

The following table sets forth information concerning the compensation earned from the Company and any of the Company's subsidiaries by each person who was an NEO during the fiscal year ended September 30, 2016. Salaries for the current NEOs are set out in Canadian dollars and salaries for the current NEOs are paid in Canadian dollars with the exceptions of (i) Mr. James Gilbert who is paid in U.S. dollars, (ii) Mr. Juan Gavidia who is paid in U.S. dollars, (iii) Mr. John Bracale who is paid in U.S. dollars, and (iv) Mr. João Nunes who is paid in Euros. For reporting purposes, the compensation information set out in the below tables for each of Messrs. Gilbert, Gavidia and Bracale converted to Canadian dollars at the exchange rate of US\$1.00 = \$1.3117 (based on the Bank of Canada closing rate for September 30, 2016) and Mr. Nunes' compensation information has been converted to Canadian dollars at the exchange rate of €1.00 = \$1.4690 (based on the European Central Bank closing rate for September 30, 2016).

Summary Compensation Table for Fiscal Year ended September 30, 2016

Name and principal position	Year	Salary (\$)	Share-based awards (\$) ⁽⁷⁾	Option-based awards (\$) ⁽⁸⁾⁽⁹⁾	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plan ⁽¹⁰⁾	Long-term incentive plans			
James Gilbert ⁽¹⁾ Chairman and CEO	2016	70,613	12,500	Nil	Nil	Nil	Nil	51,286	134,399
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Daniella Dimitrov ⁽²⁾ Former President and CEO and Former CFO	2016	79,625	Nil	Nil	Nil	Nil	Nil	543,519	623,144
	2015	354,500	181,237	144,483	40,275	Nil	Nil	17,725	738,220
	2014	300,000	132,000	119,177	162,000	Nil	Nil	15,000	728,177
Jeffrey Hillis ⁽³⁾ CFO	2016	315,454	102,000	129,389	102,000	Nil	Nil	18,868	667,711
	2015	116,875	52,275	61,258	12,750	Nil	Nil	5,844	249,002
	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Juan Gavidia Vice President, Operations ⁽⁴⁾	2016	241,880	Nil	Nil	Nil	Nil	Nil	38,492	280,372
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
John Bracale ⁽⁵⁾ Former Vice President, EMIPA Former President, EMIPA	2016	215,736	Nil	Nil	Nil	Nil	Nil	84,989	300,725
	2015	280,245	82,688	57,678	24,555	Nil	Nil	98,883	544,048
	2014	184,791	32,492	58,936	64,984	Nil	Nil	61,812	403,015
João Nunes ⁽⁶⁾ Former General Manager, OroValle	2016	107,101	Nil	Nil	Nil	Nil	Nil	109,669	216,770
	2015	265,565	82,887	60,208	23,303	Nil	Nil	Nil	431,963
	2014	31,671	22,036	40,796	44,072	Nil	Nil	97,750	236,325

- (1) Mr. Gilbert was appointed as a director and Chairman of the Board commencing May 20, 2016. Mr. Gilbert was appointed as CEO commencing August 4, 2016. \$29,425 of the amount in All Other Compensation is attributable to his role as director or Chairman of the Board prior to being appointed CEO. The balance is attributable to payments to Minera for benefits and other employee expenses under the Minera Secondment Agreement. After his appointment as CEO, no separate compensation was paid for his service as director or Chairman of the Board. Pursuant to arrangements between Mr. Gilbert and Minera, any payments in respect of fees that Mr. Gilbert earned in connection with his service as a director or Chairman of the Board from his appointment as a director and Chairman of the Board on May 20, 2016 through his appointment as CEO on August 4, 2016 were for the benefit of Minera. As such, Mr. Gilbert had directed the Company to pay to Minera all such fees. All compensation paid after Mr. Gilbert was appointed CEO on August 4, 2016 is pursuant to the Minera Secondment Agreement (see above "Compensation Decisions for the Year Ended September 30, 2016" – "CEO and Former CEO" and below "Termination and Change of Control Benefits"). The effective annual base salary under the Minera Secondment Agreement is approximately \$423,679 (US\$323,000) with benefits and other employee expenses payable by the Company to Minera expected to total approximately \$131,170 (approximately US\$100,000) annually.
- (2) Ms. Dimitrov was the CFO of the Company from June 1, 2012 to March 29, 2015. Ms. Dimitrov became the President and CEO on March 30, 2015 and a director of the Company on April 1, 2015. Ms. Dimitrov resigned from all positions with the Company on February 21, 2016. Ms. Dimitrov's effective annual salary as President and CEO during 2016 was \$390,000. Amounts in All Other Compensation in respect of 2016 include: (i) \$25,015 in consulting fees for consulting services subsequent to her resignation; (ii) a payment of \$474,577 in connection with her resignation; (iii) vacation pay in connection with her resignation; and (iv) benefits prior to and after her resignation.
- (3) Mr. Hillis was the CFO of the Company during 2016 and, additionally, served as Interim CEO from February 21, 2016 through August 4, 2016. In connection with his services as Interim CEO, Mr. Hillis received additional payments totaling \$60,454 included in Salary. Mr. Hillis's effective annual salary as CFO during 2016 was \$255,000. Amounts in All Other Compensation in respect of 2016 include benefits.
- (4) Mr. Gavidia served as a director of the Company from November 24, 2015 through February 4, 2016. Mr. Gavidia has been engaged as an independent consultant to the Company since February 4, 2016. As of August 1, 2016, Mr. Gavidia and the Company entered into the Second Independent Consulting Agreement and Mr. Gavidia was appointed Vice President, Operations. Under his first independent consulting contract dated February 2016, Mr. Gavidia received a consulting fee of approximately \$31,933 (US\$24,345) per month. Under the Second Independent Consulting Agreement, Mr. Gavidia received a consulting fee of approximately \$301,691 (US\$230,000) annually in addition to an allowance for health insurance premiums of approximately \$23,611 (US\$18,000) annually and an allowance for housing of approximately \$15,740 (US\$12,000) annually. He also received a one-time payment of approximately \$31,933 (US\$24,345). Included in All Other Compensation are his allowances, the one-time payment and fees related to his compensation as a director during 2016 of \$1,572. Pursuant to arrangements between Mr. Gavidia and Minera, any payments in respect of fees that Mr. Gavidia earned in connection with his service as a director from November 24, 2015 through February 4, 2016 were for the benefit of Minera. As such, Mr. Gavidia had directed the Company to pay to Minera the \$1,572 in fees earned by him as director.
- (5) Mr. Bracale was appointed as President of EMIPA on November 1, 2013. Mr. Bracale became the Vice President of EMIPA, effective November 1, 2015. As Vice President, Mr. Bracale received a base salary of \$213,520.00 (US\$160,000) and similar incentives and benefits as he did in his role as President. Incentives and benefits included a housing allowance of \$15,786

and tax equalization adjustments of \$14,674 in addition to a medical allowance and other standard benefits, and are included under All Other Compensation.

- (6) Mr. Nunes was engaged as an employee of OroValle starting on February 26, 2014 and served as General Manager, OroValle, from August 25, 2014 until February 23, 2016. Amounts included in All Other Compensation for 2016 include employee benefits and the lump sum payment of approximately \$88,140 (€60,000 euros) in connection with his resignation.
- (7) In respect of Mr. Gilbert, this amount represents the value of DSUs (as defined below) granted to Mr. Gilbert in his capacity as a director prior to being appointed CEO in respect of 2016 on the grant date (see "Directors Compensation" – "Deferred Share Units" below for additional information on DSUs grants). In respect of all other NEOs, these amounts represent the value of RSUs granted to the respective NEO on the grant date. In respect of 2016, the number of RSUs granted to each executive is the amount set out in the table divided by \$0.216, which represents the average close price of the Common Shares on the five days prior to the grant date of the RSUs. In respect of 2015, a portion of STIP was paid in RSUs ("STIP RSUs"). The number of STIP RSUs and regular RSUs granted to each executive represents the amount set out in the table divided by \$0.1276 in respect of STIP RSUs and \$0.1270 in respect of regular RSUs. In respect of 2014, the number of RSUs granted to each executive represents the amount set out in the table divided by \$0.35, which represents the average close price of the Common Shares on the last five trading days of 2014.
- (8) These amounts include the grant date fair value of stock options granted to the respective NEOs. In respect of 2016, Mr. Hillis was granted 944,444 options on December 22, 2016. The methodology used to calculate the amount of this grant was the Black-Scholes model and the following assumptions were used: volatility of 72.54%, dividend yield of nil, interest rate of 1.11%, expected life of 5 years and exercise price of \$0.23. There is no difference between the Black-Scholes compensation value of the stock options and the accounting fair value for financial statements purposes, other than the conversion from the Canadian dollar value to the presentation currency of our financial statements (US Dollar).
- (9) The methodology used to calculate the value of the SARs granted to each NEO included in the table was the Black-Scholes model. There is a difference in the valuation methodology in respect of these SARs for the purposes of the Circular and the accounting fair value for the purposes of the Company's financial statements. SARs were not issued in 2016, but were issued to certain NEOs in 2015 and 2014.
- (10) Amounts under "Annual incentive plan" represented cash bonuses as part of the NEO's short-term incentive compensation paid in respect of such year.

Incentive Plan Awards

The following table provides information regarding all incentive plan awards for each NEO outstanding as of September 30, 2016.

Outstanding Share-based Awards and Option-based Awards as at September 30, 2016

Option-based Awards ⁽¹⁾					Share-based Awards ⁽³⁾		
Name	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽²⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of share-based awards that have vested (\$)
James Gilbert	Nil	Nil	Nil	Nil	Nil	Nil	14,706
Daniella Dimitrov	125,000 100,000	\$0.88 \$0.86	March 28, 2017 June 1, 2017	Nil Nil	Nil	Nil	Nil
Jeffrey Hillis	100,000	\$0.37	May 14, 2020	Nil	Nil	Nil	Nil
Juan Gavidia	Nil	Nil	Nil	Nil	Nil	Nil	Nil
John Bracale	100,000	\$0.43	October 31, 2017	Nil	742,881	215,436	Nil
João Nunes	100,000	\$0.41	February 23, 2017	Nil	411,095	119,217	Nil

- (1) The Option-based Awards disclosed in the above table do not include the SARs which have been issued to the NEOs pursuant to the SARs Plan. As at September 30, 2016, Mr. Hillis held 602,362 SARs and Mr. Bracale held 1,046,531 SARs. The value of unexercised SARs at September 30, 2016 was nil. The Option-based Awards disclosed in the above table also do not include the stock options which were issued to Mr. Hillis in December 2016 in respect of fiscal 2016 as they were not outstanding at September 30, 2016. Please see "Compensation Decisions for the Year Ended September 30, 2016" for additional disclosure on these stock options.
- (2) Calculated using the closing price of the Common Shares on the TSX on September 30, 2016 of \$0.29 and subtracting the exercise price of the outstanding stock options.
- (3) Subsequent to the end of fiscal 2016, Mr. Hillis was granted RSUs pursuant to the RSU Plan in December 2016. These RSUs are not included in the Share-based Awards disclosed in the table above as they were not outstanding at September 30, 2016. Please see "Compensation Decisions for the Year Ended September 30, 2016" for additional disclosure on these RSUs.

The following table provides information regarding the value on pay-out or vesting of incentive plan awards for each NEO for the fiscal year ended September 30, 2016.

Incentive Plan Awards Vested or Earned During Fiscal Year ended September 30, 2016

Name	Option-based awards – value vested during year (\$)	Share-based awards – value vested during year (\$) ⁽¹⁾	Non-equity incentive plan compensation – value earned during year (\$)
James Gilbert	Nil	Nil	Nil
Daniella Dimitrov	Nil	92,061	Nil
Jeffrey Hillis	Nil	Nil	102,000
Juan Gavidia	Nil	Nil	Nil
John Bracale	Nil	Nil	Nil
João Nunes	Nil	Nil	Nil

(1) The value of vested of RSU awards is calculated using the market price of the Common Shares on the day of vesting. Details regarding the RSU Plan, RSUs, the process for awarding RSUs and RSU awards are provided above under “Executive Compensation - Compensation Discussion and Analysis”.

Termination and Change of Control Benefits

The Company entered into the Minera Secondment Agreement in respect of Mr. Gilbert’s service as Chairman and CEO which agreement provides for certain entitlements in the event of termination of the Minera Secondment Agreement. Under the terms of the Minera Secondment Agreement, in the event that the Company terminates the Minera Secondment Agreement without cause or in the event that Minera terminates the Minera Secondment Agreement for good reason, the Company will be required to pay Minera an amount equal to one month’s base salary per month of service provided by Mr. Gilbert under the Minera Secondment Agreement, subject to a minimum amount of twelve months’ base salary and a maximum amount of eighteen months’ base salary.

No notice or severance payment is required for a termination for cause.

In the event of either a termination without cause/for good reason, any entitlements in respect of long-term incentive compensation granted to Mr. Gilbert which have vested as of the date of termination of employment shall continue to be exercisable for a period of 15 business days and any entitlements in respect of long-term incentive compensation granted to Mr. Gilbert which are unvested as at the date of termination will cease and no longer be exercisable or payable. Refer to “Long-Term Incentive Compensation” for information regarding the Company’s long-term incentive compensation plans.

In the event that, within one month following a “change of control”, the Minera Secondment Agreement is terminated, the Company will be required to pay to Minera an amount equal to twenty-four (24) months’ base salary, not subject to mitigation. In addition, any entitlements in respect of long-term incentive compensation which are unvested as at the date of termination shall fully vest immediately on the date of termination and all entitlements in respect of long term incentive compensation shall continue to be exercisable for a period of fifteen (15) business days following termination. For the purposes of the Minera Secondment Agreement, a “change of control” arises where: (i) any person, or any group of persons acting jointly or in concert, (other than Fabulosa or any affiliate thereof) becomes the beneficial owner, directly or indirectly, of more than 50% of Orvana’s then outstanding voting securities; (ii) an amalgamation or arrangement of Orvana with or into any person, or any other corporate reorganization takes place, which results in the shareholders of Orvana prior to such amalgamation, arrangement or reorganization owning less than 50% of the outstanding voting securities of the entity resulting from the transaction; or (iii) Orvana sells, leases or otherwise disposes of all or substantially all of the Company’s consolidated assets, other than to an affiliated entity. Pursuant to an agreement between Mr. Gilbert and Minera, in any circumstances in which these “change of control” payments are triggered, Minera will pay to Mr. Gilbert a success fee equal to 1% of the value of the consideration received by Minera in the change of control transaction, subject to a minimum cash payment of the payment received by Minera from Orvana of twenty-four (24) months’ base salary.

The Company has entered into a written employment agreement with Mr. Hillis that sets out the terms of his employment, including his entitlements in the event of termination. Under the terms of his agreement, in the event that he is unable to perform his duties for 180 days out of any consecutive 12-month period, the Company may choose to terminate his employment. In the event of such a termination, Mr. Hillis will be entitled to (i) an amount equal to four months of his base salary; and (ii) an amount equal to one-third of the short term incentive compensation for the most recently completed financial year for which short term incentive compensation has been awarded.

In the event that the Company terminates the employment of Mr. Hillis without cause or in the event that Mr. Hillis resigns for good reason, the Company will be required to pay Mr. Hillis: (a) an amount equal to 18 months' base salary for Mr. Hillis, the last 6 months of which are subject to mitigation by Mr. Hillis; (b) a lump sum pro-rata bonus amount equal to the product of (i) one year's annual short term incentive compensation (based on the amount of short term incentive compensation awarded for the most recently completed financial year for which short term incentive compensation has been awarded), and (ii) a fraction, the numerator of which shall be the number of days Mr. Hillis was employed by the Company in the calendar year before the termination and the denominator of which shall be 365; and (c) such amount necessary to maintain his participation in any benefit plan that he participated in immediately prior to the termination date for a period of 12 months following termination.

No notice or severance payment is required for a termination for cause.

In the event of either a termination due to disability or a termination without cause/resignation for good reason, any entitlements in respect of SARs granted to Mr. Hillis following the date of his employment agreement and which have vested as of the date of termination of employment shall continue to be exercisable for a period of 15 business days and any entitlements in respect of SARs granted to Mr. Hillis following the date of his employment agreement and which are unvested as at the date of termination will cease and no longer be exercisable or payable. Any entitlements of Mr. Hillis in respect of RSUs, stock options or long term incentive compensation granted to such executives prior to the date of their respective employment agreements will, following the date of termination, be governed by the terms of the agreements under which such grants were made. Refer to "Long-Term Incentive Compensation" for information regarding the Company's RSU Plan, Stock Option Plan and SAR Plan.

In the event that, prior to the second anniversary following a "change of control", the Company terminates the employment of Mr. Hillis without cause or in the event that Mr. Hillis resign for good reason (as such term is defined in his employment agreement), the Company will be required to pay to Mr. Hillis: (a) an amount equal to 24 months' base salary; (b) two years' annual short-term incentive compensation, and (c) such amount necessary to maintain his participation in any benefit plan that he participated in immediately prior to the termination date for a period of 12 months following termination, the last 12 months of which are subject to mitigation by Mr. Hillis. In addition, any entitlements in respect of long-term incentive compensation which are unvested as at the date of termination shall fully vest immediately on the date of termination and all entitlements in respect of long term incentive compensation shall continue to be exercisable for a period of 15 business days following termination. For the purposes of his employment agreement, a "change of control" arises where: (i) any person, or any group of persons acting jointly or in concert, (other than Fabulosa or any affiliate thereof) becomes the beneficial owner, directly or indirectly, of more than 50% of Orvana's then outstanding voting securities; (ii) an amalgamation or arrangement of Orvana with or into any person, or any other corporate reorganization takes place, which results in the shareholders of Orvana prior to such amalgamation, arrangement or reorganization owning less than 50% of the outstanding voting securities of the entity resulting from the transaction; (iii) Orvana sells, leases or otherwise disposes of all or substantially all of the Company's consolidated assets, other than to an affiliated entity; or (iv) Orvana completes a going private transaction.

The Company has entered into the Second Independent Consulting Agreement in respect of Mr. Gavidia's service as Vice President, Operations. The Second Independent Consulting Agreement provides that either the Company or Mr. Gavidia can terminate the Second Independent Consulting Agreement on thirty (30) days' notice. If the Company terminates the Second Independent Consulting Agreement, the Company may ask Mr. Gavidia to immediately cease providing services and provide payment in lieu of notice.

The following table provides details regarding the estimated incremental payments by the Company to the executives indicated below under the above-described agreements in the event of (i) termination without cause/resignation for good reason, and (ii) termination without cause upon a “change of control”, assuming the event took place on September 30, 2016.

Estimated Incremental Payment on Termination as at September 30, 2016

Name	Triggering event	Base salary (\$) ⁽²⁾	Bonus under short-term incentive compensation (\$)	Long-term incentive compensation (\$)	Other benefits (\$)	Total (\$)
James Gilbert Chairman and CEO ⁽¹⁾	Termination Without Cause/Resignation for Good Reason	423,679	Nil	Nil	Nil	423,679
	Termination on Change of Control	847,358	Nil	Nil	Nil	847,358
Jeffrey Hillis CFO	Termination Without Cause/Resignation for Good Reason	382,500	102,000	Nil ⁽³⁾	7,000	491,500
	Termination on Change of Control	510,000	204,000	119,218 ⁽⁴⁾	14,000	847,218
Juan Gavidia Vice President, Operations	Termination for Any Reason ⁽⁵⁾	25,141	Nil	Nil	Nil	25,141

- (1) Pursuant to the Minera Secondment Agreement.
- (2) Amounts set out under “Base Salary” in respect of Mr. Gilbert were calculated based on the amount of monthly management fees payable to Minera under the Minera Secondment Agreement attributed to base salary of US\$323,000. Amounts set out under “Base Salary” in respect of Mr. Hillis were calculated using the base salary in effect as at the date of this Circular. The amount set out under “Base Salary” in respect of Mr. Gavidia was calculated based on the annual consulting fee of approximately \$301,691 (US\$230,000) under the Second Independent Consulting Agreement.
- (3) Amounts were calculated based on the long-term incentive compensation vested at September 30, 2016 and the closing price of the Common Shares on September 30, 2016 of \$0.29.
- (4) Amounts were calculated based on the long-term incentive compensation outstanding at September 30, 2016 and the closing price of the Common Shares on September 30, 2016 of \$0.29.
- (5) Pursuant to the Second Independent Consulting Agreement, Mr. Gavidia is entitled to thirty (30) days’ notice or payment of the portion of the annual consulting fee of approximately \$301,691 (US\$230,000) due during the notice period in lieu of the notice period. This amount represents payment in lieu of notice.

DIRECTORS’ COMPENSATION

Cash Fees and Expenses

From October 1, 2015 to September 30, 2016, non-management directors received the fees set forth in this section. Directors received annual fees of \$25,000. The Chairman of the Board received an annual fee of \$35,000 until August 4, 2016 when Mr. Gilbert, the then current Chairman of the Board, was appointed Chairman and CEO (see “Statement Of Corporate Governance Practices” – “Executive Compensation” – “Summary Compensation Table” above). Effective August 4, 2016, the Company created the new role of Lead Independent Director and the Lead Independent Director was paid an additional annual fee of \$30,000. The Chair of the Audit Committee was paid an additional annual fee of \$15,000 and the Chair of each of the Compensation/Governance Committee and the Technical, Safety, Health, Environment and Sustainability Committee were paid an additional annual fee of \$10,000. In addition, members of the Audit Committee received an additional annual fee of \$7,500, members of the Compensation/Governance Committee and the Technical, Safety, Health, Environment and Sustainability Committee received an additional annual fee of \$5,000.

In addition to the annual fees, each non-management director was paid a fee of \$1,500 for each Board or committee meeting attended in person and a fee of \$1,000 for each meeting attended by telephone. If a

Board meeting and a committee meeting take place on the same day, no separate meeting fee is paid for the committee meeting. All reasonable expenses incurred by directors in attending meetings of the Board, committees of the Board or shareholders' meetings, together with all expenses reasonably incurred by directors in the conduct of the Company's business or in the discharge of directors' duties, are paid by the Company. Where round trip travel to attend meetings exceeded four hours, these directors were paid an additional fee of \$1,500 per trip, unless the travel took place on the same day as a meeting of the Board. Directors also receive a consulting fee of \$1,500 per day for anytime spent consulting for the Company.

The directors of the Company may not sell "short" or sell a "call option" on any securities of the Company or purchase a "put option" where they do not own the underlying securities.

Deferred Share Units

The Company adopted its Deferred Share Unit Plan for directors ("DSU Plan") with effect from October 1, 2008, amended as of October 23, 2009 and amended and restated as of February 3, 2016. The purposes of the DSU Plan are: (i) to promote a greater alignment of interests between directors of the Company and the shareholders of the Company; (ii) to provide a compensation system for directors that, together with the other director compensation mechanisms of the Company, is reflective of the responsibility, commitment and risk accompanying Board membership and the performance of the duties required of the various committees of the Board; (iii) to assist the Company to attract and retain individuals with experience and ability to act as directors; and (iv) to allow directors of the Company to participate in the long-term success of the Company.

Annually, each director who is not an executive of the Company receives a grant of deferred share units ("DSUs") under the DSU Plan. DSUs granted in respect of fiscal 2015 and previous fiscal years were granted after the completion of the fiscal year and fully vested upon being credited to a director's account. During fiscal 2016, the Board amended and restated the DSU Plan, on advice of the Compensation/Governance Committee. Pursuant to the DSU Plan, DSU grants for fiscal 2016 and beyond are granted in respect of the prospective fiscal year. The award date is December 1st of the fiscal year in respect of which the grant is made and the DSUs vest in equal parts on each of the day they are awarded and the first day of the remaining quarters of the fiscal year in respect of which they are awarded, unless the Board determines a different award date or vesting schedule.

In respect of DSUs granted for fiscal 2016, the Board determined that the award date was February 3, 2016 and that one half of the DSUs would vest on the award date and the remainder according to the DSU Plan. In respect of DSUs granted for fiscal 2017, the award date and vesting schedule are pursuant to the DSU Plan.

The number of DSUs to be credited to a director in respect of the 2016 fiscal year was calculated by dividing (A) \$25,000 by (B) the average closing price for Common Shares on the TSX on the five trading days immediately prior to February 3, 2016.

A director may elect up to two separate dates as of which either a portion (specified in whole percentages or number of DSUs on any one date) or all of the vested DSUs shall be redeemed by the director (or if the director is deceased, by his or her beneficiary), provided that no redemption date shall be prior to the date on which the director ceases to be a director of the Company or later than December 15 of the first calendar year commencing immediately after the date on which the director ceases to act as a director of the Company. Any DSUs that are unvested at the date on which the director ceases to be a director of the Company shall be forfeited. Where a director does not elect a particular date or dates for redemption of his or her DSUs, there shall be a single redemption date on December 15 of the first calendar year commencing immediately after the date on which the director ceases to act as a director of the Company. The value of each DSU redeemed by or in respect of a director shall be the average closing price for Common Shares on the TSX on the five trading days immediately prior to such redemption date and shall be paid by the Company to the director (or if the director is deceased, to the director's beneficiary) in the form of a lump sum cash payment, less any applicable withholding taxes, as soon as practicable after such redemption date.

Options

The Company may grant stock options to directors in connection with their initial appointment to the Board and in connection with their serving as the chair of one or more committees of the Board. The purpose of these awards is to assist in attracting talented directors to the Board. Stock options are granted under the Stock Option Plan and have an exercise price of not less than the volume-weighted average trading price of the Common Shares on the TSX for the five trading days immediately preceding the trading day prior to the option grant date. Such options become fully-vested not later than three years following the date on which they are granted, provided that not more than 50% of the Common Shares shall be issuable under a stock option within 12 months of the grant date. Stock options expire not later than the fifth anniversary of the date on which they are granted. Additional stock options may be granted to directors after the expiry or exercise of their initial stock options granted upon joining the Board, in recognition of (i) longevity of service to the Board, and (ii) the importance of aligning ongoing director compensation to enhance their alignment with maximizing shareholder value.

The Company did not grant options to directors during fiscal 2016.

Summary of Directors' Compensation

The following table provides information regarding compensation paid to all individuals who were directors of the Company during the fiscal year ended September 30, 2016 (other than directors who were also NEOs). All directors' fees are paid in Canadian dollars.

Directors' Compensation Table for Fiscal Year ended September 30, 2016

Name	Fees earned (\$) ⁽¹⁾	Share-based awards (\$) ⁽²⁾	Option- based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$) ⁽¹⁾⁽¹²⁾
Alan Edwards ⁽³⁾	50,366	12,500	Nil	Nil	Nil	Nil	62,866
Ed Guimaraes ⁽⁴⁾	78,060	25,000	Nil	Nil	Nil	Nil	103,060
Gordon Bogden ⁽⁵⁾	45,921	25,000	Nil	Nil	Nil	Nil	70,921
Gordon Pridham ⁽⁶⁾	99,977	25,000	Nil	Nil	Nil	Nil	124,977
Jacques McMullen ⁽⁷⁾	79,721	25,000	Nil	Nil	Nil	5,309 ⁽⁷⁾	110,030
Sara Magner ⁽⁸⁾	39,828	25,000	Nil	Nil	Nil	Nil	64,828
Audra Walsh ⁽⁹⁾	64,484	25,000	Nil	Nil	Nil	Nil	89,484
C. John Wilson ⁽¹⁰⁾	32,823	12,500	Nil	Nil	Nil	Nil	45,323

- (1) These amounts include consulting fees of \$1,500 per day for anytime a director spent consulting for the Company.
- (2) These amounts represent the Canadian dollar value of DSUs granted to directors in respect of fiscal 2016 (see "Directors Compensation" – "Deferred Share Units" above for additional information on DSUs grants).
- (3) Mr. Edwards has been a director of the Company since May 3, 2016 and is the chair of the Technical, Safety, Health, Environment and Sustainability Committee and a member of the Audit Committee.
- (4) Mr. Guimaraes has been a director of the Company since February 28, 2013 and is the chair of the Audit Committee.
- (5) Mr. Bogden was a director of the Company from February 26, 2014 through May 3, 2016 and was a member of the Compensation/Governance Committee and the Audit Committee.
- (6) Mr. Pridham has been a director of the Company since November 3, 2014 and is the chair of the Compensation/Governance Committee, a member of the Audit Committee and, effective August 4, 2016, the Lead Independent Director.
- (7) Mr. McMullen was a director of the Company from February 26, 2014 until May 20, 2016, was the Chairman of the Board from February 27, 2015 through May 20, 2016 and was a member of the Technical, Safety, Health, Environment and Sustainability Committee. All other compensation includes consulting fees paid to Mr. McMullen under a separate consulting agreement between Mr. McMullen and the Company.

- (8) Ms. Magner has been a director of the Company since November 24, 2015 and is a member of the Compensation/Governance Committee.
- (9) Ms. Walsh was a director of the Company from October 9, 2012 through May 20, 2016 and was the chair of the Technical, Safety, Health, Environment and Sustainability Committee and a member of the Compensation/Governance Committee.
- (10) Mr. Wilson was a director of the Company from March 1, 2012 through February 4, 2016 and was a member of the Audit Committee and the Technical, Safety, Health, Environment and Sustainability Committee.
- (11) After Mr. Gilbert's appointment as CEO, no separate compensation was paid for his service as director and Chairman of the Board. Please see "Compensation Decisions for the Year Ended September 30, 2016 - Summary Compensation Table" above for more information.
- (12) In fiscal 2016 a number of additional board meetings were held and additional consulting time was spent by directors as a result of changes in management, resulting in higher director compensation.

Share-based Awards and Option-based Awards

The following table provides information regarding all share-based awards and option-based awards granted to all individuals who were directors of the Company during the fiscal year ended September 30, 2016 and outstanding as of September 30, 2016 (other than awards granted to directors who are also NEOs):

Outstanding Share-based Awards and Option-based Awards as at September 30, 2016

Option-based Awards					Share-based Awards		
Name	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share based awards that have not vested (\$)	Market or payout value of share based awards that have vested (\$) ⁽²⁾
Gordon Bogden	150,000	\$0.75	May 3, 2017	Nil	Nil	Nil	Nil
Alan Edwards	Nil	Nil	Nil	Nil	Nil	Nil	7,080
Ed Guimaraes	125,000 25,000	\$1.02 \$1.05	March 7, 2018 March 29, 2018	Nil	Nil	Nil	111,516
Sara Magner	Nil	Nil	Nil	Nil	Nil	Nil	57,539
Jacques McMullen	150,000	\$0.75	May 20, 2017	Nil	Nil	Nil	102,675
Gordon Pridham	125,000	\$0.30	December 18, 2019	Nil	Nil	Nil	92,994
Audra Walsh	150,000	\$1.05	May 20, 2017	Nil	Nil	Nil	114,582
C. John Wilson	125,000	\$0.88	February 3, 2017	Nil	Nil	Nil	Nil

- (1) Calculated using the closing price of the Common Shares on the TSX on September 30, 2016 of \$0.29 and subtracting the exercise price of the in-the-money stock options.
- (2) Calculated using the closing price of the Common Shares on the TSX on September 30, 2016 of \$0.29. These DSUs have not been redeemed and the value on redemption will depend on the applicable value of these units determined on the redemption date.

The following table provides information regarding the value on pay-out or vesting of incentive plan awards for each of the Company's directors (other than directors who are NEOs) for the fiscal year ended September 30, 2016:

Incentive Plan Awards Vested or Earned During Fiscal Year ended September 30, 2016

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$) ⁽¹⁾
Gordon Bogden	Nil	33,730
Alan Edwards	Nil	12,703
Ed Guimaraes	Nil	33,730
Sara Magner	Nil	33,730
Jacques McMullen	Nil	22,817
Gordon Pridham	Nil	33,730
Audra Walsh	Nil	22,817
C. John Wilson	Nil	12,897

(1) These amounts represent the number of DSUs vested in fiscal 2016 held by each director of the Company multiplied by the closing share price on the vesting date. Please see "Deferred Share Units" for additional disclosure on these DSUs.

The Company does not have a non-equity incentive compensation plan for its directors.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets out certain information as at September 30, 2016 regarding the Company's Stock Option Plan and the options to purchase Common Shares issued thereunder:

Equity Compensation Plan Information

Plan Category	Number of Common Shares to be Issued upon Exercise of Outstanding Options ⁽¹⁾ , Warrants ⁽²⁾ and Rights	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Common Shares Available for Future Issuance Under Equity Compensation Plans (Excluding Outstanding Options, Warrants and Rights) ⁽³⁾
Equity Compensation Plans Approved by Shareholders	2,766,667	\$0.76	4,283,333
Equity Compensation Plans not Approved by Shareholders	Nil	Nil	Nil
Total	2,766,667	\$0.76	4,283,333

(1) For more information on the Company's Stock Options Plan see "Compensation Discussion and Analysis - Elements of Executive Compensation" above.

(2) For more information on Warrants, see "Principal Shareholders" above.

(3) The maximum number of Common Shares that may be issued pursuant to the Company's Stock Option Plan is 6,000,000.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of our current or former directors, executive officers or employees or those of any of our subsidiaries had any indebtedness outstanding to the Company or any of our subsidiaries during the fiscal year ended September 30, 2016 or as at the date hereof. Additionally, the Company has not provided any guarantee, support agreement, letter of credit or other similar arrangement or undertaking in respect of any indebtedness of any such person to any other person or entity.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of the directors and executive officers of the Company, no “informed person”, any proposed nominee or any associate or affiliate of any informed person or proposed nominee, has had any material interest, direct or indirect, in any transaction since October 1, 2015 or has had any such interest in any proposed transaction that has materially affected us or would materially affect us or any of our subsidiaries, except as set forth below.

“Informed Person” means (a) a director or executive officer of the Company, (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company, (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, Common Shares or a combination of both carrying more than 10% of the voting rights attached to all of the Common Shares, and (d) the Company, if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Fabulosa, owner of more than 10% of the voting rights attached to the Common Shares, with an address of Themistokli Dervi 3, Julia House, 1066, Lefkosia, Cyprus has a material interest in the full amount of the Minera Secondment Agreement as Minera is an affiliate of Fabulosa. Mr. Gilbert, Chairman and CEO of the Company, with an address of 9838 Faust Drive Vienna, Virginia 22182, United States, also has a material interest in the full amount of the Minera Secondment Agreement as this agreement largely determines the compensation Mr. Gilbert receives from Minera. Ms. Magner does not have a material interest in the Minera Secondment Agreement apart from her position as Corporate Secretary and General Counsel of Minera. Please see “Compensation Decisions for the Year Ended September 30, 2016 - CEO and Former CEO” and “Termination and Change of Control Benefits” above for a fulsome description of the Minera Secondment Agreement.

INSURANCE COVERAGE

The Company has purchased insurance for the benefit of directors and officers of the Company and its subsidiaries against any liability incurred by them in their capacity as directors and officers, subject to certain limitations contained in the *Business Corporations Act* (Ontario). During fiscal 2016, the directors and officers of the Company were covered under a directors’ and officers’ insurance policy that provided aggregate coverage of \$50,000,000, subject to a deductible of \$50,000. The twelve month policy period from July 1, 2015 to June 30, 2016 was at a premium of \$101,833. The policy was renewed for a twelve month period from July 1, 2016 to June 30, 2017 on similar terms and at a premium of \$120,044.

In accordance with the provisions of the *Ontario Business Corporations Act*, the Company’s by-laws provide that the Company will indemnify a director or officer, a former director or officer, or another individual who acts or acted at the Company’s request as a director or officer, or an individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or to satisfy a judgment, reasonably incurred in respect of any civil, criminal, administrative, investigative or other proceeding to which the individual is involved because of the association with the Company or the other entity, if: (i) the individual acted honestly and in good faith with a view to the Company’s best interests or, as the case may be, to the best interests of the other entity for which the individual acted as a director or officer or in a similar capacity at the Company’s request; and (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual has reasonable grounds for believing that the individual’s conduct was lawful.

The Company has entered into indemnification agreements with each of our directors and officers, which agreements provide that the Company undertakes and agrees to indemnify the director or officer to the fullest extent permitted by law, against any reasonable expense that such individual may suffer or incur in respect of any claim, action, suit or proceeding (including, without limitation, any claim, demand, suit, proceeding, inquiry, hearing, discovery or investigation whether civil, criminal, administrative or investigative and whether brought by or on behalf of us or otherwise) involving the director or officer or to which the director or officer is made party and which arises as a direct or indirect result of the director or officer being or having been a director or officer of the Company or having acted, at the Company's request, as a director or officer or in a similar capacity of another entity, including any act or thing done or not done in the individual's capacity as director or officer provided the individual has acted as set out above in accordance with the Company's by-laws.

If we become liable under the terms of our by-laws or the indemnification agreements, the directors' and officers' insurance coverage may extend to such liability for certain claims; however, each claim will be subject to a deductible of \$50,000.

ADDITIONAL INFORMATION

Additional information regarding the Company is available under the Company's profile on SEDAR at www.sedar.com or on the Company's website at www.orvana.com. Financial information regarding the Company is contained in the 2016 Financials and the related management's discussion and analysis ("MD&A"). The Company will provide the 2016 Financials and MD&A to any shareholder upon request to the Corporate Secretary of the Company at 416-369- 6272 or info@orvana.com.

DIRECTORS' APPROVAL

The contents and the sending of this Circular have been approved by the Board.

DATED as of January 4, 2017.

By Order of the Board of Directors



**James Gilbert
Chairman**

SCHEDULE "A"

ORVANA MINERALS CORP.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

AND CHARTER OF THE BOARD OF DIRECTORS

SCHEDULE A – ORVANA MINERALS CORP.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Board of Directors of the Company has adopted these corporate governance guidelines to promote the effective functioning of the Board of Directors and its committees, to promote the interests of shareholders and to establish a common set of expectations as to how the Board, its various committees, individual directors and senior management should perform their functions. The following sets out the Company's approach to corporate governance in relation to the Corporate Governance Guidelines (terms not otherwise defined herein are defined in the Circular):

Board of Directors

Responsibilities of the Board: The business and affairs of the Company are managed by or under the supervision of the Board in accordance with applicable legislation, regulatory requirements and policies of the Canadian Securities Administrators. The responsibility of the Board is to provide direction and oversight. The Board approves the strategic direction of the Company and oversees the performance of the Company's business and senior management. The senior management of the Company is responsible for presenting strategic plans to the Board for review and approval and for implementing the Company's strategic direction.

In performing their duties, the primary responsibility of the directors is to exercise their business judgment in what they reasonably believe to be the best interests of the Company. In discharging that obligation, directors should be entitled to rely on the honesty and the integrity of the Company's senior management and outside advisors and auditors. In fulfilling its statutory mandate and discharging its duty of stewardship of the Company, the Board assumes responsibility for those matters set forth in its mandate, a copy of which is attached as Appendix 1 hereto.

Size of the Board: The size of the Board as at the date of the Circular is five members. After a review of the size and composition of the Board, the Board determined that the size of the Board should consist of between five and seven members to facilitate its effective functioning. The Board is recommending the five nominees set out in the Circular for election by shareholders as directors of the Company at the Meeting. The Board is engaged in a continuous process of evaluating potential additions to the Board in order to strengthen its technical and governance expertise.

Composition of the Board: NI 58-101 defines an "independent director" as a director who has no direct or indirect material relationship with the Company. A "material relationship" is in turn defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a member's independent judgement. In determining whether a particular director is an "independent director" or a "non-independent director", the Board considers the factual circumstances of each director in the context of the Corporate Governance Guidelines.

The following sets out all of the individuals who were directors of the Company since the beginning of fiscal 2016 and whether each of them was or is "independent" within the meaning of NI 58-101 during the time each of them served as a director of the Company: Gordon Bogden (independent – ceased to be an Orvana director on May 3, 2016); Alan Edwards (independent); Ed Guimaraes (independent); Jacques McMullen (independent – ceased to be an Orvana director on May 20, 2016); Gordon Pridham (independent); Audra Walsh (independent – ceased to be an Orvana director on May 20, 2016); C. John Wilson (independent – ceased to be an Orvana director on February 3, 2016); Daniella Dimitrov (not independent – ceased to be an Orvana director on February 21, 2016); Juan Gavidia (not independent – ceased to be an Orvana director on February 3, 2016); James Gilbert (not independent); and Sara Magner (not independent). At various times during fiscal 2016, a majority of the members of the Board were "independent directors" within the meaning of NI 58-101.

The Board is currently comprised of five members (Messrs. Edwards, Gilbert, Guimaraes and Pridham and Ms. Magner), three of which are "independent directors" within the meaning of NI 58-101. The three independent directors are Messrs. Edwards, Guimaraes and Pridham. Mr. Gilbert is the Company's Chairman and Chief Executive Officer and is on secondment from Minera and, therefore, is not independent. Ms. Sara Magner is considered to have a material relationship with the Company by virtue

of her position as the Corporate Secretary and General Counsel of Minera, and, therefore, is not considered to be independent.

Various individuals who were directors during fiscal 2016 also served as directors of certain other public companies. The nominees for election as directors of the Company at the Meeting listed below served as directors of the following other public companies as at the date of the Circular:

Director	Director of Other Public Company
Alan Edwards	AQM Copper Inc. Entrée Gold Inc. America's Silver Corporation
James Gilbert	AQM Copper Inc. First Point Minerals Corp.
Ed Guimaraes, CPA, CA	Director, Aldridge Minerals Inc.
Sara Magner	None
Gordon Pridham	CHC Realty Capital Corp. Newalta Corporation America Silver Corporation Titanium Corporation

Selection of Directors: The Compensation/Governance Committee is responsible for identifying and recommending to the Board potential candidates to become directors of the Company. There are no specific written criteria for Board membership, however, the Company attempts to attract and retain directors with an understanding of the Company's business and a particular knowledge of mineral exploration and development or other areas (such as accounting and finance) which provide knowledge which would assist in guiding management of the Company. The Compensation/Governance Committee also considers the composition of the Board at the time of such review with a view to ensure that the backgrounds, experiences and knowledge-base of the members of the Board are diverse and complementary. The Board, taking into consideration the recommendations of the Compensation/Governance Committee, is responsible for selecting the nominees for election to the Board, for appointing directors to fill vacancies and determining whether a nominee or appointee is independent. In fiscal 2016, Jacques McMullen stepped down as the Chairman of the Board and a director of the Company after serving as Chairman of the Board since February 2015 and a director of the Company from February 2014 through his retirement in May 2016. Mr. Gilbert was appointed as Chairman of the Board following Mr. McMullen stepping down. Other current directors that joined the Board in fiscal 2016 are Ms. Magner and Mr Edwards. These individuals bring in-depth industry experience to the Board which will allow them to assist the achievement of the Company's strategic goals.

Election of Directors: Each director should be elected by the vote of a majority of the Common Shares represented in person or by proxy at any meeting for the election of directors. If any nominee for election as director receives, from the Common Shares voted at the meeting in person or by proxy, a greater number of votes "withheld" than votes "for" his or her election, the director will be expected to tender his or her resignation to the Chairman of the Board following the meeting, to take effect upon acceptance by the Board. The Compensation/Governance Committee will expeditiously consider the director's offer to resign and make a recommendation to the Board whether to accept such offer. Within 90 days of the meeting of shareholders, the Board will make a final decision concerning the acceptance of the director's resignation. This process applies only in circumstances involving an "uncontested" election of directors - where the number of director nominees does not exceed the number of directors to be elected and where no proxy materials are circulated in support of one or more nominees who are not part of the slate supported by the Board for election at the meeting. Subject to any corporate law restrictions, where the Board accepts the offer of resignation of a director and that director resigns, the Board may exercise its discretion with respect to the resulting vacancy and may, without limitation, leave the resultant vacancy

unfilled until the next annual meeting of shareholders, fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of the shareholders, or call a special meeting of shareholders to elect a new nominee to fill the vacant position.

Chairman of the Board: The Chairman is a director who is appointed by the Board. The current Chairman of the Board, Mr. Gilbert is not an independent director. The role of the Chairman is to assume the leadership of the Board. The Chairman's responsibilities include chairing all meetings of directors, providing leadership to the Board, managing the Board, acting as a liaison between the Board and other members of management of the Company and representing the Company.

Lead Independent Director: The Lead Independent Director is a director who is independent and not a member of senior management who is appointed by the Board. The current Lead Independent Director of the Board, Mr. Pridham is an independent director. The role of the Lead Independent Director is, with the committees of the Board, to foster and preserve the independence of the Board. The Lead Independent Director responsibilities also include assisting the Chairman with providing leadership to the Board, managing the Board, acting as a liaison between the Board and management of the Company and representing the Company.

Meetings of the Board: The Board's written mandate requires the Board to hold at least two meetings per year (either regularly scheduled or unscheduled) at which management of the Company is not present, and, at any time that the Chairman of the Board is not independent, to consider other possible steps and processes to ensure that leadership is provided to the Board's independent directors. During fiscal 2016, the Board appointed a Lead Independent director to ensure that leadership is provided the Board's independent directors and facilitate open discussion among its independent directors. Additionally, the Board generally holds an in-camera session at its meetings without the presence of management of the Company. In fiscal 2016 (between October 1, 2015 until September 30, 2016), the Board held 23 directors' meetings. All of the members of the Board who were directors at the time of such meetings attended all of such meetings, except for Audra Walsh, Ed Guimaraes, Jaques McMullen and Alan Edwards who were each not in attendance at one (1) directors' meeting while they were members of the Board and Mr. Dimitrov who was not in attendance at three (3) directors' meetings while she was a member of the Board.

Board Committees

The Board has established the Audit Committee, the Compensation/Governance Committee, the Technical, Safety, Health, Environment and Sustainability Committee (the "Technical Committee") and the Strategy Committee, the activities of which were suspended after fiscal 2015. The Audit Committee and the Technical Committee are each composed members who satisfy the membership criteria set out in the relevant committee charter. The Compensation/Governance Committee temporarily is composed of two members and is operating pursuant to an exception in the charter of the Compensation/Governance Committee for temporary noncompliance with the membership criteria set out in said charter while a search for one or more new directors is underway.

Members of committees are appointed by the Board. The Board generally designates one member of each committee as chair of that committee.

Audit Committee: The Board has established the Audit Committee currently comprised of three directors of the Company, Ed Guimaraes (Chair), Gordon Pridham and Alan Edwards. All of members of the Audit Committee must be financially literate for the purposes of National Instrument 52-110 - *Audit Committees* ("NI 52-110"). All of the members of the Audit Committee are independent for the purposes of NI 52-110. During fiscal 2016, all of the directors who were members of the Audit Committee were financially literate and independent for the purposes of NI 52-110. The responsibilities and operation of the Audit Committee are described in the Company's Annual Information Form dated December 13, 29, 2016 on page 39 under the heading "Audit Committee Disclosure" and in the copy of the Charter of the Audit Committee attached to such Annual Information Form as Appendix A. A copy of such Annual Information Form is available under the Company's profile on SEDAR at www.sedar.com, on the Company's website at www.orvana.com and, upon request, will be provided promptly and free of charge to any shareholder of the Company.

During fiscal 2016, the Audit Committee held 6 meetings. Each of the current members of the Audit Committee attended all of the meetings thereof while such individual was a member of such committee.

Compensation, Nominating and Corporate Governance Committee: The Compensation/Governance Committee is currently comprised of Gordon Pridham (Chair), and Sara Magner. The charter of the Compensation/Governance Committee provides that the Compensation/Governance Committee should be comprised of at least three members and the majority of such members should be independent in accordance with NI 52-110. However, said charter allows for temporary noncompliance with the membership criteria set out in said charter while a search for one or more new directors is underway. Mr. Pridham is independent for the purposes of NI 52-110. Ms. Magner is not an independent director of the Company for the purposes of NI 52-110. The search for another independent director to be a member of the Compensation/Governance Committee is underway. In general terms, the committee's responsibilities include (i) reviewing the compensation and performance of the CEO, (ii) determining compensation of directors and other senior officers, (iii) identifying potential candidates to become Board members, (iv) evaluating the performance of the Board, committees of the Board and individual directors, (v) periodically reviewing Orvana's corporate governance practices; (vi) evaluating each director against the independence criteria established by NI 58-101 on at least an annual basis; (vii) reviewing, in conjunction with management and prior to publication, the corporate governance disclosure for Orvana's management proxy circulars; (viii) reviewing and, if advisable, approving and recommending for approval by the Board any proposed material changes to Orvana's senior management organizational structure; and (ix) monitoring conflicts of interest of both the Board and management in accordance with the Company's code of business conduct and ethics. The Compensation/Governance Committee operates pursuant to a written charter which has been reviewed and updated subsequent to fiscal 2016 and reconfirmed by the Board.

During fiscal 2016, the Compensation/Governance Committee held 5 meetings. Each of the current members thereof attended all of the meetings of such committee while such individual was a member of such committee.

Technical, Safety, Health, Environment and Sustainability Committee: The Board has established the Technical Committee currently comprised of Alan Edwards (Chair) and James Gilbert. The purpose of the Technical Committee is to provide support for the Company's safety, health, environmental and sustainability programmes and to assist in reviewing the technical, safety, health, environmental and sustainability performance of the Company. This committee operates pursuant to a written charter which has been reviewed and updated subsequent to fiscal 2016 and reconfirmed by the Board.

During fiscal 2016, the Technical Committee held 6 meetings. Each of the current members of the Technical Committee attended all of the meetings thereof while such individual was a member of such committee.

Strategy Committee: During fiscal 2015, the Board established the Strategy Committee comprised of four directors of the Company. The purpose of the Strategy Committee was to review, analyze and make recommendations to the Board, in consultation, with management with respect to the strategic focus of the Company. This committee operates pursuant to a written charter which was established in fiscal 2014. The activities of the Strategy Committee were suspended subsequent to the end of fiscal 2015.

Position Descriptions

The Board has developed written position descriptions for the Chairman of the Board, the CEO and the CFO and, if applicable, the Chief Operating Officer in order to delineate their respective roles and responsibilities. The Board has not to date developed formal position descriptions for the Chair of each of the committees of the Board as the responsibilities of those positions are generally delineated in the charters of such committees.

Orientation and Continuing Education

While the Company currently has no formal program to orient new directors to the role of the Board, its committees and its directors and the nature and operation of the Company's business, it has been the Company's practice for new directors to be thoroughly briefed by management of the Company and to be provided the opportunity to discuss with management, both formally and informally, the Company's

activities. New directors are provided with copies of relevant policies and similar materials to ensure that they are familiarized with the Company and its business as well as the procedures of the Board. The Board actively encourages each director to attend at least one industry trade show or associated educational program each year.

The Compensation/Governance Committee has responsibility for overseeing development of any orientation programs for new directors. That Committee also oversees the development of any director development programs. Although the Company does not have a formal program for the continuing education of directors, the Board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors of the Company by scheduling presentations to the Board from time to time to educate directors and keep them informed of developments within the Company and of disclosure and governance requirements and standards along with providing information relating to education programs provided by other industry and market participants such as audit and legal firms.

Disclosure Policy

The Board has adopted a written disclosure policy (the "Disclosure Policy") to provide a framework for the Company's approach to disclosure. The Disclosure Policy is reviewed periodically by the Compensation/Governance Committee and the Board. The policy extends to all employees, consultants, officers, the Board and those authorized to speak on its behalf. The Disclosure Policy addresses disclosures in documents filed with the securities regulators and written statements made in the Company's annual and quarterly reports, press releases, letters to shareholders, presentations by senior management and information contained on the Company's website and other electronic communications. It also extends to oral statements made in meetings and telephone conversations with members of the investment community, interviews with the media, as well as speeches and conference calls and dealings with the public generally. A committee consisting of the President and Chief Executive Officer, the Chief Financial Officer, the VP Finance and the Director, Legal and the Investor Relations Officer has overall responsibility for overseeing the Company's disclosure practices and meets as the circumstances dictate. A copy of the Disclosure Policy is available on the Company's website at www.orvana.com.

Ethical Business Conduct

The Board has adopted a written code of business conduct and ethics for the Company's directors, officers and employees that sets out the Board's expectations for the conduct of such persons in their dealings on behalf of the Company (the "Code"). The Board reviewed and updated the Code shortly following the end of fiscal 2016. The Company also has an Anti-Corruption Policy. The Board has established anonymous and confidential reporting procedures pursuant to the Company's Whistleblower Policy in order to encourage employees, directors and officers to raise concerns regarding various matters, including matters addressed by the Code and other policies of the Company, on a confidential basis free from discrimination, retaliation or harassment. Employees who violate the Code may face disciplinary actions, including dismissal. The Audit Committee along with the Chief Financial Officer and Director, Legal monitor compliance with the Code and the Whistleblower Policy and review and investigate complaints, if any, made thereunder. A copy of the Code, Anti-Corruption Policy and Whistleblower Policy are available on the Company's website at www.orvana.com.

Subject to certain exceptions prescribed under the *Business Corporations Act* (Ontario) (the "OBCA"), a director who is a party to a material contract or proposed material contract with the Company or who is a director or officer of a party to such a contract or otherwise has a material interest in a party to such a contract must disclose the nature and extent of the director's interest to the Company and any material change in that interest. The Code and the OBCA also provides that, subject to certain exceptions prescribed under the OBCA, the interested director shall not attend any part of a meeting of directors during which the matter in which the director has a material interest is discussed and shall not vote on any resolution to approve such matter.

Compensation

The Compensation/Governance Committee is responsible for, among other things, periodically reviewing and recommending for approval by the Board the appropriate levels of compensation for directors and

senior management of the Company. The process by which executive compensation is established is described above under the heading “Executive Compensation - Compensation Discussion and Analysis”. The Compensation and Nominating Committee reviews periodically the form and amount of compensation of directors, including in relation to directors of similar companies, to ensure that the compensation of the Board reflects the responsibilities, time commitment and risks involved in being an effective director of the Company.

The responsibilities, powers and operation of the Compensation/Governance Committee is described above in this Schedule A under the heading “Compensation, Nominating and Corporate Governance Committee”. The Compensation/Governance Committee is not composed entirely of independent directors. As more fully described above under the heading “Executive Compensation - Compensation Discussion and Analysis”, in order to ensure an objective process for determining compensation for the Company’s directors and officers, the Compensation/Governance Committee has continued to rely on advice received by third party consultants to stay updated on current mining sector compensation market information and receive objective advice relating to compensation of the Company’s NEOs. The Compensation/Governance Committee attempts to position compensation near the effective median of its competitive market. Additionally, the Board approves all compensation decisions relating to NEOs.

Assessments

The responsibilities of the Compensation/Governance Committee include assessing, on a periodic basis, the contributions of the Board as a whole, of each of the committees of the Board and of each of the individual directors, in order to determine their effectiveness and contribution to the Company. The Board adopted a formal process that it has followed since 2008 for regularly evaluating the effectiveness of the Board, its committees, and the Chairman of the Board. This process includes the completion of evaluation questionnaires by each member of the Board and committees and discussion of the responses thereto.

Director Term Limits and Other Mechanisms of Board Renewal

Of the current nominees for director, none has served as Director of the Company for more than three years. The Board reviews its size and composition periodically, along with recommendations of the Compensation/Governance Committee in this regard, and determines appropriate adjustments to its size and/or composition. The Company has not adopted term limits for its directors and has adopted a mechanism for Board renewal which takes place at the annual meeting of shareholders of the Company. Under the by-laws of the Company, at each annual meeting of shareholders, the directors then in office, if qualified, are eligible for re-election at that meeting.

Policies Regarding the Representation of Women on the Board

The Company has not adopted a written policy relating to the identification and nomination of women directors to the Company’s Board. While the Company does not have a specific policy, diversity of race, ethnicity, gender, age, cultural background and professional experience are considered when evaluating candidates for Board membership. This commitment is evident when looking at the membership of the Board. The directors of the Company come from different cultural backgrounds, age groups and professional experiences. During fiscal 2016, up to 3/7^{ths} of the Board was comprised of women directors.

Consideration of the Representation of Women in the Director Identification and Selection Process

In identifying and nominating candidates for election or re-election to the Board, the Compensation/Governance Committee seeks appropriately qualified potential nominees. The Committee recognizes the importance of diversity with respect to cultural background, gender, age and professional experience and considers this as part of its process of selecting the most qualified directors. In light of the challenges junior companies face in attracting highly qualified director candidates, the Company believes that this approach enables it to make decisions regarding the composition of the Board based on what is in the best interests of the Company and its shareholders.

Consideration of the Representation of Women in Executive Officer Appointments

In appointing executive officers to the management team, the Company seeks appropriately qualified individuals. The Company recognizes the importance of diversity with respect to cultural background, gender, age and professional experience and considers this as part of its process of selecting the most qualified executive officers. In light of the challenges junior companies face attracting a highly qualified senior management team, the Company believes that this approach enables it to make decisions regarding the composition of its senior management team based on what is in the best interests of the Company and its shareholders.

Issuer's Targets Regarding the Representation of Women on the Board and in Executive Officer Positions

The Company has not adopted a specific target for women on the Board. The Company believes in diversity of the composition of the Board, however, the Company has determined not to choose or exclude a director nominee solely or largely because of gender. In selecting a director nominee, the Compensation/Governance Committee focuses on skills, expertise, experience and background that would complement the existing members of the Board.

The Company has not adopted a target for women in executive officer positions. The Company believes in diversity of the composition of its management team, however, the Company has determined not to choose or exclude a candidate for an executive officer position solely or largely because of gender. In selecting candidates, the Company considers the skills, expertise, experience and background of the individual and that would complement the existing management team.

Number of Women on the Board and in Executive Officer Positions

As of the date of the Circular there is one woman on the Board, representing one-fifth of the Company's directors. As of the date of the Circular there are no women executive officers of the Company.

APPENDIX 1 - ORVANA MINERALS CORP. – CHARTER OF THE BOARD OF DIRECTORS

1. Purpose

The Board of Directors (the “Board”) of Orvana Minerals Corp. (the “Corporation”) has a duty to supervise the management of the business and affairs of the Corporation. The Board, directly and through its committees and its Chair, shall provide direction to senior management, generally through the Chief Executive Officer, to pursue the best interests of the Corporation.

2. Membership

All matters concerning the membership and organization of the Board (including: the number, qualifications and remuneration of directors; the number of Board meetings; residency requirements; quorum requirements; meeting procedures; appointment of a chair; and notices of meetings) are as established by the Ontario *Business Corporations Act* and the by-laws and resolutions of the Corporation.

At least annually, the Board shall, with the assistance of the Compensation, Nominating and Corporate Governance Committee, determine the independence of each director based on the definition of independence contained in National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“NI 58-101”) and the independence of each Audit Committee member based on the definition of independence in National Instrument 52-110 – *Audit Committees*. It shall be an objective that at least a majority of the directors shall be independent as determined in accordance with NI 58-101, and if at any time less than a majority of directors are independent, the Board shall consider possible steps and processes to facilitate its exercise of independent judgement in carrying out its responsibilities.

If at any time the Chair of the Board is not independent, the Board shall consider possible steps and processes to ensure that leadership is provided for the Board’s independent directors.

Directors may serve on the boards of other companies so long as these commitments do not materially interfere and are compatible with their ability to fulfill their duties as a member of the Board. Directors must advise the Board in advance of accepting an invitation to serve on the board of another public company.

Each director must have an understanding of the Corporation’s principal operational and financial objectives, plans and strategies, and financial position and performance. Directors must have sufficient time to carry out their duties and not assume responsibilities that would materially interfere with, or be incompatible with, Board membership. Directors who experience a significant change in their personal circumstance, including a change in their principal occupation, are expected to advise the chair of the Compensation and Nominating Committee.

3. Functions and Responsibilities

The Board shall have the functions and responsibilities set out below. In addition to these functions and responsibilities, the Board shall perform such duties as may be required by the binding requirements of any stock exchanges on which the Corporation’s securities are listed and all other applicable laws.

- (a) **Strategic Planning** – At least annually, the Board shall review and, if advisable, approve the Corporation’s strategic planning process and short- and long-term strategic and business plans prepared by management. In discharging this responsibility, the Board shall review the plan in light of management’s assessment of emerging trends, the competitive environment, risk issues, and significant business practices and products. At least annually, the Board shall review management’s implementation of the Corporation’s strategic and business plans. The Board shall review and, if advisable, approve any material amendments to, or variances from, these plans.

- (b) **Risk Management** – At least annually, the Board shall, with the assistance of the Audit Committee and the Technical, Safety, Health, Environment and Sustainability Committee: (i) identify the risks inherent in the business of the Corporation and review and approve management’s risk philosophy and risk management policies necessary to address, as much as reasonably possible, those identified risks, and (ii) review management reports demonstrating compliance with risk management policies and confirm that management has taken reasonable steps to ensure compliance with standards.
- (c) **Controls and Systems** – The Board shall, with the assistance of the Audit Committee, verify that internal financial, non-financial and business control, information systems and data security procedures have been established by management and that the Corporation is applying appropriate standards of corporate conduct for these controls.
- (d) **Human Resources** – The Board shall, with the assistance of the Compensation, Nominating and Corporate Governance Committee, periodically: (i) review the Corporation’s approach to human resource management and executive compensation, and (ii) review succession plans for the Chair of the Board, the Chief Executive Officer and senior management of the Corporation.
- (e) **Corporate Governance** – The Board shall, with the assistance of the Compensation, Nominating and Corporate Governance Committee, periodically: (i) review the Corporation’s approach to corporate governance; (ii) evaluate the Board’s ability to act independently from management in fulfilling its duties; (iii) review reports provided by management relating to compliance with, or material deficiencies of, the Corporation’s Code of Business Conduct and Ethics; and (iv) satisfy itself as to the culture of integrity within the Corporation and of the executive officers of the Corporation.
- (f) **Financial Information** – The Board shall, with the assistance of the Audit Committee, periodically: (i) review the Corporation’s internal controls relating to financial information and reports provided by management on material deficiencies in, or material changes to, these controls, and (ii) review the integrity of the Corporation’s financial information and systems, the effectiveness of internal controls and management’s assertions on internal control and disclosure control procedures.
- (g) **Communications** – The Board in conjunction with the Chief Executive Officer shall periodically review the Corporation’s overall communications strategy, including measures for receiving feedback from the Corporation’s shareholders. In developing the Corporation’s communication policy reference shall be made to NP 51-201 – *Disclosure Standards*.
- (h) **Disclosure** – The Board shall periodically review management’s compliance with the Corporation’s disclosure policies and procedures. The Board shall, if advisable, approve material changes to the Corporation’s disclosure policies and procedures.
- (i) **Position Descriptions**. – Periodically, the Board shall review a report of the Compensation, Nominating and Corporate Governance Committee reviewing the position description of the Chief Executive Officer and such corporate goals and objectives. The Board has approved position descriptions for the Chair of the Board and the Chair of each Board committee, and for the Chief Executive Officer, which includes delineating management’s responsibilities and approving the corporate goals and objectives that the Chief Executive Officer is responsible for meeting.

4. **Committees of the Board**

- (a) **Committees Established** – The Board has established an Audit Committee, a Compensation, Nominating and Corporate Governance Committee, and a Technical, Safety, Health, Environment and Sustainability Committee. Subject to applicable law, the Board may establish other Board committees or merge or dispose of any Board committee.
- (b) **Committee Charters** – The Board has approved charters for each Board committee and shall approve charters for any new Board Committee. Each charter shall be reviewed periodically, and, based on recommendations of the relevant committee and the Chair of the Board, be approved by the Board.

- (c) **Delegation to Committees** – The Board has delegated for approval or review the matters set out in each Board committee's charter and may further delegate matters to such committees from time to time. As required, the Board shall consider for approval the specific matters delegated for review to Board committees.
- (d) **Committee Reporting to Board** – To facilitate communication between the Board and its committees, each committee Chair shall provide a report to the Board on material matters considered by the committee at the next Board meeting after each meeting of the committee.

5. Meetings

- (a) **General** — The rules and regulations relating to the calling and holding of and proceedings at meetings of the Board shall be those established by the Ontario *Business Corporations Act* and the by-laws and resolutions of the Corporation.
- (b) **Secretary and Minutes** — The Corporate Secretary, his or her designate or any other person the Board requests, shall act as secretary of Board meetings. Minutes of Board meetings shall be recorded and maintained by the Corporate Secretary and subsequently presented to the Board for approval.
- (c) **Meetings Without Management** — The Board shall hold unscheduled or regularly scheduled meetings, or portions of regularly scheduled meetings, at which members of management are not present at least twice per year.
- (d) **Attendance and Preparedness** — Directors are expected to attend regularly scheduled Board meetings and to have prepared for the meetings by, at a minimum, reviewing in advance of the meeting the materials delivered in connection with the meeting. The attendance record of individual directors will be disclosed in the Corporation's proxy circular as required by NI 58-101.

6. Director Development and Evaluation

New directors shall be provided with such orientation sessions, including site visits, as the Board determines are appropriate from time to time. With the assistance of the Compensation and Nominating Committee, the Board shall periodically consider how directors may maintain the skill and knowledge necessary to meet their obligations as directors, including through continuing education programs, and evaluate and review the performance of the Board, each of its committees and each of the directors.

7. Access to Information

In its discharge of the foregoing duties and responsibilities, the Board shall have free and unrestricted access at all times, either directly or through its duly appointed representatives, to officers of the Corporation and to the relevant books, records and systems of the Corporation as considered appropriate.

8. Independent Advisors

The Board shall have the authority to engage and terminate such independent counsel and other advisors as it may from time to time deem necessary or advisable for its purposes and to set and cause to be paid by the Corporation the compensation of any such counsel or advisors.

9. Self-Assessment

The Board shall, together with the Compensation and Nominating Committee, at least annually, assess the Board's effectiveness with a view to ensuring the effective performance of the Board.

10. Board Review of Charter

The Board shall periodically review the adequacy of the Board's charter. In accordance with NI 58-101, the text of this mandate shall be included in the Corporation's management information circular.

11. No Rights Created

This Mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the committees of the Board assist the Board in directing the affairs of Orvana. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of Orvana's Articles and By-laws, it is not intended to establish any legally binding obligations.