

Eagle Peak Resources Inc.
("Eagle Peak")

Proxy Information Circular

The information contained in this Proxy Circular, unless otherwise indicated, is as of April 3, 2015. Any reference to currency in this circular is in Canadian dollars ("Cdn\$") unless otherwise noted.

The management of Eagle Peak is providing this Proxy Circular to everyone who was a shareholder of record of the company on April 3, 2015, which is the date that has been fixed by the Directors of Eagle Peak as the record date to determine the shareholders who are entitled to receive notice of the meeting. We are providing this Proxy Circular in connection with the solicitation of proxies by and on behalf of our management for use at the annual general meeting (the "Meeting") of the shareholders of Eagle Peak that is to be held on Friday, May 8th, 2015 at 3:30 p.m. (PST) at Suite 910, 475 West Georgia Street, Vancouver, British Columbia. The solicitation of proxies will be primarily by mail. Certain employees of Eagle Peak may also solicit proxies by telephone or in person. The cost of solicitation will be borne by Eagle Peak.

Under Eagle Peak's Articles, a quorum for the Meeting is two shareholders who are present, in person or by proxy. If such quorum is not present, Eagle Peak will reschedule the Meeting.

PART ONE – VOTING

WHO CAN VOTE?

The holders of common shares and Class "A" variable multiple voting shares (the "Class "A" Shares) registered at the close of business on April 3, 2015, the record date fixed for determining who is entitled to receive notice of the Meeting, are entitled to attend the Meeting and to vote as a single class on all matters to be voted on by the shareholders at the Meeting.

VOTING SHARES

The authorized capital of Eagle Peak consists of an unlimited number of common shares, of which 48,758,693 common shares were issued and outstanding as at April 3, 2015 (the "Record Date"). The holders of common shares are entitled to one vote per common share held.

The authorized capital of Eagle Peak also consists of 100,000 Class "A" Shares of which none were issued and outstanding as at April 3, 2015.

To the knowledge of our Directors and Officers, the following persons or companies beneficially own, directly or indirectly, or exercise control or direction over 10% or more of our shares on April 3, 2015.

NAME	NUMBER AND CLASS OF SHARES	PERCENTAGE OF OUTSTANDING SHARES
Lloyd Tattersall ⁽¹⁾	7,357,667 Common Shares	15.09%

⁽¹⁾Mr. Tattersall is the President, CEO and a director of Eagle Peak.

VOTING IN PERSON

If you are a shareholder entitled to attend the Meeting, you can cast one vote for each common share registered in your name on all resolutions put before the Meeting.

VOTING BY PROXY

If you do not come to the Meeting, you can still make your votes count by appointing someone who will be there to act as your proxy holder. You can either tell that person how you want to vote or you can let him or her decide for you. You can do this by completing a form of proxy.

What is a form of proxy?

A proxy is a document that authorizes someone who is a shareholder of Eagle Peak to attend the Meeting and cast your votes for you. A form of proxy was mailed to you with the Notice of Meeting. You should use it to appoint a proxy holder, although you can also use any other legal form of proxy.

In order to be valid, you must return the completed form of proxy no later than 3:30 p.m. (PST) on Wednesday, May 6th, 2015 to Eagle Peak's offices at:

Eagle Peak Resources Inc.
Attention: Deanna Sauvé
Suite 910 - 475 West Georgia Street
Vancouver, BC, Canada, V6B 4M9

Appointing a proxy holder

You can choose any individual to be your proxy holder, so long as such individual is a shareholder of Eagle Peak. If you are a corporation, then it is not necessary for the person whom you choose as your proxy holder to be a shareholder of Eagle Peak. To make such an appointment, simply fill in the person's name in the blank space provided in the enclosed form of proxy. To vote your shares, your proxy holder must attend the Meeting.

If you do not fill a name in the blank space in the enclosed form of proxy, the persons named in the form of proxy are appointed to act as your proxy holder. These persons are Officers of Eagle Peak.

Your proxy vote

You may indicate on your form of proxy how you wish your proxy holder to vote your shares. To do this, simply mark the appropriate boxes on the form of proxy. If you do this, your proxy holder must vote your shares in accordance with the instructions you have given.

If you do not give any instructions as to how to vote on a particular issue to be decided at the Meeting, your proxy holder can vote your shares as he or she thinks fit. If you have appointed the persons designated in the form of proxy as your proxy holder they will, unless you give contrary instructions, vote your shares at the Meeting as follows:

- ✓ **FOR setting the number of directors at three;**
- ✓ **FOR the election of the proposed nominees as Directors; and**
- ✓ **FOR the re-appointment of Dale Matheson Carr-Hilton Labonte LLP as auditor.**

For more information about these matters, see Part Three – Matters to be Acted Upon at the Meeting. The enclosed form of proxy gives the persons named on it the authority to use their discretion in voting on amendments or variations to matters identified on the Notice of Meeting. At the time of printing this Proxy Circular, the management of Eagle Peak is not aware of any other matter to be presented for action at the Meeting. If, however, other matters do properly come before the Meeting, the persons named on the enclosed form of proxy will vote on them in accordance with their best judgment, pursuant to the discretionary authority conferred by the form of proxy with respect to such matters.

Changing your mind (Revocation of Proxy)

If you want to revoke your proxy after you have delivered it, you can do so at any time before it is used.

You may do this by: (a) attending the Meeting and voting in person; (b) signing a proxy bearing a later date; (c) signing a written statement which indicates, clearly, that you want to revoke your proxy and delivering this signed written statement to the Eagle Peak's office at:

Eagle Peak Resources Inc.
Attention: Deanna Sauvé
Suite 910 - 475 West Georgia Street
Vancouver, BC, Canada, V6B 4M9

or (d) in any other manner permitted by law. Only registered shareholders may revoke a proxy. If your common shares are held in the name of a broker or financial intermediary, please see the section below titled "*Non-Registered Shareholders*".

Your proxy will only be revoked if a revocation is received by 5:00 p.m. (PST) on the last business day before the day of the Meeting, or any adjournment thereof, or delivered to the Chair of the Meeting at the Meeting before the Meeting (or any adjournment thereof) commences. If you revoke your proxy but do not replace it with another form of proxy that is deposited with Eagle Peak at least 48 hours prior to the commencement of the Meeting, you can still vote your common shares, but to do so the registered shareholder must attend the Meeting in person.

Non-registered shareholders

If your shares are not registered in your own name, they will be held in the name of a "nominee", usually a bank, trust company, securities dealer or other financial institution.

The Company is taking advantage of the provisions of National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting Issuer ("NI 54-101") that permit the Company to deliver proxy-related materials directly to its NOBOs. As a result NOBOs can expect to receive a proxy from the Company. The proxy is to be completed and returned to the Company as set out in the instructions provided on the proxy.

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

By choosing to send these materials to you directly, the Company (and not the intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions.

PART TWO – COMPENSATION AND OTHER INFORMATION

STOCK OPTION PLAN

By a resolution dated August 20, 2008, Eagle Peak's shareholders approved a stock option plan (the "*Plan*") for Eagle Peak. The Plan permits Eagle Peak to grant options that are exercisable into

common shares. The number of options permitted to be granted under the Plan is limited to 5,000,000 Eagle Peak common shares at the time of any granting of options. Any previously granted options will be deemed to be accepted into and governed by the Plan, and if any options granted expire or terminate for any reason without having been exercised in full, the unexercised options shall again be available under the Plan. There are currently options representing NIL common shares available for exercise outstanding under the Plan.

COMPENSATION OF DIRECTORS

No compensation was paid to the directors of Eagle Peak for the most recently completed financial year in their role as directors of Eagle Peak. Eagle Peak's directors are, however, entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors. Eagle Peak may, from time to time, grant options to purchase common shares to the directors. No options were granted to the directors during the fiscal year ended September 30, 2014. Options previously granted to current directors have all expired.

COMPENSATION OF NAMED EXECUTIVE OFFICERS

In this Proxy Circular:

Chief Executive Officer (“**CEO**”) means an individual who acted as chief executive officer of Eagle Peak, or acted in a similar capacity, for any part of the most recently completed financial year.

Chief Financial Officer (“**CFO**”) means an individual who acted as chief financial officer of Eagle Peak, or acted in a similar capacity, for any part of the most recently completed financial year.

Named Executive Officer (“**NEO**”) means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the three most highly compensated executive officers, 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, as determined in accordance with subsection 1.3(6) of Form 51-102F6 – *Statement of Executive Compensation*, for that financial year; 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 Eagle Peak, nor acting in a similar capacity, at the end of that financial year.

The following table sets out certain information respecting the compensation paid to the NEOs of Eagle Peak for the financial years ended September 30, 2012, 2013 and 2014.

NEO Name & Principal Position	Year Ended Sept 30	Salary (\$)	Option-based awards (# of shares)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All Other Compensation (\$)	Total Compensation (\$)
				Annual Incentive Plans	Long-term Incentive Plans			
Lloyd Tattersall President & CEO	2014	\$8,925	Nil	n/a	n/a	n/a	n/a	\$8,925
	2013	\$10,200	Nil					\$10,200
	2012	\$15,300	Nil					\$15,300
Almunir Kamdar CFO	2014	\$12,103	Nil	n/a	n/a	n/a	n/a	\$12,103
	2013	\$15,404	Nil					\$15,404
	2012	\$19,805	Nil					\$19,805

COMMITTEE RESPONSIBILITIES AND ACTIVITIES

BOARD COMMITTEES

At the present time Eagle Peak does not have an Audit Committee, Compensation Committee or Nominating Committee. All decisions involving financial statements, compensation and nomination issues are made by the Board.

MANAGEMENT CONTRACTS

The management functions of Eagle Peak are performed by the Directors and Executive Officers of Eagle Peak and no management contracts have been entered into by Eagle Peak for performance of the management functions of Eagle Peak.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No proposed nominee for election as a Director, and no Director or Officer of Eagle Peak who has served in such capacity since the beginning of the last financial year of Eagle Peak, and no shareholder holding beneficially, directly or indirectly, more than 10% of Eagle Peak's outstanding shares, and none of the respective associates or affiliates of any of the foregoing, had any interest in any transaction with Eagle Peak or in any proposed transaction since the commencement of Eagle Peak's last completed financial year that has materially affected Eagle Peak, except as outlined in the financial statements.

PART THREE – PARTICULARS OF MATTERS TO BE ACTED UPON

1. FINANCIAL STATEMENTS

The financial statements of Eagle Peak for the year ended September 30, 2014 will be placed before you at the Meeting.

2. SET NUMBER OF DIRECTORS

Shareholders will be asked to vote for a resolution setting the number of Directors at three (3). **Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR this resolution.**

3. ELECTION OF DIRECTORS

Directors of Eagle Peak are elected for a term of one year. The term of office of each of the nominees proposed for election as a Director will expire at the Meeting, and each of them, if re-elected, will serve until the close of the next annual general meeting, unless he or she resigns or otherwise vacates office before that time.

The Nominees

The following are management's nominees proposed for election as Directors of Eagle Peak. All of them are currently Directors. **Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR those nominees.** Each of the nominees has agreed to stand for re-election and we are not aware of any intention of any of them not to do so. If, however, one or more of them should become unable to stand for re-election, it is likely that one or more other persons would be nominated at the Meeting for election, and, in that event, the persons designated in the form of proxy will vote in their discretion for a substitute nominee.

Name, Municipality of Residence and Position Held	Principal Occupation for the Past Five Years	Director of Eagle Peak Since	Number of Shares Beneficially Owned or Controlled ⁽¹⁾
Lloyd Tattersall Vancouver, BC <i>President, CEO & Director</i>	Jan 2010 – Current - President, Chief Executive Officer, and Director of Eagle Peak, Metal Mountain Resources Inc., Rich Rock Resources Inc., Gavin Mines Inc., Lloyd Minerals Inc. and Inzana Metals Inc.	January 2008	7,357,667
Egil Livgard, P. Eng. Terrace, BC <i>Director</i>	2008 – Current – Retired consultant to mining companies throughout the world. Jan 2008 – Current - Director of Eagle Peak, Metal Mountain Resources Inc., Rich Rock Resources Inc., and Inzana Metals Inc.	January 2008	150,000
Merna Tattersall Vancouver, B.C. <i>Executive VP of Corporate Administration & Director</i>	March 2010 – Current - Executive Vice President, Corporate Administration and Director of Eagle Peak, Metal Mountain Resources Inc, Rich Rock Resources Inc., Gavin Mines Inc., Lloyd Minerals Inc. and Inzana Metals Inc.	March 2010	nil

⁽¹⁾Information as to ownership or control of shares has been provided by the nominees.

⁽²⁾The Directors of Eagle Peak, as a group, control or direct 15.4% of the common shares of Eagle Peak.

4. RE-APPOINTMENT OF THE AUDITOR

During the financial year ended September 30, 2014, Dale Matheson Carr-Hilton Labonte LLP, chartered accountants, served as Eagle Peak's auditor.

Shareholders of Eagle Peak will be asked to vote for the re-appointment of Dale Matheson Carr-Hilton Labonte LLP, chartered accountants, as Eagle Peak's auditors, to hold office until the next annual general meeting of the shareholders, or until their successors have been appointed, and to authorize the directors to fix their remuneration. **Unless they are instructed otherwise, the persons named in the form of proxy intend to vote FOR the re-appointment of Dale Matheson Carr-Hilton Labonte LLP, chartered accountants, to act as Eagle Peak's auditors until the close of our next annual general meeting.**

OTHER MATTERS TO BE ACTED UPON

Management of Eagle Peak is not aware of any matter to come before the Meeting other than the matters referred to in the Notice of the Meeting. However, if any other matter properly comes before the Meeting, the accompanying form of proxy confers discretionary authority to vote with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters that properly may come before the Meeting.

ADDITIONAL INFORMATION

Financial information concerning Eagle Peak is provided in the financial statements for its most recently completed financial year. Copies of this information are available by contacting Eagle Peak at its offices located at Suite 910 - 475 West Georgia Street, Vancouver, B.C., V6B 4M9; phone (604) 569-0010; e-mail info@eaglepeakresources.com.

BOARD APPROVAL

The Board of Directors has approved the contents and the sending of this Proxy Circular and recommends that shareholders vote in favour of all proposed resolutions. Where information contained in this Proxy Circular, rests specifically within the knowledge of a person other than Eagle Peak, Eagle Peak has relied upon information furnished by such person.

Lloyd Tattersall
President, CEO and Director

March 16, 2015
Vancouver, British Columbia