



**INFORMATION CIRCULAR**

**FOR THE**

**ANNUAL GENERAL MEETING**

**OF THE SHAREHOLDERS OF**

**GOLDGROUP MINING INC.**

**TO BE HELD ON**

**TUESDAY, JUNE 16, 2015**

**Dated as of:**

**MAY 12, 2015**



## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the shareholders (the "Meeting") of Goldgroup Mining Inc. (the "Company" or "Goldgroup") will be held at the offices of Davis LLP, located at 2800 Park Place, 666 Burrard Street, Boardroom #2806, Vancouver, British Columbia, V6C 2Z7, Canada, **on Tuesday, June 16, 2015 at 11:00 a.m. (PST)**, for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the financial year ended December 31, 2014 together with the report of the auditor thereon;
2. to fix the number of directors at seven;
3. to elect directors of the Company for the ensuing year;
4. to appoint Davidson & Company LLP as the auditors of the Company and to authorize the directors to fix the auditors' remuneration;
5. to consider and, if deemed advisable, to pass, with or without variation, a resolution approving a new stock option plan of the Company, as more fully described under the heading "Particulars of Matters to be Acted Upon" in the Company's management information circular provided along with this notice; and
6. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

This notice is accompanied by an information circular, either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders, and, for those registered shareholders who so requested, a copy of the audited consolidated Financial Statements and Management Discussion and Analysis ("MD&A") of the Company for the financial year ended December 31, 2014. Shareholders are able to request to receive copies of the Company's annual and/or interim financial statements and MD&A on the form of proxy or voting instruction form, as applicable. The audited consolidated financial statements and MD&A of the Company for the financial year ended December 31, 2014 will be sent to those shareholders who have previously requested to receive them. Otherwise, they are available upon request to the Company or they can be found on SEDAR at [www.sedar.com](http://www.sedar.com) or on the Company's website at [www.goldgroupmining.com](http://www.goldgroupmining.com).

Registered shareholders who are unable to attend the Meeting are requested to complete, date, sign and return the enclosed form of proxy and deposit it with the Company's transfer agent by 11:00 a.m. (PST) on June 12, 2015, or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of any adjourned Meeting so that as large a representation as possible may be had at the Meeting. Non-registered shareholders of the Company who have received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the "Intermediary"), are required to complete and return the materials in accordance with the instructions provided by the Intermediary. The board of directors of the Company has by resolution fixed the close of business on May 12, 2015 as the record date being the date for the determination of the registered holders of common shares entitled to receive notice of and to vote at the Meeting and any adjournment thereof. Goldgroup shareholders are requested to complete and return the enclosed form of proxy to ensure that your Goldgroup common shares will be represented at the Meeting, whether or not you are personally able to attend. If you have questions, you may contact the Company's Corporate Secretary by telephone at 604-682-1943 or by email at [swong@goldgroupmining.com](mailto:swong@goldgroupmining.com).

**DATED** at Vancouver, British Columbia this 12<sup>th</sup> day of May, 2015.

By Order of the Board of Directors

*(Signed) "Keith Piggott"*

Keith Piggott

Chairman, CEO & President

## INVITATION TO SHAREHOLDERS

### Dear Shareholder:

On behalf of Goldgroup Mining Inc.'s (the "Company") board of directors (the "Board of Directors"), management and employees, we invite you to attend our Annual General Meeting (the "meeting") of Shareholders on June 16, 2015 to be held at the offices of Davis LLP, located at 2800 Park Place, 666 Burrard Street, Boardroom #2806, Vancouver, British Columbia, V6C 2Z7, Canada at 11:00 a.m. (PST).

The items of business to be considered at the meeting are described in the Notice of Annual General Meeting of Shareholders of Goldgroup Mining Inc. and accompanying management proxy circular. The contents and the sending of the management proxy circular have been approved by the Board of Directors.

We encourage you to vote, which can easily be done by following the instructions enclosed with this management proxy circular. Following the formal portion of the meeting, management will review the Company's operation and financial performance during 2014 and provide an outlook on priorities for 2015 and beyond. You will also have an opportunity to ask questions and to meet your directors and executives.

Many of our public documents, including our 2014 Annual Report, are available on the Company's website at [www.goldgroupmining.com](http://www.goldgroupmining.com). We encourage you to visit our web site during the year for information about our Company, including news releases and investor presentations. To ensure you receive the latest news on the Company you can subscribe through our web site. Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).

We look forward to seeing you at the meeting.

Yours sincerely,

(Signed) "Keith Piggott"

Keith Piggott  
Chairman, CEO & President

## **VOTING AND PROXIES: QUESTIONS AND ANSWERS**

This management proxy circular is dated May 12, 2015 and is furnished in connection with the solicitation by or on behalf of the management of Goldgroup Mining Inc. (“Goldgroup”, the “Company”, “our” or “we”) of proxies to be used at the Annual General meeting of shareholders of Goldgroup to be held at the offices of Davis LLP, located at 2800 Park Place, 666 Burrard Street, Boardroom #2806, Vancouver, British Columbia, V6C 2Z7, Canada on June 16, 2015 at 11:00 a.m. (PST) for the purposes indicated in the Notice of Annual General Meeting. It is expected that solicitation will be primarily by mail, but proxies may also be solicited personally, by telephone or facsimile or other similar means by Goldgroup employees or agents. Custodians and fiduciaries will be supplied with proxy materials to forward to beneficial owners of common shares of Goldgroup. The record date to determine which shareholders are entitled to receive notice of and vote at the meeting is May 12, 2015.

Your vote is very important to us. We encourage you to exercise your vote using any of the voting methods described herein. To be valid, completed proxy forms must be dated, completed, signed and deposited with our transfer agent, Computershare Trust Company of Canada (“Computershare”): (i) by mail using the enclosed return envelope or one addressed to Computershare Trust Company of Canada, Proxy Department, 135 West Beaver Creek, P.O. Box 300, Richmond Hill, Ontario, L4B 4R5; (ii) by hand delivery to Computershare, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1; or (iii) by facsimile to (416) 263-9524 or 1-866-249-7775. Additionally, you may vote by using the internet at [www.investorvote.com](http://www.investorvote.com) or by calling 1-866-732-VOTE (8683). Your proxy instructions must be received in each case no later than 11:00 a.m. (PST) on June 12, 2015. Please read the following for commonly asked questions and answers regarding voting and proxies.

### **Q. Am I entitled to vote?**

**A.** You are entitled to vote if you are a holder of common shares of Goldgroup as of the close of business on May 12, 2015, the record date for the meeting. Each common share is entitled to one vote. A simple majority of votes (50% plus one vote) is required to approve all matters. The list of registered shareholders maintained by Goldgroup will be available for inspection after May 12, 2015, during usual business hours at the offices of Computershare located at 510 Burrard Street, 3rd Floor, Vancouver, British Columbia and will be available at the meeting.

### **Q. What am I voting on?**

**A.** You will be voting:

- to elect directors of the Company for the ensuing year;
- to appoint Davidson & Company LLP as the auditors of the Company and to authorize the directors to fix the auditors’ remuneration; and
- to approve a new stock option plan.

### **Q. What if amendments are made to these matters or if other matters are brought before the meeting?**

**A.** If you attend the meeting in person and are eligible to vote, you may vote on such matters as you choose. If you have completed and returned a proxy, the securities represented by proxy will be voted or withheld from voting in accordance with your instructions on any ballot that may be called for and, if you specify a choice with respect to any matter to be acted upon, the securities will be voted accordingly. The persons named in the proxy form will have discretionary authority with respect to amendments or variations to matters identified in the Notice of Annual General Meeting and to other matters that may properly come before the meeting. As of the date of this management proxy circular, our management knows of no such amendment, variation or other matter expected to come before the meeting. If any other matters properly come before the meeting, the persons named in the proxy form will vote on them in accordance with their best judgment. The management of Goldgroup is soliciting your proxy. Solicitation of proxies is done primarily by mail, supplemented by telephone or other contact, by our employees or agents at a nominal cost, and all of these costs are paid by Goldgroup. If you are eligible to vote and your shares are registered in your name, you can vote your shares in person at the meeting or by completing your proxy form through any of the methods described above. If your shares are not registered in your name but are held by a nominee, please see below.

### **Q. How can I vote?**

**A.** If you are eligible to vote and your shares are registered in your name, you can vote your shares in person at the meeting or by completing your proxy form through any of the methods described above. If your shares are not registered in your name but are held by a nominee, please see below.

**Q. How can a non-registered shareholder vote?**

**A.** If your shares are not registered in your name, but are held in the name of a nominee (usually a bank, trust company, securities broker or other financial institution), your nominee is required to seek your instructions as to how to vote your shares. Your nominee will have provided you with a package of information, including these meeting materials and either a proxy or a voting form. Carefully follow the instructions accompanying the proxy or voting form.

**Q. How can a non-registered shareholder vote in person at the meeting?**

**A.** Goldgroup does not have access to all the names of its non-registered shareholders. Therefore, if you are a non-registered shareholder and attend the meeting, we will have no record of your shareholdings or of your entitlement to vote unless your nominee has appointed you as a proxyholder. If you wish to vote in person at the meeting, insert your name in the space provided on the proxy form or voting form sent to you by your nominee. In doing so you are instructing your nominee to appoint you as a proxyholder. Complete the form by following the return instructions provided by your nominee. You should report to a representative of Computershare upon arrival at the meeting.

**Q. Who votes my shares and how will they be voted if I return a proxy?**

**A.** By properly completing and returning a proxy, you are authorizing the person named in the proxy to attend the meeting and vote your shares. You can use the enclosed proxy form, or any other proper form of proxy, to appoint your proxyholder. The shares represented by your proxy must be voted according to your instructions in the proxy. If you properly complete and return your proxy but do not specify how you wish the votes cast, your shares will be voted as your proxyholder sees fit. Unless contrary instructions are provided, shares represented by proxies received by management will be voted:

- FOR the election of directors from those nominees set out in this management proxy circular;
- FOR the appointment of Davidson & Company LLP as auditors; and the authorization of the directors to fix the auditors' remuneration; and
- FOR the approval of a new stock option plan.

**Q. Can I appoint someone other than the individuals named in the enclosed proxy form to vote my shares?**

**A.** **Yes, you have the right to appoint the person of your choice, who does not need to be a shareholder, to attend and act on your behalf at the meeting.** If you wish to appoint a person other than the names that appear, then strike out those printed names appearing on the proxy form and insert the name of your chosen proxyholder in the space provided.

NOTE: It is important to ensure that any other person you appoint is attending the meeting and is aware that his or her appointment to vote your shares has been made. Proxyholders should, upon arrival at the meeting, present themselves to a representative of Computershare.

**Q. What if my shares are registered in more than one name or in the name of my company?**

**A.** If the shares are registered in more than one name, all those registered must sign the form of proxy. If the shares are registered in the name of your company or any name other than yours, you should submit documentation that proves you are authorized to sign the proxy form, concurrently with the filing of your proxy.

**Q. Can I revoke a proxy or voting instruction?**

**A.** If you are a registered shareholder and have returned a proxy, you may revoke it by:

1. completing and signing a proxy bearing a later date, and delivering it to Computershare; or
2. delivering a written statement revoking your proxy, signed by you or your authorized attorney to:
  - (a) the Corporate Secretary of Goldgroup Mining Inc. at Suite #1502 – 1166 Alberni Street, Vancouver, B.C., V6E 3Z3, Canada at any time up to and including the last business day prior to the meeting, or the business day preceding the day to which the meeting is adjourned; or
  - (b) to the Chairman of the meeting prior to the start of the meeting.

If you are a non-registered shareholder, contact your nominee.

**Q. Is my vote confidential?**

**A.** Your proxy vote is confidential. Proxies are received, counted and tabulated by our transfer agent, Computershare. Computershare does not disclose the results of individual shareholder votes unless: they contain a written comment clearly intended for management; in the event of a proxy contest or proxy validation issue; or if necessary to meet legal requirements. Proxy voting records are routinely shared with management and counsel in the days prior to the meeting.

**Q. How many common shares are outstanding?**

**A.** As of May 12, 2015, there were **145,094,596** common shares outstanding. We have no other class or series of voting shares outstanding.

**Q. What is electronic delivery?**

**A.** Electronic delivery is voluntary e-mail notification sent to shareholders when documents such as our annual report, quarterly reports and this management proxy circular are available on our web site. If you wish, you may elect to be notified by e-mail when documentation is posted on our web site. Electronic delivery will save paper, reduce our impact on the environment and reduce costs.

**Q. How can I ask for electronic delivery?**

**A.** If you are a registered shareholder, go to the Investor Communication web site at [www.InvestorDelivery.com](http://www.InvestorDelivery.com) and follow the instructions on the screen.

You will need your Control Number and your PIN number (you will find them on the proxy form provided in your package).

Non-registered holders can sign up for mailings (not proxy materials) through [www.computershare.com/maillinglist](http://www.computershare.com/maillinglist).

If you have a question regarding the meeting, please contact Computershare at 1-877-982-8760 or visit [www.computershare.com](http://www.computershare.com).

**Q. What if I have other questions?**

**A.** If you have a question regarding the meeting, please contact Computershare at 1-877-982-8760 or visit [www.computershare.com](http://www.computershare.com).



## MANAGEMENT INFORMATION CIRCULAR

(all information as at May 12, 2015 unless otherwise noted)

### THE MEETING

This information circular (the "Information Circular") is furnished in connection with the solicitation of proxies by or on behalf of the management of Goldgroup Mining Inc. (the "Company", or "Goldgroup") for use at the Annual General Meeting (the "Meeting") of shareholders of the Company (the "Shareholders") to be held on Tuesday, June 16, 2015, at 11:00 a.m. (PST), or any adjournment thereof, at the offices of Davis LLP, located at 2800 Park Place, 666 Burrard Street, Boardroom #2806, Vancouver, British Columbia, V6C 2Z7, Canada for the purposes set out in the accompanying notice of meeting (the "Notice of Meeting").

The information contained in this Information Circular is given as of May 12, 2015. This Information Circular, the Notice of Meeting and accompanying Proxy are being mailed on or about May 20, 2015. In this Information Circular, references to "the Company", "Goldgroup", "we" and "our" refer to Goldgroup Mining Inc. "Common Shares" means common shares without par value in the capital of the Company, "Beneficial Shareholders" means shareholders who do not hold Common Shares in their own name and "Intermediaries" refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders. Unless otherwise indicated, all references to "\$" or "dollars" in this Information Circular mean United States dollars.

### REVOCABILITY OF PROXIES

The persons named in the accompanying form of proxy are directors and officers of the Company. You have the right to appoint some other person or company of your choice, who need not be a Shareholder, to attend and act on your behalf at the Meeting.

**A Shareholder desiring to appoint some other person or company to represent him or her at the Meeting may do so either by inserting the name of such person or company in the blank space provided in the accompanying form of proxy and striking out the names of the management nominees or by duly completing another proper form of proxy and, in either case, depositing the completed proxy at the offices of the Company's registrar and transfer agent, Computershare Investor Services Inc., Attention: Proxy Department, 100 University Ave., 9th Floor, North Tower, Toronto, Ontario, Canada, M5J 2Y1 before the specified time described in the previous section.**

In addition to revocation in any other manner permitted by law, a Registered Shareholder who has given a proxy may revoke it: (a) by attending the Meeting and voting the Registered Shareholder's common shares, (b) by fully executing another form of proxy bearing a later date and duly depositing the same before the specified time, or (c) by executing a valid notice of revocation (where a new proxy is not also filed). A registered Shareholder means a Shareholder of the Company in possession of a physical Common Shares certificate of the Company as recorded with the Transfer Agent.

A later dated proxy or notice of revocation must be executed by the Registered Shareholder or the Registered Shareholder's authorized attorney in writing, or, if the Registered Shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and delivered by fax at 1-866-249-7775 (toll free in Canada and the United States) or 416-263-9524 (outside of Canada and the United States), or by mail (via postage paid return envelope) at Computershare Investor Services Inc., attention: Proxy Department, 100 University Ave., 9th Floor, North Tower, Toronto, Ontario, Canada, M5J 2Y1 or to the head office of the Company located at Suite #1502 – 1166 Alberni Street, Vancouver, B.C., V6E 3Z3, Canada.

A later dated proxy must be received before 11:00 a.m. (PST) on June 12, 2015, or if the Meeting is adjourned, the day that is two business days before any reconvening thereof at which the Proxy is to be used, or to the chair of the Meeting on the day of the Meeting or any reconvening thereof, or in any other provided by law. Only Registered Shareholders have the right to revoke a proxy. Beneficial Shareholders who wish to change their vote must, in sufficient time in advance of the Meeting, arrange for their Intermediaries to change the vote and, if necessary, revoke their proxy. A revocation of proxy will not affect a matter on which a vote is taken before the revocation.

### EXERCISE OF DISCRETION

The persons named in the enclosed form of proxy will vote the shares in respect of which they are appointed in accordance with the direction of the Shareholders appointing them. **In the absence of such direction, such shares will be voted in the discretion of the person named in the proxy. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting.** At the time of printing of this information circular, management knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters which are not now known to management should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the named proxies.

#### *Persons Making the Solicitation*

Goldgroup's management is using this Information Circular to solicit proxies from Shareholders for use at the Meeting. The solicitation of proxies will be primarily by mail, but Goldgroup's directors, officers and regular employees may also solicit proxies personally or by telephone. Goldgroup will bear all costs of the solicitation. Goldgroup has arranged for Intermediaries to forward the Meeting materials to beneficial owners of Common Shares held of record by those Intermediaries and Goldgroup may reimburse the Intermediaries for their reasonable fees and disbursements in that regard.

### COMPLETION AND PROXY INSTRUCTIONS

#### *Voting of Proxies*

The Common Shares represented by the accompanying form of proxy (if the same is properly executed in favour of Keith Piggott, David L. Ingram or Sam Wong, the management nominees, and is received at the offices of Computershare Investor Services Inc., Attention: Proxy Department, 100 University Ave., 9th Floor, North Tower, Toronto, Ontario, Canada, M5J 2Y1, by no later than 11:00 a.m. (PST) on June 12, 2015 or, if the Meeting is adjourned, then not less than 48 hours (excluding Saturdays, Sundays and holidays) before any such adjourned meeting), will be voted at the Meeting, and, where a choice is specified in respect of any matter to be acted upon, will be voted or withheld from voting in accordance with the specification made. **In the absence of such a specification, the person designated in the accompanying form of proxy will vote in favour of all matters to be acted on at the Meeting.**

The accompanying form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to the matters set forth in the accompanying notice of Meeting, or all other business or matters that may properly come before the Meeting. At the date hereof, management of the Company knows of no such amendments, variations or other business or matters to come before the Meeting.

#### *Registered Holders*

Only Shareholders registered as shareholders in the Company's shareholder registry maintained by the Company's registrar and transfer agent or duly appointed Proxyholders (except as discussed below under "Non-registered Shareholders") will be recognized to make motions or vote at the Meeting.

#### *Non-Registered Shareholders*

**Many Shareholders are "non-registered" shareholders because the shares of the Company they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares.** More particularly, a person is not a registered Shareholder in respect of shares which are held on behalf of that person (the "Non-Registered Holder") but which are registered either: (a) in the name of an Intermediary that the Non-Registered Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities



dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or (b) in the name of a clearing agency (such as CDS & Co., the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms) of which the Intermediary is a participant.

There are two kinds of Non-Registered Holders: (a) those who object to their name being made known to the issuers of securities which they own (called OBOs, for Objecting Beneficial Owners) and (b) those who do not object to the issuers of the securities they own knowing who they are (called NOBOs, for Non-Objecting Beneficial Owners).

Subject to the provisions of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of Reporting Issuers* (NI 54-101), issuers can request and obtain a list of their NOBOs from intermediaries via their transfer agents and use the NOBO list for distribution of proxy-related materials directly (not via Broadridge Financial Solutions Inc., to whom many Intermediaries delegate investor communications) to NOBOs.

Goldgroup is taking advantage of NI 54-101 that permits us to directly deliver proxy-related materials to our NOBOs who have not waived the right to receive them. As a result, NOBOs can expect to receive a Voting Instruction Form (“VIF”), together with the Notice of Meeting, this Information Circular and related documents from our transfer agent, Computershare Investor Services Inc. (“Computershare”). These VIFs are to be completed and returned to Computershare in the envelope provided or by facsimile or voted using the telephone or internet alternatives included on the VIF. **NOBOs should carefully follow the instructions of Computershare, including those regarding when and where to complete the VIFs that are to be returned to Computershare.**

Shareholders with questions respecting the voting of shares held through a stockbroker or other financial intermediary should contact that stockbroker or other intermediary for assistance.

#### **INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON**

No person who was a director or senior officer of the Company at any time since the beginning of the Company’s last completed financial year, no person who is a proposed nominee for election as a director of the Company and no associate or affiliate of any such director, senior officer or proposed nominee has any material interest, direct or indirect, in any matter to be acted upon at the Meeting other than the election of directors.

#### ***Record Date and Outstanding Shares***

The Record Date for determining persons entitled to receive notice of and vote at the Meeting is May 12, 2015. Only persons who were Registered Shareholders as of the close of business on May 12, 2015 are entitled to vote at the Meeting, or any adjournment or postponement thereof, in the manner and subject to the procedures described in this Information Circular. A quorum for the Meeting shall be two persons present in person, each being a shareholder entitled to vote or appointed by proxy, and holding together or representing by proxy not less than 5% of the outstanding shares of the Company entitled to vote at a meeting.

#### **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

The Company’s authorized capital consists of an unlimited number of common shares without par value. As at the date hereof, the Company has issued and outstanding **145,094,596** fully paid and non-assessable common shares, each share carrying the right to one vote. The Company has no other classes of voting securities and does not have any classes of restricted securities. The outstanding Common Shares are listed on the Toronto Stock Exchange (the “TSX”) under the symbol “GGA”.

To the knowledge of the directors and executive officers of the Company, the only persons who, or corporations which, beneficially own, or control or direct, directly or indirectly, shares carrying 10% or more of the voting rights attached to all outstanding shares of the Company are:

Name	Number of Common Shares Beneficially Owned, Controlled or Directed	Percentage of Outstanding Common Shares
Keith Piggott	15,971,455 <sup>(1)</sup>	11%

(1) Of the 15,971,445 common shares, 11,582,011 common shares are held by Happy Holdings Limited and 4,389,434 are held directly by Keith Piggott.

## VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the ordinary resolutions described herein. If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled all such nominees will be declared elected or appointed by acclamation.

## ELECTION OF DIRECTORS

The board of directors of the Company (the "Board") is a variable board consisting of not fewer than one and not more than fifteen directors. The term of office of each of the current directors will end immediately before the election of directors at the Meeting. Management does not contemplate that any of the nominees will be unable to serve as a director. However, if a nominee should be unable to so serve for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. Unless the director's office is earlier vacated in accordance with the *Business Corporations Act* (British Columbia) and the by-laws of the Company, each director elected will hold office until the next annual meeting or until his successor is appointed.

At the Meeting, the Shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company for the ensuing year at seven (7). Such resolution will be approved if the majority of Common Shares present or represented by proxy at the Meeting and entitled to vote are voted in favour thereof. At the Meeting, the Company will ask Shareholders to vote for the election of the six nominees proposed by the Company as directors. Each holder of common shares will be entitled to cast their votes for, or withhold their votes from, the election of each director. The management proxyholders named in the accompanying form of proxy as proxyholders intend to vote for the election of all nominees whose names are set forth in this Information Circular, unless instructed otherwise.


### *Majority Voting for Directors*

As part of its ongoing review of corporate governance practices, the Company requires, in an uncontested election of directors, any nominee for election as a director who receives a greater number of votes "withheld" than votes "for" to tender his or her resignation to the Chair of the Board of Directors promptly following the shareholder's meeting. The Corporate Governance and Nominating Committee will consider the offer of resignation and make a recommendation to the Board of Directors on whether to accept it. In considering whether or not to recommend acceptance of the resignation, the Corporate Governance and Nominating Committee will consider all factors deemed relevant by members of such Committee. The Corporate Governance and Nominating Committee will be expected to recommend acceptance of the resignation except in situations where the consideration would warrant the applicable director continuing to serve on the Board of Directors. The Board of Directors will make its final decision and announce it in a news release within 90 days following the shareholders' meeting. A director who tenders his resignation pursuant to this policy will not participate in any meeting of the Board of Directors or the Corporate Governance and Nominating Committee at which the resignation is considered.


### *Nominees*

The following table sets forth for each of the persons proposed to be nominated for election as directors their name, city, province/state and country of residence; their principal occupations or employment; a brief biographical description; the date on which they became directors of the Company; their independence; their memberships with the applicable committees of the Company; each nominee's attendance to board meetings and applicable committee meetings. The four committees of the Company are: (i) Audit Committee (AC), (ii) Compensation Committee (CC), and (iii) Governance & Nominating Committee (GNC).


In addition, the table shows the nominees' current equity ownership consisting of common shares beneficially owned, directly or indirectly, or controlled or directed, and options credited to, each nominee. For additional information regarding compensation, options, equity ownership, and current directorships, please refer to the Statement of Executive Compensation, Director Compensation, Statement of Corporate Governance Practices and Other Directorships. Below includes the attendance of each director for the Board of Directors meetings and various committee meetings held between January 1, 2014 to December 31, 2014.

Name of Director	Common Shares Beneficially Owned, Directly or Indirectly, or Controlled or Directed	Number of Options Held												
<b>Keith Piggott</b>														
 Sonora, Mexico Director since: August 2006 Non-Independent Member of the Board	15,971,455 <sup>(1)</sup>	1,760,000												
	Principal Occupation for the Past Five Years: Keith Piggott is currently the President, Chairman and a Director of the Company. Mr. Piggott is the Legal Representative of Gramin S.A. de C.V. and Minera Secotec S.A. de C.V. Over the last 40 years, Mr. Piggott has started and operated numerous underground, open cut and beach sand mines in Zambia, Australia and Mexico. In addition to producing copper, cobalt, rutile, zircon, tungsten and tin at various times, he has spent the majority of his career producing gold and silver. He has undertaken exploration work in Australia, Papua New Guinea, Chile, the United States and various regions of Central America. He has experience in Mexico which has come through operating a number of gold mines in the region for nearly 10 years. He earned a Mining Engineering degree from the Camborne School of Mines in 1964 and completed the Executive Development Course at the London Business School in 1972.													
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- (1) Of the 15,971,445 common shares, 11,582,011 common shares are held by Happy Holdings Limited and 4,389,434 are held directly by Keith Piggott.
- (2) Mr. Piggott was the Company's CEO from April 30, 2010 and President from March 25, 2011 to October 11, 2012 whereby Mr. Sedun replaced him as Interim President and CEO. Hans von Michaelis was appointed as the Company's President & CEO to replace Gregg J. Sedun effective November 13, 2012. Mr. Von Michaelis resigned as the Company President and CEO on June 26, 2013 and as a Director on November 14, 2013. Mr. Piggott was appointed as Chairman, President & CEO of the Company on June 23, 2013.
- (3) Keith Piggott is not independent as he is currently the Company's President, Chairman and CEO.

<b>Gregg J. Sedun</b>																	
 British Columbia, Canada Director since: April 2010 Non-Independent Member of the Board	1,965,500 <sup>(1)</sup>	1,260,000															
	Principal Occupation for the Past Five Years: Mr. Sedun is President and CEO of Global Vision Capital Corp., a venture capital company based in Vancouver Canada, as well as a director/officer of numerous public companies.																
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200,000	\$0.10	November 18, 2018															
650,000	\$0.145	February 12, 2020															


- (1) Of the 1,965,500 common shares, 1,000,000 common shares are held by GJS Capital Corp. and 965,500 are held directly by Gregg Sedun.
- (2) Gregg J. Sedun is not independent as he held the position of Executive Chairman from April 30, 2010 to November 13, 2012 and also Interim President & CEO from October 11, 2012 to November 13, 2012.
- (3) Gregg J. Sedun was a member of The Strategic Committee. The Strategic Committee was formed on November 14, 2013 and dissolved on October 14, 2014.

Name of Director	Common Shares Beneficially Owned, Directly or Indirectly, or Controlled or Directed	Number of Options Held																		
<b>Corry J. Silbernagel</b>																				
 British Columbia, Canada Director since: May 2010 Independent Member of the Board Chairman & Member of GNC Chairman & Member of AC Member of the CC	500,907	950,000																		
	Principal Occupation for the Past Five Years: Mr. Silbernagel is Partner at, a Vancouver-based private equity fund. Formerly he was a Director of Expedition Mining, Universal Uranium Ltd., and a Director and Senior Officer of Toro Resources Corp. Prior to this, he was CFO of Cabo Drilling Corp., one of Canada's largest exploration drilling services companies following his role as a management and financial consultant and corporate advisor in strategy, finance, business development and marketing. As a professional engineer, he has managed large-scale projects in excess of \$100 million in the mining and oil and gas industry for companies such as Suncor Energy and TransAlta Energy. He holds a Masters of Business Administration from INSEAD and a Bachelor's degree in Applied Science in Civil Engineering from the University of British Columbia																			
<table border="1"> <thead> <tr> <th>Board/Committee Membership</th> <th>Attendance (1)</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Board</td> <td>7 of 7</td> <td>100%</td> </tr> <tr> <td>Audit Committee</td> <td>4 of 4</td> <td>100%</td> </tr> <tr> <td>Compensation Committee</td> <td>0 of 0</td> <td>N/A</td> </tr> <tr> <td>Governance &amp; Nominating Committee</td> <td>0 of 0</td> <td>N/A</td> </tr> <tr> <td>Strategic Committee <sup>(1)</sup></td> <td>0 of 0</td> <td>N/A</td> </tr> </tbody> </table>			Board/Committee Membership	Attendance (1)	%	Board	7 of 7	100%	Audit Committee	4 of 4	100%	Compensation Committee	0 of 0	N/A	Governance & Nominating Committee	0 of 0	N/A	Strategic Committee <sup>(1)</sup>	0 of 0	N/A
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200,000	\$0.10	November 18, 2018																		
575,000	\$0.145	February 12, 2020																		


- (1) Corry J. Silbernagel was a member of The Strategic Committee. The Strategic Committee was formed on November 14, 2013 and dissolved on October 14, 2014.
- (2) Corry J. Silbernagel was appointed Chairman of the Compensation Committee from June 26, 2013 to December 16, 2014 whereby David Ingram was appointed Chairman of the Compensation Committee. There were no meetings held during the year ended December 31, 2014

<b>David L. Ingram</b>																	
 British Columbia, Canada Director since: November 2014 Independent Member of the Board Member of the AC Member of the GNC Chairman & Member of the CC	363,400	500,000															
	Principal Occupation for the Past Five Years: Mr. Ingram's business career has focused on management strategy, business advice and investment in new ventures and start-ups, in a variety of sectors, including technology, resources, services and real estate. Most of these enterprises have been developed, operated, and sold within the private sector. Mr. Ingram has sat on numerous public and private boards of directors and advisory boards. Prior to his involvement in the private sector, and upon graduating from University, Mr. Ingram worked for several years for the Canadian government and the Peoples Bank, Sri Lanka. Mr. Ingram graduated from the University of Toronto with a Bachelor of Commerce and with an MBA from Harvard University. Mr. Ingram was a co-founder of the Company and was a Director of the Company from August 24, 2006 to April 30, 2010.																
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- (1) Mr. Ingram was appointed a Director of the Company on November 12, 2014. There was only 1 meeting between the period of November 12, 2014 to December 31, 2014.
- (2) Mr. Ingram was appointed as a member of the Audit Committee on December 16, 2014. There were no meetings between the December 16, 2014 to December 31, 2014.
- (3) Mr. Ingram was appointed a member of the Compensation Committee on December 16, 2014. He was also appointed Chairman of the Compensation Committee replacing Corry J. Silbernagel. There were no meetings between the December 16, 2014 to December 31, 2014.
- (4) Mr. Ingram was appointed to the Governance Committee on December 16, 2014. There were no meetings between the December 16, 2014 to December 31, 2014.

Name of Director	Common Shares Beneficially Owned, Directly or Indirectly, or Controlled or Directed	Number of Options Held									
<b>Enrique A. Peralta</b>											
 México City, México Director since: June 2013 Non-Independent Member of the Board Member of the GNC	Nil	600,000									
	Principal Occupation for the Past Five Years: In 2006, Mr. Peralta established a boutique law firm, Peralta Abogados, S.C. located in Mexico. Peralta Abogados, S.C. specializes in Corporate and regulatory compliance in Mexico including corporate mergers, acquisitions, capital market transactions and general corporate law amongst other things. Mr. Peralta's professional career commenced in 1979 whereby his practice primarily worked with the Ministry of Finance participating in the negotiations of international financial transactions entered into by Mexican public sector entities.										
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300,000	\$0.145	February 12, 2020									

(1) Mr. Enrique A. Peralta is a principal of Peralta Abogados, S.C. located in Mexico who provide legal services to the Company. Therefore, Mr. Peralta is considered a Non-Independent member of the Board of Directors.

<b>Javier Reyes</b>														
 Mexico City, Mexico Director since: June 2013 Non-Independent Member of the Board (1) Member of the AC Member of the CC	125,120	800,000												
	Principal Occupation for the Past Five Years: Mr. Reyes is the Founder (2004), President and Chief Executive Officer of Antares Capital Management Ltd., a company that manages four hedge funds which are located in Tortola, British Virgin Islands. Mr. Reyes holds a Bachelor's Degree in Economics and Business Administration and also holds a Masters in Finance. He began his professional and financial services career in 1996 at a well-known brokerage firm in Mexico City. In 2001, he founded a financial consultancy company, where he became the CEO. Mr. Reyes is the founder, President and Chief Executive Officer of the Antares Capital Management and Cygnus Asset Management, and manages 3 hedge funds: Antares Capital Fund, Antares Oil & Gas Fund and Cygnus Real Estate Opportunity Fund. Mr. Reyes currently holds the following positions: President of Credipresto, S.A. de C.V. ENR. (since 2007) and President of Mex e Trade Asesores, S.C. (since 2004). Mr. Reyes has also held the following positions: Chief Executive Office of Mex e Trade On Line, S.C. (2001-2003); Financial Manager of Fabrica de Calzado Liz Ardel, S.A. (1998-2000); and Financial Advisor of Estrategia Bursatil, S.A. (1995-1997).													
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(1) On September 22, 2014, the Company closed an agreement with two lenders (the "Lenders"), RMB and Credipresto, for a USD \$10 million secured medium term loan facility. The Facility is being funded 80% by RMB and 20% by Creditpresto. Javier Reyes, a director of the Company, is a principal of Creditpresto. 20% of all fees and interest associated with this transaction are paid to Creditpresto, which is considered a related party. CreditPresto received \$120,000 as part of facilitation fee and 2.4 million warrants. Therefore Mr. Reyes is considered to be a Non-Independent Member of the Board.

**Notes:**

- (1) The number of Common Shares beneficially owned, controlled or directed, directly or indirectly, by the above directors and officers is based on information furnished by the directors and officers themselves and from the insider reports available at www.sedi.ca.
- (2) As of March 31, 2015, the current directors and officers of the Company, eight (8) in the aggregate, beneficially owned, controlled or directed, directly or indirectly, an aggregate of 18,926,382 Common Shares (excluding stock options granted) or approximately 13.04% of the Common Shares issued and outstanding. To the knowledge of the Company there are no common share owned directly or indirectly by the Nominee Directors.
- (3) The Audit Committee shall meet four times annually, or more frequently as circumstances dictate. The Audit Committee was comprised of Corry J. Silbernagel (Chairman), Javier Reyes and David Ingram for the year ended December 31, 2014. Mr. Silbernagel was appointed Chairman on December 16, 2014. Mr. Donald R. Siemens was the Chairman of the Audit Committee until his resignation on October 14, 2014.
- (4) The Compensation Committee will meet as often as the Chair shall determine to be necessary or appropriate. The Compensation Committee was comprised of David Ingram (Chairman), Corry J. Silbernagel and Javier Reyes for the year ended December 31, 2014. Mr. Corry J. Silbernagel was appointed Chairman of the Compensation Committee from June 26, 2013 to December 16, 2014 whereby David Ingram was appointed Chairman of the Compensation Committee.
- (5) The Governance & Nominating Committee will meet as often as the Chair shall determine to be necessary or appropriate. The Governance & Nominating Committee was comprised of Corry J. Silbernagel (Chairman), Enrique A. Peralta and David Ingram for the year ended December 31, 2014. Mr. Donald R. Siemens was the Chairman of the Audit Committee until his resignation on October 14, 2014.

As of May 12, 2015, the current directors of the Company, as a group, beneficially owned, controlled or directed, directly or indirectly, an aggregate of 18,926,382 Common Shares (excluding stock options granted) or approximately 13.04% of the Common Shares issued and outstanding. To the knowledge of the Company there are no common share owned directly or indirectly by the Nominee Directors.

***Cease Trade Orders, Bankruptcies, Penalties or Sanctions***

Except as disclosed below, to the knowledge of the Company, no proposed director of the Company:

- (a) is, as at the date of this Information Circular, or was within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company), that:
  - (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer, or
  - (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

For the purposes of subsection (a), “order” means:

- (i) a cease trade order;
- (ii) an order similar to a cease trade order; or
- (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for more than 30 consecutive days.

On September 9, 2006, the British Columbia Securities Commission issued a cease trade order against all of the directors of Diamond Field International Limited, including Gregg J. Sedun, who was a director at the time, for that company’s failure to file comparative financial statements for its financial year ended June 30, 2006, Management’s Discussion and Analysis for the year ended June 30, 2006 and Annual Information Form for the year ended June 30, 2006. On November 1, 2006, the cease trade order was revoked when all required filings was made.

A management cease trade order (the “Temporary Order”) was issued against all the directors, management and insiders of Sierra Minerals Inc. (including Keith Piggott and David Ingram who were directors of that company at that time, by the Ontario Securities Commission (the “O.S.C.”) and by the British Columbia Securities Commission (the “B.C.S.C.”), on April 4, 2007 and April 5, 2007 respectively. The Temporary Order was made because Sierra Minerals Inc. failed to file the following continuous disclosure materials as required by Ontario securities law:

- Audited annual financial statements for the year ended December 31, 2006;
- Management discussion and analysis relating to the audited financial statements for the year ended December 31, 2006; and
- Annual Information Form for the year ended December 31, 2006.

The above noted documents were filed by Sierra Minerals Inc. on May 28, 2007. The Temporary Order remained in effect until June 28, 2007 by the O.S.C. and June 29, 2007 by the B.C.S.C., 7 days and 8 days respectively after Sierra Minerals Inc. filed on June 21, 2007, its quarterly financial statements and related management discussion and analysis for the period March 31, 2007.

Except as disclosed herein, to the knowledge of the Company, no director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company

- a) is, as at the date of this Information Circular, or has been within the 10 years before the date of this Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in the 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;
- b) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder;
- c) 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
- d) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

### ***Conflicts of Interest***

The directors are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests that they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board, any director in a conflict will disclose his interest and abstain from voting on such matter.

To the best of the Company's knowledge, and other than disclosed herein, there are no known existing or potential conflicts of interest among the Company, its promoters, directors and officers or other members of management of the Company or of any proposed promoter, director, officer or other member of management as a result of their outside business interests, except that certain of the directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies. All related party transactions during each reporting period are detailed in the Company's Management Discussion & Analysis for the fiscal year ended December 31, 2014.

The former Executive Chairman, Interim President and Chief Executive Officer of the Company was the President, Chairman and Chief Executive Officer of Uracon Resources Ltd. ("Uracon"). The companies shared common office premises and entered into a cost sharing arrangement, effective February 1, 2007 to January 25, 2013. The Company terminated the Agreement with Uracon there are no outstanding agreements in place.

During the year ended December 31, 2014 the Company paid a management fees in the amount of \$100,000 to Gregg Sedun to assist the Company on the completion of the sale sell its 100% interest in the Caballo Blanco Project to Timmins Gold Corp. Gregg Sedun will also receive a total of 160,650 Timmins Gold Corp. common shares (the "Timmins Shares"). The Timmins Shares are currently being held in escrow. Mr. Sedun is considered non-independent.

Mr. Reyes was considered to have a conflict of interest and was considered to be non-independent during the year ended December 31, 2014. On September 22, 2014, the Company closed an agreement with two lenders (the "Lenders"), RMB and Credipresto, for a USD \$10 million secured medium term loan facility. The Facility is being funded 80% by RMB and 20% by Credipresto. Javier Reyes, a director of the Company, is a principal of Credipresto. 20% of all fees and interest associated with this transaction are paid to Creditpresto, which is considered a related party. Creditpresto received \$120,000 as part of facilitation fee and 2.4 million warrants.

Mr. Enrique A. Peralta is a principal of Peralta Abogados, S.C. located in Mexico who provide legal services to the Company. Therefore, Mr. Peralta is considered a Non-Independent member of the Board of Directors.

## AUDIT COMMITTEE

### *Audit Committee Charter*

The complete text of the Company's audit committee charter can be viewed on the Company's website at [www.goldgroupmining.com](http://www.goldgroupmining.com) or for a summary please refer to the "Statement of Corporate Governance Practices". Please also see the "Audit Committee" section of the Company's Annual Information Form for the year ended December 31, 2014, which can be found on SEDAR at [www.sedar.com](http://www.sedar.com) or on the Company's website at [www.goldgroupmining.com](http://www.goldgroupmining.com).

### **Composition, Name of Audit Committee Member, Relevant Experience and Qualifications During the Year Ended December 31, 2014**

Audit Committee Member	Relevant Experience and Qualifications <sup>(1) (2)</sup>
<b>Corry J. Silbernagel</b> <sup>(3)</sup> Independent Member of the Board of Directors Financially Literate	Mr. Silbernagel became a director of Goldgroup in May 2010 and was a Director of Pre-RTO Goldgroup in 2006. Mr. Silbernagel is a partner of a Vancouver-based private equity fund. Prior, Mr. Silbernagel was CFO of Cabo Drilling Corp., one of Canada's largest exploration drilling services companies following his role as a management and financial consultant and corporate advisor in strategy, finance, business development and marketing. As a professional engineer, Mr. Silbernagel has managed large-scale projects in excess of \$100 million in the mining and oil and gas industry for companies such as Suncor Energy and TransAlta Energy. Mr. Silbernagel holds a Masters of Business Administration from INSEAD in Fontainebleau, France and a Bachelors degree in Applied Science in Civil Engineering from the University of British Columbia.
<b>Javier Reyes</b> <sup>(4)</sup> Non-Independent Member of the Board of Directors Financially Literate	Mr. Reyes became a director of Goldgroup in June 2013. Mr. Reyes is the Founder (2004), President and Chief Executive Officer of Antares Capital Management Ltd., a company that manages four hedge funds which are located in Tortola, British Virgin Islands. Mr. Reyes holds a Bachelor's Degree in Economics and Business Administration and also holds a Masters in Finance. He began his professional and financial services career in 1996 at a well-known brokerage firm in Mexico City. In 2001, he founded a financial consultancy company, where he became the CEO. Mr. Reyes is the founder, President and Chief Executive Officer of the Antares Capital Management and Cygnus Asset Management, and manages 3 hedge funds: Antares Capital Fund, Antares Oil & Gas Fund and Cygnus Real Estate Opportunity Fund. Mr. Reyes currently holds the following positions: President of Credipresto, S.A. de C.V. ENR. (since 2007) and President of Mex e Trade Asesores, S.C. (since 2004). Mr. Reyes has also held the following positions: Chief Executive Office of Mex e Trade On Line, S.C. (2001-2003); Financial Manager of Fabrica de Calzado Liz Ardel, S.A. (1998-2000); and Financial Advisor of Estrategia Bursatil, S.A. (1995-1997).
<b>David L. Ingram</b> <sup>(5)</sup> Independent Member of the Board of Directors Financially Literate	Mr. Ingram became a director of Goldgroup in November 2014. Mr. Ingram's business career has focused on management strategy, business advice and investment in new ventures and start-ups, in a variety of sectors, including technology, resources, services and real estate. Most of these enterprises have been developed, operated, and sold within the private sector. Mr. Ingram has sat on numerous public and private boards of directors and advisory boards. Prior to his involvement in the private sector, and upon graduating from University, Mr. Ingram worked for several years for the Canadian government and the Peoples Bank, Sri Lanka. Mr. Ingram graduated from the University of Toronto with a Bachelor of Commerce and with an MBA from Harvard University. Mr. Ingram was a co-founder of the Company and was a Director of the Company from August 24, 2006 to April 30, 2010.

#### Notes:

- (1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.
- (2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.
- (3) Mr. Silbernagel was appointed Chairman of the Audit Committee effective December 16, 2014.
- (4) On September 22, 2014, the Company closed an agreement with two lenders (the "Lenders"), RMB and Credipresto, for a USD \$10 million secured medium term loan facility. The Facility is being funded 80% by RMB and 20% by Credipresto. Javier Reyes, a director of the Company, is a principal of Creditpresto. 20% of all fees and interest associated with this transaction are paid to Creditpresto, which is considered a related party. CreditPresto received \$120,000 as part of facilitation fee and 2.4 million warrants. Therefore Mr. Reyes is considered to be a Non-Independent Member of the Board.
- (5) Mr. Ingram was appointed as a member of the Audit Committee effective December 16, 2014.

### *Audit Committee Oversight*

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

## STATEMENT OF EXECUTIVE COMPENSATION

This section of the Information Circular explains how the Company's executive compensation program is designed and operated with respect to the Company's named executive officers ("NEOs") defined as follows:



- a) the individual who acted as the Company's Chief Executive Officer ("CEO") or acted in a similar capacity for any part of the most recently completed financial year;
- b) the individual who acted as the Company's Chief Financial Officer ("CFO") or acted in a similar capacity for any part of the most recently completed financial year;
- c) each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000; and
- d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year.

The Company's current NEOs are Keith Piggott and Sam Wong.

### *Compensation Discussion and Analysis*

The objectives of the Company's executive compensation program are:

- to reward individual contributions in light of the Company's performance;
- to be competitive with the companies with whom the Company competes for talent;
- to align the interests of the executives with the interests of the shareholders; and
- to attract and retain executives who could help the Company achieve its objectives.

The two basic components of executive compensation have been a fixed salary and performance-based variable incentive compensation which is comprised of stock option grants (the "Total Direct Compensation"). The allocation of Total Direct Compensation value to these different compensation elements is not based on a formula, but rather is intended to reflect market practices as well as the Compensation Committee's discretionary assessment of an executive officer's past contribution and ability to contribute to future short and long-term business results.

The Compensation Committee assists the Board in fulfilling its responsibility to shareholders, potential shareholders and the investment community by reviewing and providing recommendations to the Board regarding compensation of the Company's executive officers, employees and directors, succession plans for executive officers, and the Company's overall compensation and benefits policies, plans and programs.

The Compensation Committee is responsible for establishing, administering and evaluating the compensation philosophy based on criteria, including the Company's performance for the accomplishment of long-term strategic objectives. The Compensation Committee oversees the Company plans, i.e. the Stock Option Incentive Plan. In the determination of compensation for the executive management and directors, the Compensation Committee will utilize any or all of the following: compensation surveys, peer comparison, analysis, compensation consultants and any other reference or means deemed appropriate. All of the members of the Compensation Committee have experience setting compensation for executives in companies of similar size to the Company.

In the course of its deliberations, the Compensation Committee considered the implications of the risks associated with adopting the compensation program currently in place. The Compensation Committee does not believe that the compensation program adopted by the Company creates a material risk that the NEOs or any employee would be encouraged to take inappropriate or excessive risks and no such risks have been detected to date. The Compensation Committee will continue to include this consideration in its deliberations, and believes that it and the Board would detect actions of management or employees of the Company that constitute or would lead to inappropriate or excessive risks.

The Company does not have a policy that would prohibit the NEOs or directors from purchasing financial instruments that are designed or would have the effect of hedging the value of equity securities granted to, or held by these individuals.

### *Executive Compensation-Related Fees*

During the year ended December 31, 2014, there were no fees paid with respect to executive compensation related fees.

### *All Other Fees*

There were no other fees other than disclosed above under Executive Compensation-Related Fees.

### *Base Salary*

Base salary is the fixed portion of Total Direct Compensation and was designed to provide income certainty and to attract and retain executives. Base salaries for NEOs are reviewed annually. During the 2014 fiscal year there were no increases in compensation.

### *Long-term Incentives*

Long-term incentive compensation is provided through the granting of stock options. This incentive arrangement is typically designed to motivate executives to achieve longer-term sustainable business results, align their interests with those of the shareholders and to attract and retain executives.

Participants benefit only if the market value of the Company's common shares at the time of stock option exercise is greater than the exercise price of the stock options at the time of grant. In most instances to date, the vesting period and term of the option has been established by the Board in relation to the circumstances surrounding each grant.

For the 2014 fiscal year, the Compensation Committee reviewed all compensation to be awarded to the NEOs.

The Compensation Committee believed it was important to follow appropriate governance practices in carrying out its responsibilities with respect to the development and administration of executive compensation and benefit programs. Governance practices followed by the Compensation Committee included holding in-camera sessions without management present and, when necessary, obtaining advice from external consultants.

During the year ended December 31, 2014, there were no fees paid with respect to executive compensation related fees.

### *The Role of Management*

For the 2014 fiscal year, management had direct involvement in and knowledge of the business goals, strategies, experiences and performance of the Company. As a result, management played an important role in the compensation decision-making process. The CEO may also provide a self-assessment of his own individual performance objectives and/or results achieved, if requested by the Compensation Committee. No such requests were made by the Compensation Committee during 2014.

### *Performance Assessment*

Rather than strictly applying formulas and weightings to forward-looking performance objectives, which may lead to unintended consequences for compensation purposes, the Compensation Committee exercises its discretion and uses sound judgment in making compensation determinations. For this reason, the Compensation Committee does not measure performance using any pre-set formulas in determining compensation awards for NEOs. The Compensation Committee's assessment of the overall business performance of the Company, including corporate performance against both quantitative and qualitative objectives and, where appropriate, relative performance against peers, provides the context for individual executive officer evaluations for all direct compensation awards.

### *Corporate Performance*

In the future the Compensation Committee will review the results achieved by the Company and discuss them with management on an annual basis. For the purposes of Total Direct Compensation deliberations, the Compensation Committee will then consider the results achieved by the Company to provide general context for the Compensation Committee's review of individual performance by the NEOs. A summary of the 2014 corporate performance results are noted in the section "*Overall Corporate Performance*", below.

### *Individual Performance*

During the 2014 fiscal year there were no increases in compensation. During 2014, the compensation of the Former CFO and the Former VP Operations was fixed. Compensation of the Company's CEO is disclosed under the Summary Compensation Table. Mark Henry the former, General Manager of Cerro Colorado, received a fixed compensation and also received a production bonus in the amount of \$nil (2013 - \$27,286) for meeting specific production targets. Mark Henry was the General Manager of Cerro Colorado until October 1, 2014.

### *Internal Equity and Retention Value*

Executive officers pay relative to other executives' internal equity is generally considered in establishing compensation levels. The difference between one executive officer's compensation and that of the other NEOs reflects, in part, the difference in their relative responsibilities. The CEO's responsibility for the management and oversight of the enterprise is greater than each of the executive officers' respective business areas. The Compensation Committee also considers the retentive potential of its compensation decisions. Retention of the NEOs is generally critical to business continuity and succession planning.

### *Previously Awarded Compensation*

The Compensation Committee approved or recommended compensation awards which were not contingent on the number, term or current value of other outstanding compensation previously awarded to the individual. The Compensation Committee believed that reducing or limiting current stock option grants or other forms of compensation because of prior gains realized by an executive officer would unfairly penalize the officer and reduce the motivation for continued high achievement. Similarly, the Compensation Committee did not purposely increase long-term incentive award values in a given year to offset less-than-expected returns from previous grants. During the annual Total Direct Compensation deliberations, the Compensation Committee was provided with summaries of the history of each executive officer's previously awarded Total Direct Compensation. These summaries help the Compensation Committee to track changes in an executive officer's Total Direct Compensation from year to year and to remain aware of the historical compensation for each individual.

### *Overall Corporate Performance*

For the purposes of Total Direct Compensation deliberations, the Compensation Committee reviewed the 2014 corporate performance results, including the information noted below. The Compensation Committee used this information to determine an overall rating to provide general context for the review of individual performance by the NEOs.

Highlights and Developments included:

- On January 9, 2014 the Company announced that it had started production and produced 285 ounces of gold from the initial gold production in December 2013 from its Cerro Prieto Project.
- On January 14, 2014, the Company announced that it had obtained an injunction against issuance of the 300 new shares purportedly issued by DynaResources de Mexico, S.A. de C.V. ("DynaMex") in favor of DynaResource, Inc. ("DynaUSA") from a Federal Judge of the Mexican Court. The injunction freezes the shares pending trial regarding DynaMex's issuance of the new shares. Before the new shares were purportedly issued, Goldgroup was a 50% shareholder in DynaMex, the company that owns the San Jose de Gracia high-grade gold project in Sinaloa, Mexico. DynaUSA was a 49% shareholder, and Koy Wilber Diepholz ("Diepholz"), DynaUSA's Chairman, Chief Executive Officer and Treasurer, held the remaining 1% interest. This injunction is part of a number of cases being brought by Goldgroup against Diepholz in the Mexican Courts, including the criminal action to investigate whether illegal acts were committed by Diepholz, in his role as CEO of DynaMex, for his own benefit and for the benefit of DynaUSA.
- On February 27, 2014 the Company announced that it received the permit for use of explosives from the Mexican military called SEDENA ("Secretary of National Defense"). This represents the final permit necessary for full-scale operations at the Cerro Prieto project.
- On March 11, 2014 the Company announced that the lawsuit filed against it and others in Dallas County District Court by DynaResource, Inc. and DynaResource de Mexico, S.A. de C.V. (refer to January 22, 2013 news release) has been retracted by the plaintiffs effective March 7, 2014 with all parties bearing their own costs and attorneys' fees incurred.
- On March 14, 2014 the Company announced that its wholly-owned subsidiary Goldgroup Resources Inc. has filed for arbitration in Denver, Colorado against DynaResource, Inc. to protect its interests pursuant to the San Jose de Gracia Earn-in Option Agreement dated September 1, 2006.

- On March 31, 2014 the Company announced that Sonoran Resources LLC and its Mexican subsidiary, SR Servicios Mineros, S.A. de C.V. (jointly, “Sonoran”), have filed a lawsuit in Arizona, USA against Oroco Resource Corp. (“Oroco”), Minas de Oroco Resources S.A. de C.V. (“Minas de Oroco”) and Goldgroup. The lawsuit arises from Oroco’s sale of the Cerro Prieto project to Goldgroup (the “Acquisition”) and pertains to certain contracts (the “Sonoran Contracts”) that were in place between Oroco, Minas de Oroco and Sonoran prior to the Acquisition. Sonoran alleges that Goldgroup breached contracts between Sonoran and Oroco and Minas de Oroco, to which Goldgroup was not a party, and that it intentionally interfered with Sonoran’s business expectations, causing the loss of net profits from the fees claimed to be payable pursuant to the Sonoran Contracts if they had been carried out. Goldgroup is protected by an indemnity agreement between it and Oroco, which includes all damages and costs that relate to a lawsuit such as this. Sonoran is seeking damages in an amount to be determined at trial, but claimed to be in excess of US\$3,000,000. Goldgroup maintains that the Sonoran Contracts were terminated in accordance with the terms of those contracts. It is Oroco’s position that this lawsuit, and the various claims being advanced in it by Sonoran, is an ill-advised legal strategy intended to force Oroco to pay a net US\$177,066.43 (after deduction for double-billing by Sonoran) in unsupported, post-closing invoices.
- On July 29, 2014 the Company announced a non-brokered private placement financing to raise at least CAD\$1 million at a price of CAD\$0.20 per unit. Each unit consisting of one common share and one half of one non-transferable share purchase warrant. Each full warrant will entitle the holder to purchase one additional common share of the Company at a price of CAD\$0.25 for a period of twenty-four months. The private placement expected that up to 25% of the units would be purchased by Company insiders.
- On July 29, 2014 the Company announced that the Government of the State of Sinaloa (the “Sinaloa Government”) had taken steps to attempt to bring a resolution to the dispute over the high-grade San Jose de Gracia Gold Project. The Sinaloa Government had requested that the Company and their Earn-In partner on San Jose de Gracia, DynaResource, Inc. (“DynaUSA”), resolve their differences through mediation with the Sinaloa Government acting as facilitator to that mediation.
- On July 29, 2014 the Company announced that it had ceased adding reagents in July 2014 to the leaching process at the Company’s Cerro Colorado mine which began a wind down phase in the fourth quarter of 2013.
- On August 12, 2014 the Company announced the closing of the first of two tranches of its previously announced non-brokered private placement. Pursuant to the first tranche, the Company issued 5,535,090 units at a price of CAD\$0.20 per unit and as a result received gross proceeds of CAD\$1,107,182. Each unit consists of one common share and one-half of one non-transferable share purchase warrant. Each full warrant entitles the holder to purchase one additional common share of the Company at a price of CAD \$0.25 for a period of 24 months. Finders’ fees payable were in the amount of CAD\$80,918 in respect of the first tranche.
- On August 22, 2014 the Company announced the closing of the second and final tranche of its previously announced non-brokered private placement financing. Pursuant to the second tranche, the Company issued 1,922,112 units at a price of CAD\$0.20 per unit and as a result received gross proceeds of CAD\$384,422. Each unit consists of one common share and one-half of one non-transferable share purchase warrant. Each full warrant will entitle the holder to purchase one additional common share of the company at a price of CAD\$0.25 for a period of 24 months. Finders’ fees were payable to certain finders in the amount of CAD\$12,725 in respect of the second tranche. Total finders’ fees for both tranches of the private placement amounted to CAD\$93,643.
- On September 22, 2014, the Company closed an agreement with two lenders (the “Lenders”), RMB and Creditpresto, for a USD \$10 million secured medium term loan facility. The Facility is being funded 80% by RMB and 20% by Creditpresto. Javier Reyes, a director of the Company, is a principal of Creditpresto. 20% of all fees and interest associated with this transaction are paid to Creditpresto, which is considered a related party. Creditpresto received \$120,000 as part of facilitation fee and 2.4 million warrants. The fair value of warrants issued to Credit Presto was \$192,600 using the Black-scholes model.
- On December 18, 2014 Goldgroup announced that it entered into a definitive agreement to sell its 100% interest in the Caballo Blanco Project to Timmins Gold Corp. for approximate cash and share proceeds totaling up to US\$30 million. The transaction has now closed and Timmins Gold has paid to Goldgroup US\$10 million in cash and issued 16,065,000 Timmins Gold shares. The Company will be entitled to receive an additional contingent amount of US\$5 million that will become payable in cash, Timmins Gold shares, or a combination thereof (at the option of Timmins Gold, provided that the Company’s ownership in Timmins Gold will not exceed 9.9% at any time) should any of the following events occur prior to October 31, 2019: The approval of the Project’s Environmental Impact Statement from SEMARNAT, A change in beneficial ownership of Timmins Gold of greater than 50%; or, The removal or change, at one time, of a majority of the current members of the Timmins Gold Board of Directors.

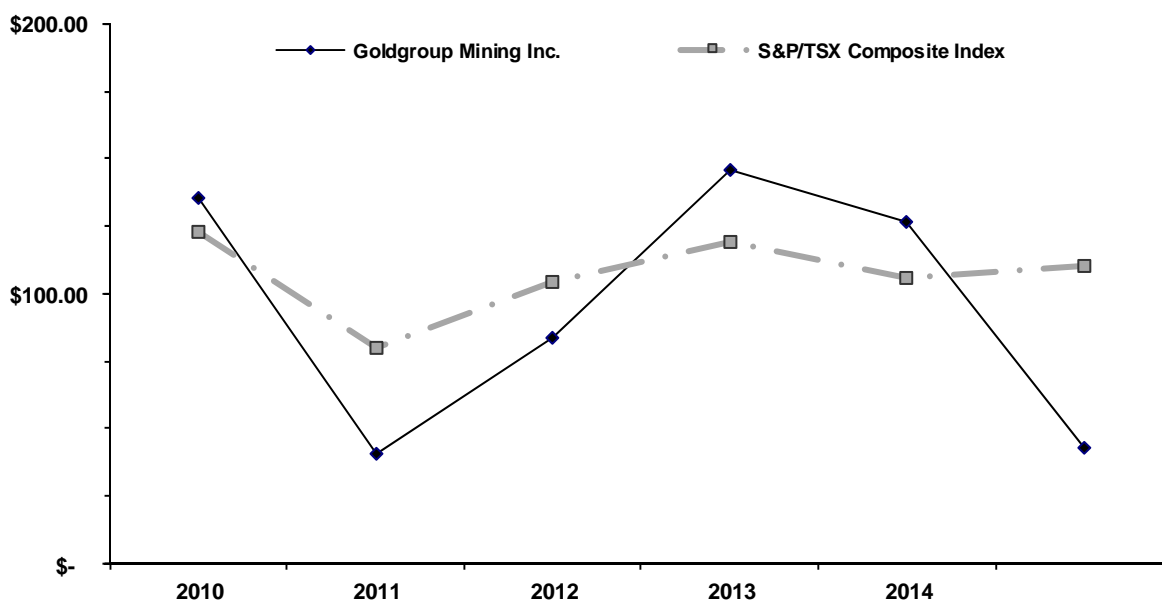
**Subsequent Events**

- During January 2015, the Company paid \$1.5 million of IVA payable.
- During February 2015, the Company made a \$3.0 million voluntary principal repayment of the RMB Facility.
- During February 2015, the Company issued 4.66 million stock option to employees and contractors of the Company.
- On March 19, 2015 the Company announced that Gabino Fraga Pena had resigned as a Director of the Company. Mr. Pena had been a Director of the Company from June 11, 2013 to March 19, 2015.

*Performance Graph*

The Board of Directors recognizes that the mining industry is volatile in share prices. Goldgroup’s focus is on long-term shareholder value growth. Goldgroup’s common shares were valued at \$0.135 on the TSX at December 31, 2014 compared to \$0.08 at December 31, 2013, an increase of approximately 59.26%. The following chart compares the total cumulative shareholder return for \$100 invested in the Company’s common shares since December 31, 2009, with the cumulative total return of the S&P/TSX Composite Index for the five most recently completed fiscal years of the Company.

Goldgroup has experienced significant changes, specifically 2010 through 2014 with the acquisition and disposition of certain assets, and market fluctuation. Goldgroup’s compensation to the Named Executive Officers has stayed relatively flat since 2006, with the exception of severances paid in 2012 and 2013 to certain NEO’s. Also a significant portion of NEO compensation is based on long-term incentives with the ultimate value received tied directly to Goldgroup’s share price performance.



Five Year Cumulative Return on \$100 Investment

	For the financial years ended					
	Dec. 31, 2009	Dec. 31, 2010	Dec. 31, 2011	Dec. 31, 2012	Dec. 31, 2013	Dec. 31, 2014
Goldgroup Mining Inc.	\$208	\$362	\$127	\$ 42	\$ 22	\$ 15.28
S&P/TSX Composite Index	\$131	\$150	\$133	\$138	\$152	\$129.81

## Stock Options

### Stock Option Granting Process

Grants of stock options are made pursuant to the Company's current stock option plan (the "Current Plan") and are typically made annually and for new employees, at the next quarterly meeting of the Board of Directors after the commencement of employment acting in a similar capacity. The Current Plan was approved by the Company's shareholders at the Annual General and Special Meeting of Shareholders held June 11, 2014.

The shareholders approved the current plan which conforms to requirements of the *Income Tax Act* (Canada), the TSX and best practices regarding security based compensation arrangements. Under the Current Plan, the CEO makes recommendations to the Compensation Committee regarding individual employee stock option awards for all recipients. In other circumstances, the Compensation Committee makes its own recommendations to the Board. The CEO does not engage in discussions with the Compensation Committee regarding his own stock option grants.

The Compensation Committee typically reviews the appropriateness of the stock option grant recommendations from the CEO for all eligible employees and accepts or adjusts these recommendations. The Compensation Committee is responsible for approving all individual stock option grants, including grants that are awarded outside the annual compensation deliberation process for such things as promotions or new hires.

The Compensation Committee is also responsible for recommending to the Board for its approval any stock option grants for executive officers. The Compensation Committee typically approves or recommends compensation awards, including stock option grants, which are not contingent on the number, term or current value of other outstanding compensation previously awarded to the individual.

### Other Compensation

Executive officers receive other benefits that the Company believes are reasonable and consistent with its overall executive compensation program. These benefits, which are based on competitive market practices, support the attraction and retention of executive officers. Benefits consist of extended medical and dental coverage, the level of which is consistent with industry practice and limited executive perquisites. Any non-policy perquisites are outlined in the discussion following the Summary Compensation Table.

### Summary Compensation Table

The following table is a summary of compensation paid in the Company's previous three financial years to the Company's NEOs for the most recently completed fiscal year. All compensation noted below are in US Dollars.

Name and Position	Year	Salary (\$)	Share based awards (\$)	Option-based awards <sup>(1)</sup> (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
<b>Keith Piggott</b> <sup>(2)</sup> President, Chairman & CEO	2014	50,000	Nil	Nil	Nil	Nil	Nil	5,432	55,432
	2013	Nil	Nil	2,794	Nil	Nil	Nil	Nil	2,794
	2012	465,400 <sup>(3)</sup>	Nil	Nil	Nil	Nil	Nil	Nil	465,400
<b>Sam Wong</b> <sup>(10)</sup> CFO & Corporate Secretary	2014	3,733	Nil	Nil	Nil	Nil	Nil	Nil	3,733
	2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Michael Clark</b> <sup>(8)</sup> Former CFO & Corporate Secretary	2014	148,752	Nil	Nil	Nil	Nil	Nil	Nil	148,752
	2013	148,857	Nil	9,853	Nil	Nil	Nil	15,535	174,245
	2012	144,058	Nil	Nil	Nil	Nil	Nil	Nil	144,058
<b>Dustin VanDoorselaere</b> Former VP, Operations <sup>(12)</sup>	2014	162,504	Nil	Nil	Nil	Nil	Nil	Nil	162,504
	2013	204,095	Nil	5,360	Nil	Nil	Nil	Nil	209,455
	2012	195,000	Nil	20,888	Nil	Nil	Nil	Nil	215,888
<b>Mark Henry</b> <sup>(16)</sup> Former General Manager Cerro Colorado	2014	167,955	Nil	Nil	Nil	Nil	Nil	Nil	167,955
	2013	192,650	Nil	1,973	Nil	Nil	Nil	27,286	221,909
	2012	171,275	Nil	48,728	Nil	Nil	Nil	78,000	298,003

Name and Position	Year	Salary (\$)	Share based awards (\$)	Option-based awards <sup>(1)</sup> (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
<b>Hans von Michaelis</b> <sup>(4)</sup> <i>Former President &amp; CEO</i>	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Chester F. Millar</b> <sup>(5)</sup> <i>Former Chairman</i>	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2013	Nil	Nil	(1,236)	Nil	Nil	Nil	Nil	(1,236)
	2012	Nil	Nil	74,880	Nil	Nil	Nil	Nil	74,880
<b>Gregg J. Sedun</b> <sup>(6)</sup> <i>Former Chairman, President &amp; CEO</i>	2014	Nil	Nil	Nil	Nil	Nil	Nil	100,000	100,000
	2013	Nil	Nil	12,932	Nil	Nil	Nil	50,000	62,932
	2012	314,509 <sup>(7)</sup>	Nil	21,384	Nil	Nil	Nil	Nil	335,892
<b>John J. Sutherland</b> <sup>(9)</sup> <i>Former VP &amp; CFO &amp; Corporate Secretary</i>	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2012	301,736 <sup>(10)</sup>	Nil	Nil	Nil	Nil	Nil	Nil	301,736
<b>Kevin Sullivan</b> <sup>(11)</sup> <i>Former VP Exploration</i>	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2013	154,175	Nil	1,397	Nil	Nil	Nil	Nil	155,572
	2012	182,400	Nil	Nil	Nil	Nil	Nil	Nil	182,400
<b>Patrick Glynn</b> <sup>(13)</sup> <i>Former VP, Technical &amp; Projects</i>	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2012	180,000	Nil	114,136	Nil	Nil	Nil	Nil	294,136
<b>Richard Irvine</b> <sup>(14)</sup> <i>Former General Manager, Caballo Blanco</i>	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2012	96,821	Nil	Nil	Nil	Nil	Nil	Nil	96,821

**Notes:**

This figure includes the US dollar value of cash and non-cash base salary each NEO earned (accrued) during the financial year.

- Fair value at the time of grant calculated using the Black-Scholes option pricing model using the assumption described in the table "Share Option Values and Assumptions" below.
- Mr. Piggott was the Company's CEO from April 30, 2010 and President from March 25, 2011 to October 11, 2012 whereby Mr. Sedun replaced him as Interim President and CEO. Hans von Michaelis was appointed as the Company's President & CEO to replace Gregg J. Sedun effective November 13, 2012. Mr. Von Michaelis resigned as the Company President and CEO on June 26, 2013 and as a Director on November 14, 2013. Mr. Piggott was appointed as Chairman, President & CEO of the Company on June 23, 2013.
- On November 13, 2012 the Company terminated the Consulting Agreement with Keith Piggott and accrued severance was paid in the amount of \$275,000 (paid February 7, 2013).
- Hans von Michaelis was appointed as the Company's President & CEO to replace Gregg J. Sedun effective November 13, 2012. Mr. Von Michaelis resigned as the Company President and CEO on June 26, 2013 and as a Director on November 14, 2013.
- Chester Millar was appointed to the position of Chairman replacing Gregg J. Sedun on November 13, 2012. Mr. Millar resigned as Chairman and Director of the Company on June 11, 2013.
- Gregg J. Sedun was the Company's Interim President and CEO replacing Keith Piggott from October 11, 2012 to November 13, 2012. On November 13, 2012, Hans von Michaelis was appointed as the Company's President & CEO. Gregg Sedun was the Company's Executive Chairman from April 30, 2010 to November 13, 2012 whereby Chester F. Millar was appointed to the position of Chairman of the Company.
- On November 13, 2012 the Company terminated the Consulting Agreement effective January 25, 2013 with Global Vision Capital Corp. which severance was paid in the amount of \$200,080 (CDN\$200,000).
- Michael Clark was the Company's Controller and Treasurer from May 1, 2010 until November 13, 2012 whereby he was appointed the Company's Chief Financial Officer replacing John J. Sutherland. On January 24, 2013 the Company entered into an Employment Agreement with Michael Clark whereby he receives a yearly remuneration of \$144,000 with a one-time bonus of \$16,000 which was payable upon execution of the Employment Agreement. Michael Clark was appointed Corporate Secretary replacing Brigitte McArthur on July 12, 2013. On December 15, 2015 Michael Clark Resigned as the Company's Chief Financial Officer and Corporate Secretary whereby Mr. Sam Wong was appointed Chief Financial Officer and Corporate secretary effective December 16, 2014.
- Mr. Sutherland was the Company's Vice President and Chief Financial Officer from June 30, 2012 to November 13, 2012 whereby Michael Clark was appointed Chief Financial Officer. Mr. Sutherland also held the position of Corporate Secretary from June 30, 2010 to April 18, 2011 whereby Brigitte M. McArthur was appointed Corporate Secretary of the Company.
- On November 13, 2012 the Company terminated the Consulting Agreement with John Sutherland and severance was paid in the amount of \$120,048 (CDN\$120,000).
- Kevin Sullivan was Vice President Exploration from July 11, 2007 to July 1, 2013.
- Dustin VanDoorselaere was appointed Projects Manager effective May 25, 2011. Effective November 1, 2012 Dustin VanDoorselaere was appointed Vice President, Operations. Mr. VanDoorselaere resigned as Vice President, Operations effective December 15, 2014.
- On January 12, 2012 the Company hired Mr. Patrick Glynn as the Company's Vice President, Technical and Projects. Mr. Glynn commenced employment on February 1, 2012. Effective October 30, 2012 Mr. Glynn resigned as Vice President, Technical and Projects.

14. Richard Irvine was appointed General Manager of Caballo Blanco effective May 25, 2011. Mr. Irvine resigned as General Manager, Caballo Blanco on February 23, 2012.
15. Sam Wong was appointed the Company's Chief Financial Officer and Corporate Secretary effective December 16, 2014 replacing Michael Clark.
16. Mark Henry was the Company's General Manager, Cerro Colorado until October 1, 2014.
17. The Company paid a management fees in the amount of \$100,000 to Gregg Sedun to assist the Company on the completion of the sale sell its 100% interest in the Caballo Blanco Project to Timmins Gold Corp. Gregg Sedun will also receive a total of 160,650 Timmins Gold Corp. common shares (the "Timmins Shares"). The Timmins Shares are currently being held in escrow.
18. The fair value of the share options granted were estimated on the date of grant using the Black-Scholes Option Pricing Model.

### Share Option Values and Assumptions

2014 Grant Dates	
Number of options granted	Nil
Share Price at Grant Date	N/A
Exercise Price	N/A
Expected Volatility (weighted average volatility)	N/A
Option life (expected weighted average life)	N/A
Expected Dividends	N/A
Risk-free interest rate (based on government bonds)	N/A
Resulting fair value at grant date	N/A

### Incentive Plan Awards

The following table sets out all option-based awards and share based awards outstanding for each NEO at December 31, 2014. The Company's NEOs do not have any outstanding share-based awards.

Name	Number of securities underlying unexercised options (#)	Option exercise price (CDN\$)	OPTIONS-BASED AWARDS		SHARE-BASED AWARDS		
			Option expiration date	Value of Unexercised in-the-money options (CDN\$) <sup>(1)</sup>	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (CDN\$)	Market or payout value of vested share-based awards not paid out or distributed (CDN\$)
<b>Keith Piggott</b>	150,000	\$1.25	Jan.31, 2015	Nil	Nil	Nil	Nil
President, CEO & Chairman	260,000	\$1.40	June 15, 2016	Nil	Nil	Nil	Nil
	500,000	\$0.10	Nov. 18, 2018	17,500	125,000	Nil	Nil
<b>Sam Wong</b> <sup>(2)</sup>							
CFO & Corporate Secretary	Nil	N/A	N/A	Nil	Nil	Nil	Nil

#### Notes:

1. Value calculated based on the difference between the closing price of the Common Shares on December 31, 2014 (\$0.135) and the option exercise price.
2. Sam Wong was appointed Chief Financial Officer and Corporate Secretary effective December 16, 2015 replacing Michael Clark.

### Incentive Plan Awards - Value Vested Or Earned During The Year ended December 31, 2014

Name	Option-based awards Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
<b>Michael Clark</b> , Former Chief Financial Officer & Corporate Secretary <sup>(1)</sup>	\$ 3,245	Nil	Nil
<b>Dustin VanDoorselaere</b> , Former Vice President, Operations <sup>(2)</sup>	\$ 1,693	Nil	Nil



Notes:

1. Michael Clark was the Company's Controller and Treasurer from May 1, 2010 until November 13, 2012 whereby he was appointed the Company's Chief Financial Officer to replace John J. Sutherland. Michael Clark was appointed Corporate Secretary replacing Brigitte McArthur on July 12, 2013. On December 15, 2014 Michael Clark resigned as the Company's Chief Financial Officer and Corporate Secretary. Mr. Sam Wong was appointed as Chief Financial Officer and Corporate Secretary effective December 16, 2014.
2. Dustin VanDoorselaere was appointed Projects Manager effective May 25, 2011. Effective November 1, 2012 Dustin VanDoorselaere was appointed Vice President, Operations. Mr. VanDoorselaere resigned as Vice President, Operations effective December 15, 2014.

## STATEMENT DIRECTOR COMPENSATION

### *Compensation of Directors*

The following table sets forth all compensation the Company paid or granted to the Company's directors, other than NEOs, for the most recently completed financial year ended December 31, 2014. All compensation noted below are in US Dollars

Name	Fees earned (\$)	Share-based Awards (\$)	Option-based Awards <sup>(1)</sup> (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Corry J. Silbernagel	25,521	Nil	Nil	N/A	N/A	Nil	25,521
Donald R. Siemens <sup>(2)</sup>	40,504	Nil	Nil	N/A	N/A	Nil	40,054
Enrique A. Peralta <sup>(3)</sup>	13,581	Nil	Nil	N/A	N/A	66,000	79,581
Gabino Fraga Pena <sup>(4)</sup>	10,865	Nil	Nil	N/A	N/A	Nil	10,865
Javier Reyes <sup>(5)</sup>	17,655	Nil	Nil	N/A	N/A	42,000	59,665
David L. Ingram <sup>(6)</sup>	2,985	Nil	Nil	N/A	N/A	Nil	2,985
Keith Piggott	5,432	Nil	Nil	N/A	N/A	Nil	5,432

Notes:

- (1) Fair value at the time of grant calculated using the Black-Scholes option pricing model using the assumption described in the table "Share Option Values and Assumptions" above.
- (2) Donald R. Siemens was a Director of the Company from June 11, 2013 to October 14, 2014.
- (3) Enrique Peralta serves as the Company's Mexican legal counsel and receives a monthly retainer of \$5,500 for these services.
- (4) Gabino Fraga Pena was a Director of the Company during the year ended December 31, 2014. Subsequent to December 31, 2014 Mr. Gabino Fraga Pena resigned as a Director effective March 19, 2015.
- (5) Javier Reyes received \$42,000 in management fees with respect to providing corporate development services.
- (6) David L. Ingram was appointed a Director of the Company on November 12, 2014.

Other than amounts already included in the above table, the Company has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Company or its subsidiaries for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as a consultant or expert during the most recently completed financial year or subsequently, up to and including the date of this Information Circular.

The Company has a stock option plan for the granting of incentive stock options to the officers, employees and directors. The purpose of granting such options to the Company's directors is to assist the Company in compensating, attracting, retaining and motivating the directors and to closely align the personal interests of the directors to that of the Company's shareholders.

### *Material Factors Necessary to Understand Director Compensation*

The Company has adopted a compensation scheme for non-executive directors that pays cash amounts. Below is a description of the directors' compensation fees.

A cash retainer is paid quarterly effective after the Company's annual general meeting. Directors are also reimbursed for their board-related expenses incurred on our behalf. The cash retainer (in US Dollars) is comprised of the following:

- an annual fee of \$12,000;
- an additional annual retainer fee of \$3,000 for each committee of which he is a member, other than the Audit Committee and an additional annual retainer fee of \$4,500 for being a member of the audit committee;
- the Chair of each committee receives an annual retainer fee of \$2,500 in addition to their \$3,000 committee fee, except for the Chair of the Audit Committee who receives an annual retainer fee of \$3,750 in addition to their \$4,500 committee fee; and
- The Lead Director receives an annual fee of \$12,000.

#### ***Termination and Change of Control Benefits***

Other than as disclosed below under “Management Contracts” there are no other arrangements made to any person who now or previously has acted as an NEO of the Company, in connection with or related to the retirement, termination or resignation of such person, and the Company has provided no compensation to any such person as a result of a change of control of the Company.

#### ***Retirement Policy for Directors***

The Company does not have a retirement policy for its directors.

#### ***Directors’ and Officers’ Liability Insurance***

The Company has purchased, for the benefit of the Company, its subsidiaries and their directors and officers, insurance against liability incurred by the directors or officers in their capacity as directors or officers of the Company or its subsidiaries (the “Directors’ and Officers’ Liability Insurance”). The Directors’ and Officers’ Liability Insurance has been paid for the period of April 30, 2013 to August 30, 2016 and the following is a summary of the premiums paid.

<b>For The Period</b>	<b>Coverage</b>	<b>Premium Per Year</b>	<b>total amount of insurance (subject to Policy deductibles)</b>
April 30, 2015 to August 30, 2016	Director/Officer Liability Insurance	\$28,041	\$10,000,000 Per Claim Limit & Policy Period
April 30, 2015 to August 30, 2016	Side A Insurance	\$10,666	\$ 5,000,000 Per Claim Limit & Policy Period

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

The Company adopted the Current Plan to permit the Company to grant incentive stock options up to 10% of the issued and outstanding Common Shares to its directors, officers, employees and consultants of the Company or its subsidiaries. The Current Plan was approved by shareholders of the Company on June 11, 2014.

The following table sets forth as at the year ended December 31, 2014 the number of securities authorized for issuance under the Current Plan.

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</b>	<b>Weighted average exercise price of outstanding options, warrants and rights</b>	<b>Number of securities remaining available for future issuance under equity compensation plan (excluding securities reflected in the first column)</b>
Equity compensation plans approved by security holders	23,864,011	\$0.68	8,374,460
Equity compensation plans not approved by security holders	Nil	Nil	Nil
<b>Total</b>	<b>23,864,011</b>	<b>\$0.68</b>	<b>8,374,460</b>

#### Notes:

As at December 31, 2014, there were 6,135,000 options issued and outstanding under the Current Plan, representing 4.228% of the Company’s issued and outstanding capital (as of December 31, 2014).

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

### *Aggregate Indebtedness*

The following table sets out the aggregate indebtedness outstanding as of the date of this Information Circular of all current and former executive officers, directors and employees of the Company or its subsidiaries.

Purpose	To the Company or its Subsidiaries	To Another Entity
Share purchases	Nil	Nil
Other	Nil	Nil

### *Indebtedness of Directors and Executive Officers under Securities Purchase and Other Programs*

The following table sets out the indebtedness of each individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Company, each proposed director, and each associate of such persons, (a) who is, or at any time since the beginning of the most recently completed financial year has been, indebted to the Company or any of its subsidiaries, or (b) whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries:

Name and Principal Position	Involvement of Company or Subsidiary	Largest Amount Outstanding During Year Ended December 31, 2014 (\$)	Amount Outstanding as at May 12, 2015 (\$)	Financially Assisted Securities Purchases During Year Ended December 31, 2014(#)	Security for Indebtedness	Amount Forgiven During Year Ended December 31, 2014 (\$)
<b>Securities Purchase Programs</b>						
N/A	N/A	Nil	Nil	Nil	Nil	Nil
<b>Other Programs</b>						
N/A	N/A	Nil	Nil	Nil	Nil	Nil

## INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purposes of this Information Circular, “informed person” means:

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

Except as set forth hereafter, no informed person of the Company, any proposed director, or any of their associates or affiliates, has any material interest, direct or indirect, in any transaction since the commencement of the Company’s most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

The following material transactions occurred with related parties during the fiscal year ended December 31, 2013, and all related party transactions are detailed in the Company’s Management Discussion & Analysis for the year ended December 31, 2013. Please note that transactions are translated at applicable average exchange rates, except for monetary assets and liabilities, which are translated at the appropriate period end exchange rates. Accordingly while balance continuity can be reconciled in the original currency, differences will arise due to translation in the amounts reported in United States dollars.

## MANAGEMENT CONTRACTS

### AS AT DECEMBER 31, 2014, THE COMPANY HAD ENTERED OR HAD IN EFFECT THE FOLLOWING MANAGEMENT AND CONSULTING AGREEMENTS:

Agreement	Terms of Agreement
Employment Agreement Dated April 26, 2010 Between Michael Clark & Goldgroup Mining Inc. And Subsequent Employment Agreement dated: January 24, 2013	Mr. Clark acted as Chief Financial Officer of the Company. Pursuant to an employment agreement dated April 26, 2010 between Michael Clark and Goldgroup Mining Inc. whereby Mr. Clark acted as Controller of the Company. Effective November 13, 2012, Mr. Clark was appointed as Chief Financial Officer of the Company. On January 24, 2013 the Company entered into a new employment agreement with Mr. Clark whereby he receives an annual salary of \$144,000 and receives benefits from the Company's health and benefit plan. Upon execution of the employment agreement Mr. Clark also received a one-time bonus of \$16,000. The term of the agreement was indefinite. Under the terms of the employment agreement if Mr. Clark was terminated by the Company without cause, Mr. Clark was entitled to 8 months of salary. If the termination occurred within 12 months of the employment agreement due to a change of control, Mr. Clark was entitled to 12 months of salary. Mr. Clark resigned as the Company's Chief Financial Officer and Corporate Secretary effective December 15, 2015. There are no monies owing as of May 12, 2015.
Employment Agreement Dated April 22, 2011 Between Dustin VanDoorselaere & Minop S.A. de C.V. And Subsequent Employment Agreement dated April 4, 2013	Mr. VanDoorselaere was the Company's Vice President, Operations. Pursuant to an employment agreement dated April 22, 2011 (effective May 25, 2011) between Dustin VanDoorselaere and Minop S.A. de C.V. (Minop), Mr. VanDoorselaere received an annual salary of US\$195,000 and received benefits from the Company's health and benefit plan. The agreement does not contain any provisions relating to the payment of bonuses or other remuneration. The term of Mr. VanDoorselaere's engagement through Minop was indefinite. If Mr. VanDoorselaere was terminated by the Company without cause, Mr. VanDoorselaere is entitled to one month's salary for each 12 months that he has been an employee to a maximum severance equal to 24 months of salary and a minimum of three months of salary. On April 4, 2013 the Company entered into a new employment agreement with Mr. VanDoorselaere. Under the new employment agreement, if Mr. VanDoorselaere was terminated by the Company without cause, Mr. VanDoorselaere was entitled to receive severance equal to 8 months of salary. If Mr. VanDoorselaere was terminated by the Company without cause, Mr. VanDoorselaere was entitled to 8 months of salary. If the termination occurred within 12 months of the employment agreement due to a change of control, Mr. VanDoorselaere was entitled to 12 months of salary.  Mr. VanDoorselaere resigned as the Company's Vice President Operations effective December 15, 2015. There are no monies owing as of May 12, 2015.
Production Bonus Agreement Dated: November 21, 2011 Between Goldgroup Mining Inc. & Mark Henry	Mr. Henry was the Company's General Manager, Cerro Colorado. Pursuant to a Production Bonus Agreement dated November 11, 2011 between Mark Henry and Goldgroup Mining Inc., the bonus was based on \$1.0 million mine operating cash profit (which calculation criteria is defined in the Production Bonus Agreement) in a month and the mine producing 2,000 ounces or more of gold per month. Mr. Henry was the Company's General Manager, Cerro Colorado until October 1, 2014. There are no monies owing as of May 12, 2015.
Consulting Agreement Dated January 14, 2013 Between CRTA Consulting Group Inc./Grupo GAP and Goldgroup Mining Inc.	CRTA Consulting Group Inc. ("CRTA") and Grupo GAP entered into a consulting agreement with Goldgroup Mining Inc. whereby CRTA is investigating the outstanding permits required to develop Caballo Blanco and providing a strategy for ensuring that Goldgroup has all legal requirements necessary to develop the Caballo Blanco project. Upon signing the agreement, CRTA was paid a fee of \$256,500. A second payment of \$256,500 is payable upon delivery of a Strategic Global Analysis.
Consulting Agreement Dated December 15, 2014 Between Samina Capital Ltd. and Goldgroup Mining Inc.	Samina Capital Ltd. and Goldgroup Mining Inc. entered into a Consulting Agreement dated December 15, 2014. Sam Wong is a Principal at Samina Capital Ltd. Mr. Wong is currently the Company's Chief Financial Officer and Corporate Secretary. Pursuant to the consulting Agreement dated December 15, 2015. Mr. Wong was retained to act in the capacity of Chief Financial Officer and Corporate secretary and is responsible for overseeing the Company's strategic direction, operations and exploration activities. The term of the agreement is for a period of 6 months ending on June 30, 2015. Samina capital Ltd. Received a monthly consulting Fees of CDN. \$8,333.33 plus applicable taxes. Under the consulting agreement, if the Company wishes to broken the scope of services outlined in the consulting agreement, Samina Capital Ltd. Is entitled to negotiate an increase in remuneration consistent with such increased activities. Under the terms of the consulting agreement the Company may terminate the consulting agreement without cause. After 6 months, the Company and Samina Capital Ltd. May terminate the consulting agreement with one months' written notice. If Samina Capital Ltd. wishes to terminate the consulting agreement without good cause, Samina Capital Ltd. is required to provide the Company with 30 days advance written notice.

## CORPORATE GOVERNANCE DISCLOSURE

### STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Board of Directors of the Company, as a whole, is responsible for reviewing the overall governance principles of the Company and is responsible for any governance issues that may arise. National Instrument 58-101 - *Disclosure of Corporate Governance Practices* requires each reporting issuer to disclose its corporate governance practices on an annual basis. The following describes the Company's corporate governance practices.

Corporate Governance Disclosure Requirement	Comments
<b>1. Board of Directors</b>	
(a) Disclose the identity of directors who are independent.	As of the date of this Information Circular, the independent directors of the Company are Messrs. Silbernagel and Ingram.
(b) Disclose the identity of directors who are not independent, and describe the basis for that determination.	<p>Keith Piggott is not independent as he is currently the Company's President, Chairman and CEO.</p> <p>Gregg J. Sedun is not independent as he held the position of Executive Chairman from April 30, 2010 to November 13, 2012 and also Interim President &amp; CEO from October 11, 2012 to November 13, 2012. Mr. Sedun also received management fee during fiscal 2014.</p> <p>Mr. Enrique A. Peralta is not independent as he is a principal of Peralta Abogados, S.C. who provide legal services to the Company.</p> <p>Mr. Javier Reyes is not independent. On September 22, 2014, the Company closed an agreement with two lenders (the "Lenders"), RMB and Credipresto, for a USD \$10 million secured medium term loan facility. The Facility is being funded 80% by RMB and 20% by Credipresto. Javier Reyes, a director of the Company, is a principal of Credipresto. 20% of all fees and interest associated with this transaction are paid to Credipresto, which is considered a related party. Credipresto received \$120,000 as part of facilitation fee and 2.4 million warrants. Therefore Mr. Reyes is considered to be a Non-Independent Member of the Board.</p> <p>All of the above have a material relationship with the Company. A material relationship is defined in National Instrument 52-110 to mean any relationship, which could in the view of the board, or reasonably expected to interfere with the exercise of his or her independent judgment.</p>
(c) Disclose whether or not a majority of directors are independent. If a majority of directors are not independent, describe what the board of directors (the "board") does to facilitate its exercise of independent judgment in carrying out its responsibilities.	As of the date of this Information Circular there is not majority of Independent Directors. There are currently two out of six current directors who are independent. The Company's Independent Directors meet on an ad-hoc basis in order to facilitate and carry out independent decision making for the Company.
(d) If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.	Directorships of the directors of the Company are set out in this Information Circular in the table under the heading <i>Election of Directors and Other Directorships</i> .
(e) Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year. If the independent directors do not hold such meetings, describe what the board does to facilitate open and candid discussion among its independent directors.	The current independent directors do not hold such meetings. To facilitate open and candid discussions among its independent directors, the independent members meet via ad-hoc meetings as required.
(f) Disclose whether or not the chair of the board is an independent director. If the board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the board has neither a chair that is independent nor a lead director that is independent, describe what the board does to provide leadership for its independent directors.	The Chairman, Keith Piggott is not an independent director. The Board provides leadership to its independent directors by formal Board Meetings. The Company currently does have a "lead director". During the year ended December 31, 2014, Mr. Donald Siemens was the Company's Lead Director until his resignation effective October 14, 2014.
(g) Disclose the attendance record of each director for all board meetings held since the beginning of the issuer's most recently completed financial year.	The attendance of each director for all board and committee meetings between January 1, 2014 to December 31, 2013 is set out in the table under the heading " <i>Attendance of Directors at Board and Committee Meetings</i> "

Corporate Governance Disclosure Requirement	Comments
<b>2. Board Mandate</b>	
<p>Disclose the text of the board’s written mandate. If the board does not have a written mandate, describe how the board delineates its role and responsibilities</p>	<p>The board has adopted a written mandate. The members of the Board have the duty to supervise the management of the business and affairs of the Company. The Board, directly and through its committees and the chair of the Board (the “Chair”), shall provide direction to senior management, generally through the Chief Executive Officer, to pursue the best interests of the Company. The text of the Board’s Mandate can be found on the Company’s website at <a href="http://www.goldgroupmining.com">www.goldgroupmining.com</a>.</p>
<b>3. Position Descriptions</b>	
<p>(a) Disclose whether or not the board has developed written position descriptions for the chair and the chair of each board committee. If the board has not developed written position descriptions for the chair and/or the chair of each board committee, briefly describe how the board delineates the role and responsibilities of each such position.</p>	<p>The board has developed written position descriptions for the chair and the chair of each board committee. The role and responsibilities of each such position is delineated primarily by the operational requirements and function of the Board or of the particular committee. Each such position entails the fundamental requirement to chair meetings of the Board and/or committee, including the determination and control of the agenda for business considered, facilitation of discussion among members, consideration and voting on resolutions and similar matters. Additional matters related to the role and responsibilities of each such position are determined through internal discussions among the members of the Board and each such committee. Most major decisions taken by the Chief Executive Officer are discussed with the directors prior to their adoption or implementation. Accordingly, the Company has delineated the effective role and responsibilities for the Chief Executive Officer through ongoing communication and practice between the Chief Executive Officer and the directors.</p>
<p>(b) Disclose whether or not the board and CEO have developed a written position description for the CEO. If the board and CEO have not developed such a position description, briefly describe how the board delineates the role and responsibilities of the CEO.</p>	<p>The board has developed a written position description for the CEO and Executive Chairman. A copy of the position description together with the complete Board Mandate can be found on the Company’s website at <a href="http://www.goldgroupmining.com">www.goldgroupmining.com</a>. The Compensation Committee is responsible for the review and approval of the corporate objectives that the CEO is responsible for meeting as well as the assessment of the CEO’s performance against these objectives.</p>
<b>4. Orientation and Continuing Education</b>	
<p>(a) Briefly describe what measures the board takes to orient new directors regarding (i) the role of the board, its committees and its directors, and (ii) the nature and operation of the issuer’s business.</p>	<p>New directors are provided with details of the Company’s organizational structure, the structure of the Board, compliance requirements for directors, corporate policies and by-laws and technical reports. They also meet with the directors and senior management of the Company to learn of the functions and activities of the Company. On an ongoing basis, presentations are made to the Board on various aspects of the Company’s operations. Directors can also access internal financial information, management, technical experts and consultants.</p>
<p>(b) Briefly describe what measures, if any, the board takes to provide continuing education for its directors. If the board does not provide continuing education, describe how the board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.</p>	<p>As a part of the continuing education of the directors, correspondence with the Company’s legal counsel facilitates the directors to remain up-to-date with developments in relevant corporate and securities’ law matters. New directors are provided with key documents including the Code of Business Conduct and Ethics, Board and Committee Mandates and Charters, Insider Trading Policy and Continuous disclosure policies. As well, the directors meet with Management to discuss and better understand the business and from time to time visit the Company’s properties. Board members are encouraged to communicate with Management and auditors, to keep themselves current with industry trends and development, and to attend related industry seminars. Board members have full access to the Company’s records. Directors attend conferences and seminars relevant to their particular expertise.</p>
<b>5. Ethical Business Conduct</b>	
<p>(a) Disclose whether or not the board has adopted a written code for the directors, officers and employees. If the board has adopted a written code:</p> <p>(i) disclose how a person or Company may obtain a copy of the code;</p>	<p>The Company has adopted a written Code of Business Conduct and Ethics for its directors, officers and employees.</p> <p>A copy of the Code of Business Conduct and Ethics may be obtained by written request to the Company’s offices located at Suite #1502 – 1166 Alberni Street, Vancouver, B.C., V6E 3Z3, Canada or can be viewed on the Company’s website at <a href="http://www.goldgroupmining.com">www.goldgroupmining.com</a> and <a href="http://www.sedar.com">www.sedar.com</a>.</p>

Corporate Governance Disclosure Requirement	Comments
<b>5. Ethical Business Conduct (Continued)</b>	
(ii) describe how the board monitors compliance with its code, or if the board does not monitor compliance, explain whether and how the board satisfies itself regarding compliance with its code; and	The Board has instructed management to bring any breaches of the Code to the attention of the chair of the Board and the chair of the Audit Committee. Management and employees may report breaches in the Code confidentially and anonymously to an independent third party through the Company's whistleblower hotline or via the Whistleblower Security Link on the Company's website site located at <a href="http://www.goldgroupmining.com">www.goldgroupmining.com</a> . As a condition of employment, employees must sign an acknowledgement that they have read the Code, have not breached it and are not aware of any other employee who has breached the Code.
(iii) provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.	No material change report has been filed since January 1, 2014, or ever, that pertains to any conduct of a director or executive officer that constitutes a departure from the code.
(b) Describe any steps the board takes to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.	If a director or executive officer has an interest in any transaction or agreement before the board, the interested directors or executive officers must abstain from voting on such issues or topics. Each director must disclose all actual or potential conflicts of interest to the board or the Audit Committee.
(c) Describe any other steps the board takes to encourage and promote a culture of ethical business conduct.	The Company has adopted a Whistleblower Policy which allows its directors, officers and employees who feel that a violation of the Code has occurred, or who have concerns regarding financial statements disclosure issues, accounting, or internal controls, to report such violations or concerns on a confidential and anonymous basis. Such reporting can be made by email or telephone through an independent reporting agency used by the Company for this purpose. Once received, complaints are forwarded to the Chair of the Audit Committee who then investigates each matter so reported and make corrective and disciplinary action, if appropriate. Complaints may also be made internally. The board has also adopted the Company's disclosure policy that covers the accurate and timely communication of all material information. This policy is reviewed on a regular basis.
<b>6. Nominations of Directors</b>	
(a) Describe the process by which the board identifies new candidates for board nomination.	The Governance and Nominating Committee is responsible for proposing new nominees to the board. The Candidate may be identified by management, through the retention of advisors or other referral sources. This committee is also responsible for identifying required competencies and characteristics of potential directors.
(b) Disclose whether or not the board has a nominating committee composed of independent directors. If the board does not have a nominating committee composed entirely of independent directors, describe what steps the board takes to encourage an objective nomination process.	The Company does have a nominating committee which is The Governance and Nominating Committee. The Governance and Nominating committee does not consist of entirely independent directors. Currently two of the three members are independent. The Chairman of the Governance and Nominating Committee, Corry J. Silbernagel who is independent is the primary contact for the Governance and Nominating Committee, whereby all activities of the Governance and Nominating Committee are first addressed to the Chairman of the Committee to address.
(c) If the board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee. Also describe if the Company implements a majority voting policy for its directors.	The Governance and Nominating Committee has the responsibility of, among other things: (i) recommending to the board, on an annual basis, nominees for election as directors for the next annual meeting of shareholders and nominees for appointment to Committees of the board; and (ii) analyzing the needs of the board when vacancies arise on the board and Committees and recommending nominees who meet such needs. The Company has implemented majority voting for its' directors. Information on the majority voting for directors is set out under the heading <i>Majority Voting for Directors</i> .
<b>7. Compensation</b>	
(a) Describe the process by which the board determines the compensation for the issuer's directors and officers.	The Compensation Committee reviews directors' and senior officers' compensation annually and make recommendations to the board and executive management. Two members of the Compensation Committee are independent. In assessing compensation, the Compensation Committee reviews the compensation of comparable companies or comparable size and stage of development in the mineral resources industry. The Compensation Committee monitors, and makes recommendations to the board in respect of, the performance of senior management and approve their compensation. The Compensation Committee determines an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and executive officers while taking into account the financial and other resources of the Company.

Corporate Governance Disclosure Requirement	Comments
<b>7. Compensation (Continued)</b>	
(b) Disclose whether or not the board has a compensation committee composed entirely of independent directors. If the board does not have a compensation committee composed entirely of independent directors, describe what steps the board takes to ensure an objective process for determining such compensation.	The Compensation Committee does not consists entirely of independent directors. The currently composition consists of two independent directors and one non- independent director. The Chairman of the Compensation Committee, David L. Ingram who is independent is the primary contact for the Compensation Committee, whereby all activities of the Compensation Committee are first addressed to the Chairman of the Committee to address.
(c) If the board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.	The Compensation Committee has the responsibility for determining senior management's remuneration and stock options, and recommending to the board CEO, Chairman, and director's compensations and stock option awards. The compensation committee has the power to engage external advisors at its discretion.
(d) If a compensation consultant or advisor has, at any time since the beginning of the issuer's most recently completed financial year, been retained to assist in advising the compensation committee in determining compensation for any of the issuer's directors and officers, disclose the identity of the consultant or advisor and briefly summarize the mandate for which they have been retained. If the consultant or advisor has been retained to perform any other work for the issuer, state that fact and briefly describe the nature of the work.	During the year ended December 31, 2014 the Company did not retain the services of a compensation consultant.
<b>8. Other Board Committees</b>	
If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.	The Company formed the Strategic Committee on November 14, 2013 and was dissolved on October 14, 2014
<b>9. Assessments</b>	
Disclose whether or not the board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the board satisfies itself that the board, its committees, and its individual directors are performing effectively.	In 2014 formal Board and Committee Evaluation questionnaires and individual director self-assessment questionnaires were prepared and distributed to each of the directors for completion. The Board evaluation form asks the directors to assess the effectiveness of the following matters: board organization and structure; board culture; information and resources, managing the affairs of the board, management resources, financial and corporate issues; business risks; policies and procedures; and open ended questions about the effective working relationships of the Board and ways to enhance Board performance. The board evaluation process was designed to provide directors with an opportunity each year to examine how the Board is operating and to make suggestions for improvement. The directors were also requested to complete a self-assessment questionnaire and committee performance reviews. Similar questionnaires were circulated to the various Committees for members of the Committees to complete. A majority of the directors participated in completing the questionnaires and returning them to the Company's Corporate Secretary to summarize the results for a report to the Board of Directors and Committees. The Directors and Committee members reviewed the results and will make necessary recommendations for improvements in the Company's policies and procedures and overall performance in its fiduciary duties and effectiveness to the Company.

### Other Directorships

Certain directors of the Company are also presently directors of other issuers that are reporting issuers (or the equivalent) in Canada or elsewhere. With respect to these interlocking board memberships, it is the Board's view that the mining community at the highest levels is closely connected and that in order for the Company's directors to maintain these connections, which are in the best interests of the Company, directors of the Company should be permitted to serve on other boards of directors, including in some cases, the same board of directors. The Board is satisfied that it has a system for dealing with conflicts of interest if any were to arise. In addition to their positions on the Board, the following directors also serve as directors of the following reporting issuers or reporting issuer equivalent(s):

Name of Director	Reporting Issuer(s) or Equivalent(s)
Gregg J. Sedun	Diamond Fields International Ltd. Oceanic Iron Ore Corp. Uracan Resources Ltd.



## **ATTENDANCE OF DIRECTORS AT BOARD AND COMMITTEE MEETINGS**

The Company has previously disclosed all attendance at Board of Directors meetings and committee meeting attendance. Please refer to “Election of Director” as to Board of Directors meetings and committee meeting attendance.

## **APPOINTMENT AND REMUNERATION OF AUDITOR**

Shareholders will be asked to approve the re-appointment of Davidson & Company LLP, Chartered Accountants, as the auditor of the Company to hold office until the next annual general meeting of the Shareholders at remuneration to be fixed by the directors. The persons named in the enclosed Proxy will vote for the appointment of Davidson & Company LLP, Chartered Accountants, of Vancouver, British Columbia, as the Company’s auditor to hold office until the next annual general meeting of the Shareholders, at a remuneration to be fixed by the directors. Davidson & Company LLP., has served as the Company’s auditor since November 7, 2014.

## **RESTRICTED SECURITIES**

The Company has no other classes of voting securities and does not have any classes of restricted securities.

## **ADDITIONAL INFORMATION**

Additional information relating to the Company is on the SEDAR website at [www.sedar.com](http://www.sedar.com) under Goldgroup’s profile. Financial information is provided in the Company’s comparative annual financial statements and MD&A for its most recently completed financial year copies of which were previously mailed to shareholders who requested them, and are filed and available on SEDAR or by email at [swong@goldgroupmining.com](mailto:swong@goldgroupmining.com). Shareholders may request copies of the Company’s financial statements and MD&A by contacting the Corporate Secretary at 604-682-1943.

## **APPROVAL AND SIGNATURE**

The contents of this Information Circular and the sending of it to each Shareholder entitled to receive notice of the Meeting, to each director of the Company, to the auditor of the Company, and to the appropriate regulatory agencies has been authorized, by the Board.

## **ON BEHALF OF THE BOARD**

*(Signed) “Keith Piggott”*

Keith Piggott  
Chairman, CEO & President