SHORE GOLD INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF THE SHAREHOLDERS OF SHORE GOLD INC. SEPTEMBER 6, 2017

TAKE NOTICE THAT the Annual General and Special Meeting (the "Meeting") of the shareholders ("Shareholders") of SHORE GOLD INC. (the "Corporation") will be held at the Sheraton Cavalier Hotel, 612 Spadina Crescent East, Saskatoon, Saskatchewan, on Wednesday, September 6, 2017 at 10:00 a.m. (Saskatoon time) for the following purposes:

1. to receive the financial statements of the Corporation as at and for the year ended December 31, 2016 and the report of the auditors thereon and to receive the annual report for the year ended December 31, 2016;

2. to elect the directors of the Corporation for the ensuing year;

3. to appoint the auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to determine the remuneration to be paid to the auditors;

4. to consider and, if deemed advisable, approve a special resolution to amend the Corporation's Articles of Incorporation to change the name of the Corporation to "Shore Diamond Corporation" or such other name that is acceptable to the board of directors of the Corporation;

5. to consider and, if deemed advisable, approve a special resolution to restate the Articles of Incorporation of the Corporation;

6. to consider and, if deemed advisable, approve the continuation of the Corporation's amended and restated Shareholder Rights Plan as more fully described in the information circular (the "Information Circular"); and

7. to transact such other business as may properly come before the Meeting.

This year, as described in the notice and access notification mailed to Shareholders of the Corporation, the Corporation has decided to deliver the Information Circular to Shareholders by posting the Information Circular online at: http://shoregold.com/investors/annual_meeting/.

The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and it will also reduce the Corporation's printing and mailing costs. The Information Circular will be available on the above website as of August 4, 2017, and will remain on the website for one full year thereafter. The Information Circular will also be available on SEDAR at www.sedar.com.

A Shareholder may attend the Meeting in person or may be represented at the meeting by proxy. To be valid, a properly executed form of proxy must be received by Computershare not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or any adjournment thereof. A person appointed as proxy holder need not be a shareholder of the Corporation. Please refer to the Information Circular for more information on how to vote at the Meeting.

Only Shareholders of record as at the close of business on July 28, 2017 are entitled to receive notice of the Meeting.

DATED at Saskatoon, Saskatchewan as of the 28th day of July, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

"Brian Menell"
Brian M. Menell
Chairman

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SHORE GOLD INC.

INFORMATION CIRCULAR

ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON WEDNESDAY, SEPTEMBER 6, 2017

SOLICITATION OF PROXIES

This information circular (the "Information Circular") is furnished in connection with the solicitation by the management of Shore Gold Inc. (the "Corporation") of proxies to be used at the Annual General and Special Meeting (the "Meeting") of the shareholders of the Corporation (the "Shareholders"), which is to be held at the Sheraton Cavalier Hotel, 612 Spadina Crescent East, Saskatoon, Saskatchewan, on Wednesday, September 6, 2017 at 10:00 AM (Saskatoon Time). Solicitation of proxies will be primarily by mail, but may also be undertaken by way of telephone, facsimile or electronic or oral communication by the directors and officers of the Corporation, at no additional compensation. The cost of the solicitation of proxies will be borne by the Corporation. Unless otherwise stated, the information contained in this Information Circular is given as at July 28, 2017 and all dollar amounts are expressed in Canadian dollars, except where otherwise stated.

APPOINTMENT OF PROXYHOLDERS

Kenneth E. MacNeill and Brian M. Menell (the designees named in the accompanying form of proxy) are directors of the Corporation. **A Shareholder has the right to appoint a person (who need not be a Shareholder), other than Kenneth E. MacNeill or Brian M. Menell to represent such Shareholder at the Meeting.** To exercise this right, a Shareholder should insert the name of the other person in the blank space provided on the form of proxy.

A Form of Proxy will not be valid unless it is deposited at the offices of Computershare not less than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof.

Registered shareholders may use the internet site at www.investorvote.com to transmit their voting instructions. Registered shareholders should have the form of proxy in hand when they access the website and will be prompted to enter their Control Number, which is located on the form of proxy. Registered shareholders can also return their proxies using the following methods: by mail at the offices of Computershare, Proxy Department, 135 West Beaver Creek, PO Box 300, Richmond Hill, ON, L4B 4R5; by hand at the offices of Computershare, 8th Floor, 100 University Avenue, Toronto, ON, M5J 2Y1; or by phone at 1-866-732-VOTE (8683). If registered shareholders vote by internet, their vote must be received not later than 10:00 AM on Friday, September 1, 2017, or 48 hours prior to the time of any adjournment of the Meeting. **The website may be used to appoint a proxy holder to attend and vote on a Shareholder's behalf at the Meeting and to convey a Shareholder's voting instructions.**

REVOCATION OF PROXIES

A registered Shareholder who has submitted a Form of Proxy may revoke it by a form in writing signed by the Shareholder or by an authorized attorney or, if the registered Shareholder is a corporation, by a duly authorized officer, and deposited either: (i) by mail at the offices of Computershare, Proxy Department, 135 West Beaver Creek, PO Box 300, Richmond Hill, ON, L4B 4R5, or by hand at the offices of Computershare, 8th Floor, 100 University Avenue, Toronto, ON, M5J 2Y1, at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof; (ii) at the offices of the Corporation at Suite 300, 224 - 4th Avenue South, Saskatoon, Saskatchewan, S7K 5M5, at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof; or (iii) with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof. In addition, a Form of Proxy may be revoked: (i) by the registered shareholder personally attending at the Meeting and voting the securities represented thereby or, if the registered shareholder is a corporation, by a representative of the corporation attending at the Meeting and voting such securities; or (ii) in any other manner permitted by law. Shareholders who do not have their Common Shares registered in their own name ("Beneficial Shareholders") may change the voting instructions given to an intermediary by notifying such intermediary in accordance with the intermediary's instructions.

EXERCISE OF DISCRETION BY PROXYHOLDERS

The designee named in the accompanying form of proxy will vote or withhold from voting the common shares of the Corporation (the "Common Shares") in respect of which they are appointed, on any ballot that may be called for, in accordance with the direction of the Shareholder appointing them and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly. **In the absence of such direction, the relevant Common Shares will be voted in favour of: (i) the election of directors; (ii) the appointment of auditors, at such remuneration as may be determined by the directors of the Corporation; (iii) the special resolution to change the name of the Corporation to "Shore Diamond Corporation" or such other name that is acceptable to the board of directors of the Corporation; (iv) the special resolution to restate the Articles of the Corporation; and (v) the continuation and reconfirmation of the Corporation's amended and restated Shareholder Rights Plan, as more particularly described in this Information Circular.** The accompanying form of proxy confers discretionary authority upon the persons named therein with respect to amendments to or variations of the matters identified in the notice of Meeting (the "Notice of Meeting") and with respect to other matters that may properly be brought before the Meeting. As of the date hereof, management of the Corporation knows of no such amendments, variations or other matters to be brought before the Meeting.

SIGNING OF PROXY

The form of proxy must be signed by the Shareholder or his duly appointed attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer. A form of proxy signed by a person acting as attorney or in some other representative capacity (including a representative of a corporate shareholder) should indicate that person's capacity (following his signature) and should be accompanied by the appropriate instrument evidencing qualification and authority to act (unless such instrument has been previously filed with the Corporation).

NOTICE-AND-ACCESS

National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("National Instrument 54-101") and National Instrument 51-102 - *Continuous Disclosure Obligations* allow for the use of a "notice-and-access" regime for the delivery of proxy-related materials.

Under the notice-and-access regime, reporting issuers are permitted to deliver proxy-related materials by posting them on SEDAR as well as a website other than SEDAR and sending shareholders a notice package that includes: (i) the voting instruction form or proxy; (ii) basic information about the meeting and the matters to be voted on; (iii) instructions on how to obtain a paper copy of the materials; and (iv) a plain-language explanation of how the new notice-and-access system operates and how the materials can be accessed online. Where prior consent has been obtained, a reporting issuer can send this notice package to shareholders electronically. This notice package must be mailed to shareholders from whom consent to electronic delivery has not been received.

The Corporation has elected to send its Information Circular to Shareholders using the notice-and-access regime. Accordingly, the Corporation will send the above-mentioned notice package to Shareholders which includes instructions on how to access the Corporation's Information Circular online and how to request a paper copy of the Information Circular. Distribution of the Corporation's Information Circular pursuant to the notice-and-access regime has the potential to substantially reduce printing and mailing costs and reduce our impact on the environment.

The Corporation will not send its proxy-related materials directly to non-objecting beneficial owners under National Instrument 54-101. The Corporation intends to pay for proximate intermediaries to forward the proxy-related materials and the voting instruction form to objecting beneficial owners under National Instrument 54-101.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Voting of Common Shares - General

As at July 28, 2017, there are 361,005,822 Common Shares issued and outstanding, each of which carries the right to one vote at meetings of the Shareholders.

Only persons registered as holders of Common Shares as of the close of business on July 28, 2017 (the "Record Date") are entitled to receive notice of and to vote at the Meeting, except that any person who acquires Common Shares from a Shareholder after the Record Date may vote the Common Shares so acquired if, not later than 10 days prior to the Meeting, that person makes a request to Computershare to have their name included on the Shareholders' list for the Meeting and establishes that they own the Common Shares.

Quorum

Two persons present and holding or representing by proxy at least 5% of the Common Shares entitled to vote at the Meeting constitute a quorum.

Voting of Common Shares - Advice to Beneficial Shareholders

The information set forth in this section is of significant importance to some Shareholders as some Shareholders do not have their Common Shares registered in their own name. Beneficial Shareholders should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then, in almost all cases, those Common Shares will not be registered in the Shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers or their agents or nominees can only be voted upon the instructions of the Beneficial Shareholder. Without specific instructions, a broker and its agents and nominees are prohibited from voting Common Shares for the broker's clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person or that the Common Shares are duly registered in their name such that they become a registered holder and can vote as such.**

In accordance with the requirements of National Instrument 54-101, the Corporation has distributed copies of the Notice of Meeting, this Information Circular and the form of proxy (collectively, the "Meeting Materials") to the clearing agencies, brokers and intermediaries for onward distribution to Beneficial Shareholders. Intermediaries are required to forward meeting materials to Beneficial Shareholders unless a Beneficial Shareholder has waived the right to receive them.

Applicable Canadian regulatory policy requires intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Each intermediary has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. In some cases, the form of proxy supplied to a Beneficial Shareholder by its intermediary is identical to the form of proxy provided to registered Shareholders. However, its purpose is limited to instructing the registered Shareholder (the intermediary) how to vote on behalf of the Beneficial Shareholder. In Canada, the majority of intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge"). In most cases, Broadridge mails a scannable voting instruction form (a "VIF") in lieu of the form of proxy provided by the Corporation, and asks Beneficial Shareholders to return the VIF to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a VIF from Broadridge cannot use that form to vote their Common Shares directly at the Meeting – the VIF must be returned to Broadridge or, alternatively, instructions must be received by Broadridge, as instructed by them, in order to have such Common Shares voted.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his broker (or an agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered Shareholder, should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting. Beneficial Shareholders who wish to change their vote must in sufficient time in advance of the Meeting, arrange for their respective intermediaries to change their vote and if necessary revoke their proxy in accordance with the revocation procedures set above.

PRINCIPAL HOLDERS OF SHARES

To the knowledge of the directors and officers of the Corporation, as at the date hereof, the only person or companies known to beneficially own or exercise control or direction over more than 10% of the outstanding Common Shares is the following:

Name of Beneficial Owner	Number of Shares [1]	Percent [2]
Newmont Canada FN Holdings ULC (“Newmont”)	70,735,810	19.6%

1. Common Shares held as of July 28, 2017. The information as to Common Shares beneficially owned, not being within the knowledge of the Corporation, has been obtained from SEDI and SEDAR. Newmont also holds 1,105,556 Common Share warrants. Newmont is not permitted to exercise warrants if, as a result of such exercise, it would beneficially own or control 20% or more of the outstanding shares of the Corporation, subject to certain exceptions including approval by the shareholders of the Corporation.
2. Based on total issued and outstanding Common Shares of the Corporation as of July 28, 2017.

BUSINESS OF THE MEETING

Financial Statements and Auditor's Report

The consolidated financial statements of the Corporation for the fiscal year ended December 31, 2016, together with the auditor's report thereon, will be presented at the Meeting. Any questions the Shareholders have regarding the financial statements may be brought forward at the Meeting. Copies of the Corporation's annual and interim consolidated financial statements, the auditor's reports thereon and the management discussion and analysis thereon are also available via SEDAR at www.sedar.com. No vote by the Shareholders is required to be taken on the financial statements.

Election of Directors

In accordance with the by-laws of the Corporation, the directors have determined that eight (8) directors shall be elected at the Meeting. Five of the nominees are currently members of the board of directors (the "Board") of the Corporation. Each director elected will hold office until the next annual meeting of the Shareholders or until his successor is elected or appointed, unless his office is vacated earlier.

The successful completion of the recently announced consolidation of the Corporation’s Fort à la Corne properties (including the Star - Orion South Project) and the concurrent earn-in arrangement with Rio Tinto Exploration Canada sets the stage for a new phase for the Corporation. It is the opinion of the current independent directors that the proposed new nominees are an excellent complement to the existing Board’s skill set, bringing demonstrated and relevant industry experience and strategic acumen to the table. The current independent directors believe the nominee’s combined experience will further support our strategy to deliver value to our stakeholders through the advancement of the Star - Orion South Project while providing good governance. In keeping with the Corporation's governance objectives, the proposed slate of eight nominees will facilitate board renewal as it is intended to allow for the orderly retirement and/or resignation of certain of the current incumbent directors as the new elected nominees gain familiarity and experience with the affairs of the Corporation. While board diversity is considered by the Board of Directors to be an important objective, it is the view of the independent directors that the significant experience and expertise of the director nominees outweighed the potential benefit of diversity candidates at this time.

Unless otherwise directed, the designees named in the accompanying form of proxy intend to vote FOR the election, as directors, of the nominees whose names are set forth below.

Management of the Corporation does not contemplate that any of the nominees will, for any reason, become unable or unwilling to serve as a director. The directors will be elected individually and not as a slate.

The following table identifies all persons to be nominated for election as directors. Also included in the table is a brief biography of each proposed director, the number of Common Shares each holds and a list of the committees of the Board on which each sits, if applicable.

Kenneth E. MacNeill
President and Chief Executive Officer

Saskatchewan,
Canada

Director since:
June 30, 1993

Not Independent
(management)

Shares held: 7,894,040 [1]

Mr. MacNeill is President, Chief Executive Officer ("CEO") and Director of the Corporation and has been with Shore Gold Inc. since 1993. As a second generation Saskatchewan mining developer, Mr. MacNeill has an extensive background in all aspects of natural resource exploration and development. Mr. MacNeill guided the Corporation through the acquisition, exploration and evaluation and consolidation of the Star – Orion South Diamond Project.

Member of:	2016 Attendance	Attendance (Total)	Membership on boards of other reporting issuers, or equivalent
Board of Directors	7 of 7	7 of 7 (100%)	Wescan Goldfields Inc.

Securities Held at December 31, 2016:

Shares	Total Market Value	Meets or Exceeds Minimum Shareholding Requirements[7]
7,894,040 [2]	$1,420,927 [3]	N/A
Options (Total/Exercisable)	**Average Weighted Exercise Price of Options**	**Total Value of Exercisable Options**
3,250,000	$0.47	$72,500 [4]
Unvested Restricted Share Units ("RSUs")	**Average Vesting Period Remaining**	**Total Value of Unvested RSUs**
1,333,333	1.1 years	$240,000 [3]

Compensation[5] for the year ended December 31, 2016:

Base salary: $350,000	Cash Bonus: Nil	RSUs: $400,000	Options: $127,200	Total: $877,200

Harvey J. Bay

Saskatchewan,
Canada

Director since:
May 15, 2003

Independent [6]

Shares held: 375,000 [1]

Mr. Bay previously served as the Chief Financial Officer of the Corporation from November 2002 to March 31, 2013 as well as Chief Operating Officer of the Corporation from March 2006 to February 2012. His career in the mining industry spans over 25 years and includes senior financial positions with several well known mining companies, including Hudson Bay Mining and Smelting Co. Ltd. and Saskatchewan Mining and Development Corporation (the predecessor of Cameco Corporation).

Member of:	2016 Attendance	Attendance (Total)	Membership on boards of other reporting issuers, or equivalent
Board of Directors Audit Committee [10]	7 of 7 2 of 2	9 of 9 (100%)	Wescan Goldfields Inc.

Securities Held at December 31, 2016:

Shares	Total Market Value	Meets or Exceeds Minimum Shareholding Requirements[7]
375,000	$67,500 [3]	Yes
Options	**Average Weighted Exercise Price of Options**	**Total Value of Exercisable Options**
300,900	$0.21	$1,500 [8]
Deferred Share Units ("DSUs")	**Total Value of DSUs**	
128,300	$23,094 [3]	

Total Compensation[9] for the year ended December 31, 2016:

Stipends: $22,000	DSUs: $12,500	Options: $7,499	Total: $41,999

Arnie E. Hillier

Saskatchewan,
Canada

Director since:
June 18, 2003

Independent

Shares held: 175,000 [(1)]

Mr. Hillier is former Chairman and CEO of Claude Resources Inc., a Saskatchewan based gold exploration and mining company. Mr. Hillier is a Chartered Professional Accountant and spent ten years in a senior financial capacity with Saskatchewan Mining and Development Corporation (the predecessor of Cameco Corporation) before joining Claude Resources Inc. in 1991 until his retirement in 2006. He has over 25 years of financial experience in the resources industry.

Member of:	2016 Attendance	Attendance (Total)	Membership on boards of other reporting issuers, or equivalent
Board of Directors	7 of 7		VersaBank
Audit Committee (Chair)	4 of 4	13 of 13	
Compensation and Corporate Governance Committee	2 of 2	(100%)	

Securities Held at December 31, 2016:

Shares	Total Market Value	Meets or Exceeds Minimum Shareholding Requirements[(7)]
175,000	$31,500 [(3)]	Yes
Options	**Average Weighted Exercise Price of Options**	**Total Value of Exercisable Options**
300,900	$0.21	$1,500 [(8)]
DSUs	**Total Value of DSUs**	
128,300	$23,094 [(3)]	

Total Compensation[(9)] for the year ended December 31, 2016:

Stipends: $24,000	DSUs: $12,500	Options: $7,499	Total: $43,999

Ewan D. Mason

Ontario,
Canada

Director since:
N/A (nominee)

Independent

Mr. Mason has extensive experience in corporate financings, restructuring and advisory work. He has worked as a contract geologist for a number of mining companies beginning in 1987. Following receipt of his MBA in 1992 he was employed by Richardson Greenshields as an investment banker on the mining team. Richardson Greenshields was acquired by RBC Dominion Securities in 1996 and Mr. Mason worked at RBC until 2005, rising to the role of Managing Director. During his tenure at RBC, Mr. Mason spent two years in London England, initiating global coverage of mining conglomerates around the world. In 2005, Mr. Mason was recruited by TD Securities to start up and head the re-launch of a mining investment banking team. Clients which Mr. Mason brought to TD in lead relationships include amongst others Xstrata plc, BHP Billiton,Vale, Votorantim, Buena Ventura, IAMGOLD, Gammon Gold, Jaguar Mining, HudBay Minerals, Northgate Minerals, Equinox Minerals, Eurozinc and International Minerals. Since leaving TD in May 2009, Mr. Mason has served as a director for mining and exploration companies. He is currently the owner, officer and director of private corporations that are engaged in retail, inventory management and personal training and wellness.

A. Neil McMillan

Saskatchewan,
Canada

Director since:
June 18, 2003

Independent

Shares held: 248,855 [1]

Mr. McMillan is currently the non-executive chair of the board of Cameco Corporation. He is the former President and CEO of Claude Resources Inc., a Saskatchewan based gold exploration and mining company. Prior to joining Claude Resources Inc. in 1995, Mr. McMillan was a registered representative and executive with RBC Dominion Securities in Saskatoon, Saskatchewan. He is a former member of the Saskatchewan Legislature and a past President of the Saskatoon Chamber of Commerce.

Member of:	2016 Attendance	Attendance (Total)	Membership on boards of other reporting issuers, or equivalent
Board of Directors	7 of 7		Cameco Corporation
Audit Committee	4 of 4	13 of 13	
Compensation and Corporate Governance Committee	2 of 2	(100%)	

Securities Held at December 31, 2016:

Shares	Total Market Value	Meets or Exceeds Minimum Shareholding Requirements[7]
248,855 [2]	$44,794 [3]	Yes
Options	**Average Weighted Exercise Price of Options**	**Total Value of Exercisable Options**
300,900	$0.21	$1,500 [8]
DSUs	**Total Value of DSUs**	
128,300	$23,094 [3]	

Total Compensation[9] for the year ended December 31, 2016:

Stipends: $24,000	DSUs: $12,500	Options: $7,499	Total: $43,999

Brian M. Menell

Woodstock,
United Kingdom

Director since:
June 15, 2006 [11]

Independent

Shares held: 75,000 [1]

Mr. Menell is a principal and the CEO of the Kemet Group, a group of private companies which invests in and manages a range of mining and other natural resource projects across East, Central and West Africa. He is a former Executive of the De Beers Group having held various executive positions in Antwerp, London, Namibia and South Africa across the mining, rough market management, and diamond trading divisions of the company. Following his time with De Beers, he was a principal and Executive Director of Anglovaal Mining until his exit in 2001 to create much of what is now African Rainbow Minerals. He is also a former CEO of Magma Diamond Resources Ltd. and was Chairman of Energem Resources Inc.

Member of:	2016 Attendance	Attendance (Total)	Membership on boards of other reporting issuers, or equivalent
Board of Directors	7 of 7		N/A
Audit Committee	4 of 4	13 of 13	
Compensation and Corporate Governance Committee	2 of 2	(100%)	

Securities Held at December 31, 2016:

Shares	Total Market Value	Meets or Exceeds Minimum Shareholding Requirements[7]
75,000	$13,500 [3]	Yes
Options	**Average Weighted Exercise Price of Options**	**Total Value of Exercisable Options**
300,900	$0.21	$1,500 [8]
DSUs	**Total Value of DSUs**	
128,300	$23,094 [3]	

Total Compensation[9] for the year ended December 31, 2016:

Stipends: $44,000	DSUs: $12,500	Options: $7,499	Total: $63,999

	**Peter J. Ravenscroft** Worcester, United Kingdom Director since: N/A (nominee) Not Independent (12)	Mr. Ravenscroft is the owner at Burgundy Mining Advisors, a boutique mining consultancy providing strategic advisory services to a range of multinational, mid-cap and junior resource companies (Including Shore Gold Inc.), with particular involvement in Canadian diamond industry, being Qualified Person for several major diamond producing and exploration companies. He previously was Head of Global Exploration for Cliffs Natural Resources Inc. as well as Managing Director, Technical Evaluation Group at Rio Tinto based in London, with global accountability for internal technical reviews of all major capital projects going before the Rio Tinto board. Also group accountability for the compliance of all Rio Tinto companies' mineral resource and ore reserve reporting. Mr. Ravenscroft was with Rio Tinto for seventeen years, in a variety of roles in the UK, Australia and Canada, with particular involvement in diamond projects and operations. Before joining Rio Tinto, Mr. Ravenscroft was involved in the southern African mining industry, with De Beers, Anglo American and Gencor, and as a geostatistical consultant. Mr. Ravenscroft originally graduated in Operations Research and Mathematical Statistics at the University of Cape Town, and Masters degree equivalent in Geostatistics from the Centre de Géostatistique of the Ecole des Mines de Paris in Fontainebleau, France. He is a fellow of the AusIMM and member of Australian Institute of Company Directors.

	**Honourable C. Michael Ryer** Alberta, Canada Director since: N/A (nominee) Independent	The Honourable C. Michael Ryer recently retired from the Federal Court of Appeal. Prior to his judicial service, he practiced income tax and corporate law for over thirty years, initially with Bennett Jones LLP and then with Deloitte Tax Law LLP. He has served as a director for mining and exploration companies and is currently an officer, director and shareholder of a number of private corporations that are engaged in agriculture, land development, oil and gas production and investments.

Notes:

1. Common Shares held as of July 28, 2017. The information as to Common Shares beneficially owned, not being within the knowledge of the Corporation, has been obtained from the SEDI website or verified with the individual. To the knowledge of the Corporation, none of the persons named above controls or directs any Common Shares other than the Common Shares disclosed.
2. Based on Common Shares beneficially owned, or controlled or directed, directly or indirectly.
3. Based on the closing price on December 31, 2016 of $0.18 per Common Share.
4. See "Executive Compensation – Outstanding Equity Awards for NEOs".
5. Mr. MacNeill also served as a non-independent director of the Corporation but did not receive additional remuneration for acting in this capacity. See "Executive Compensation – Summary Compensation Table for NEOs ".
6. Mr. Bay ceased his duties as the Corporation's CFO effective March 31, 2013 but continues to serve as a director. He is considered to be an independent director as at December 31, 2016.
7. The minimum mandatory retention of Common Shares by outside directors is 20,000. The Corporation does not have a policy for minimum mandatory retention of Common Shares by directors that are also officers.
8. See "– Director Compensation – Outstanding Equity Awards for Directors".
9. See "– Director Compensation – Director Compensation Table".
10. Mr. Bay was appointed to the Audit Committee and Compensation and Corporate Governance Committee during 2016.
11. Mr. Menell also served as a director of the Corporation from March 7, 2003 to October 27, 2005.
12. Based on the consultant services Mr. Ravenscroft provided to the Corporation in 2015, 2016 and 2017, he would not be considered independent.

Majority Voting for Directors

The Board has adopted a majority voting policy stipulating that if the votes in favour of the election of a director nominee at a Shareholders' meeting represent less than a majority of the Common Shares voted and withheld, the nominee will submit his or her resignation promptly after the Meeting for the Board's consideration. The Board shall accept the resignation absent exceptional circumstances, as determined by the Board. The Board's decision to accept or reject the resignation offer will be disclosed to the public within 90 days of the applicable annual meeting. The nominee will not participate in any committee or Board deliberations in respect of his or her resignation. The policy does not apply in circumstances involving contested director elections. Shareholders should note that, as a result of the majority voting policy, a "withhold" vote is effectively a vote against a director nominee in an uncontested election.

Bankruptcies and Cease Trade Orders

To the knowledge of the Corporation, and based upon information provided to it by the nominees for election as directors, no such nominee has, within the last 10 years, (i) become bankrupt, made a proposal under legislation relating to bankruptcy or insolvency, or become subject to any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such nominee, or (ii) been a director or executive officer of any company (including the Corporation) that, while the nominee was acting in that capacity (or within a year of ceasing to act in that capacity), became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became 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 such company or other entity, except as provided below. Further, to the knowledge of the Corporation, and based upon information provided to it by the nominees for election as directors, no such nominee has, within the last 10 years, been a director, chief executive officer or chief financial officer of a company (including the Corporation) that, during the time the nominee was acting in such capacity or as a result of events that occurred while the nominee was acting in such capacity, was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities laws that was in effect for a period of more than 30 consecutive days.

A cease trade order was issued against Energem Resources Inc., Mr. Menell and others on April 8, 2008 by the British Columbia Securities Commission for failure to file annual financial statements, Management's Discussion and Analysis and an Annual Information Form for the year ended December 31, 2007. The order was revoked on April 9, 2008. A cease trade order was issued against Energem Resources Inc., Mr. Menell and others on April 8, 2009 by the British Columbia Securities Commission and on April 27, 2009 by the Ontario Securities Commission for failure to file annual financial statements, Management's Discussion and Analysis and an Annual Information Form for the year ended December 31, 2008. The order has not been revoked. Energem Resources Inc. applied to be voluntarily delisted from the TSX in May 2009.

Penalties and Sanctions

To the knowledge of the Corporation, no proposed nominee for election as a director of the Corporation (nor any personal holding company of any of such persons) has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable Shareholder in deciding whether to vote for such proposed nominee.

Director Compensation

During the financial year ended December 31, 2016 the Corporation compensated its directors who are not also officers of the Corporation ("outside directors") a quarterly stipend of $5,000. The Chairman also received a quarterly stipend of $5,000 and members of the Audit Committee and Compensation and Corporate Governance Committee also received a quarterly stipend of $500.

In addition, each director is eligible to receive share-based compensation in the form of deferred share units ("DSUs") and stock options ("Options") of the Corporation. The aggregate maximum number of share-based compensation which may be held by outside directors is limited to 1% of the total issued and outstanding Common Shares of the Corporation. During the financial year ended December 31, 2016, each of the Directors of the Corporation who were not officers or employees of the Corporation were granted 62,500 DSUs as well as 59,000 Options with an exercise price of $0.20.

The Deferred Share Unit Plan is discussed further in this Information Circular under "Equity Compensation Plans".

Director Compensation Table

The following table sets forth the compensation paid by the Corporation to the directors who are not named executive officers (the "NEOs") in 2016:

Director	Year Ended Dec. 31	Fees Earned ($)	Share-based awards [1] ($)	Option-based awards [2] ($)	Non-equity incentive plan compensation ($)		Pension Value ($)	All Other Compensation ($)	Total Compensation ($)
					Annual Incentive Plans ($)	Long-term Incentive Plans ($)			
Harvey J. Bay[3] [4]	2016	22,000	12,500	7,499	Nil	Nil	Nil	Nil	41,999
Arnie E. Hillier[3] [4]	2016	24,000	12,500	7,499	Nil	Nil	Nil	Nil	43,999
A. Neil McMillan[3] [4]	2016	24,000	12,500	7,499	Nil	Nil	Nil	Nil	43,999
Brian M. Menell[3] [4] [5]	2016	44,000	12,500	7,499	Nil	Nil	Nil	Nil	63,999
Stephen V. Scott[3] [4] [6]	2016	24,000	12,500	7,499	Nil	Nil	Nil	Nil	43,999

Notes:

1. The grant date fair value of the DSUs granted during 2016 was determined based on the five-day volume weighted average trading price of the Company's shares preceding the date of grant.
2. The grant date fair value of the Options granted during 2016 was estimated using the Black-Scholes option-pricing model with the following assumptions: share price of $0.20, risk free interest rate of 0.7%, expected stock price volatility of 80.0%, expected dividend yield of 0% and expected term of five years.
3. Member of the Audit Committee at December 31, 2016.
4. Member of the Compensation and Corporate Governance Committee at December 31, 2016.
5. Chairman of the Board at December 31, 2016.
6. Mr. Scott resigned from the Board prior to July 28, 2017.

Outstanding Equity Awards for Directors

The following table sets forth, for each director that is not a NEO, information regarding all share-based awards and option-based awards that are outstanding as of December 31, 2016:

	Option-based Awards				**Share-based Awards**		
Director	**Number of securities underlying unexercised Options (#)**	**Option exercise price ($)**	**Option expiration date**	**Value of unexercised in-the-money Options [(1)] ($)**	**Number of shares or units of shares that have not vested (#)**	**Market or payout value of share-based awards that have not vested ($)**	**Market or payout value of vested share-based awards not paid out or distributed [(2)] ($)**
Harvey J. Bay	75,000 100,000 66,900 59,000	0.16 0.27 0.18 0.20	June 18, 2018 April 14, 2019 June 16, 2020 March 24, 2021	1,500 Nil Nil Nil	Nil	Nil	23,094
Arnie E. Hillier	75,000 100,000 66,900 59,000	0.16 0.27 0.18 0.20	June 18, 2018 April 14, 2019 June 16, 2020 March 24, 2021	1,500 Nil Nil Nil	Nil	Nil	23,094
A. Neil McMillan	75,000 100,000 66,900 59,000	0.16 0.27 0.18 0.20	June 18, 2018 April 14, 2019 June 16, 2020 March 24, 2021	1,500 Nil Nil Nil	Nil	Nil	23,094
Brian M. Menell	75,000 100,000 66,900 59,000	0.16 0.27 0.18 0.20	June 18, 2018 April 14, 2019 June 16, 2020 March 24, 2021	1,500 Nil Nil Nil	Nil	Nil	23,094
Stephen V. Scott	166,900 59,000	0.18 0.20	June 16, 2020 March 24, 2021	Nil Nil	Nil	Nil	23,094

Note:

1. The value of the unexercised in-the-money Options has been calculated based on the difference between the exercise price of the Options and the closing price of the Common Shares on December 31, 2016 of $0.18.
2. Market or payout value of vested deferred share units has been calculated based on the closing price of the Common Shares on December 31, 2016 of $0.18

Incentive Plan Awards for Directors – Value Vested or Earned

The following table sets forth, for each director that is not a NEO, the value vested or earned on all share-based awards and option-based awards for the year ended December 31, 2016:

Director	**Option-based awards – Value vested during the year [(1)] ($)**	**Share-based awards – Value vested during the year [(2)] ($)**	**Non-equity incentive plan compensation – Value earned during the year**
Harvey J. Bay	Nil	12,500	Nil
Arnie E. Hillier	Nil	12,500	Nil
A. Neil McMillan	Nil	12,500	Nil
Brian M. Menell	Nil	12,500	Nil
Stephen V. Scott	Nil	12,500	Nil

Note:

1. Represents the aggregate dollar value that would have been realized if Options had been exercised on the vesting date, based on the difference between the closing price of the Corporation's Common Shares on the TSX on the vesting date and the exercise price of the Options. The Options vested on the day they were granted. Accordingly, no value vested during the year.
2. Represents the aggregate dollar value that would have been realized if DSUs had been exercised on the vesting date, based on the closing price of the Corporation's Common Shares on the TSX on the vesting date.

Appointment of Auditor

The Audit Committee and the Board recommend the reappointment of KPMG LLP, Chartered Professional Accountants as auditor of the Corporation. KPMG LLP, Chartered Professional Accountants were first appointed auditor of the Corporation in 2002.

The resolution appointing the auditors must be passed by a simple majority (51%) of the votes cast by Shareholders present in person or by proxy at the Meeting.

Unless otherwise directed, the designees named in the accompanying form of proxy intend to vote FOR the appointment of KPMG LLP, Chartered Professional Accountants, Saskatoon, Saskatchewan, as auditor of the Corporation, to hold office until the next annual meeting of the Shareholders, at a remuneration to be determined by the Board.

Amendment to the Name of the Corporation

Management and the Board believe that the name Shore Gold Inc., while a connection to the history of the Corporation, no longer reflects the current focus of the business. Management and the Board of Shore Gold Inc. believe that rebranding will ensure that investors and stakeholders will better understand the Corporation's core business. As a result, the Corporation is proposing to changes its name to **Shore Diamond Corporation**.

At the Meeting, Shareholders will be asked to consider and, if deemed appropriate, to pass, with or without variation, a special resolution (the "Name Change Resolution") approving an amendment to the Articles of the Corporation to change the name of the Corporation from Shore Gold Inc. to Shore Diamond Corporation or such other name as the Board, in its sole discretion, may resolve and as may be acceptable to the applicable regulatory authorities (including the TSX). The text of the Name Change Resolution to be submitted to Shareholders at the Meeting is set forth below:

For the reasons indicated above, the Board and management of the Corporation believe that the Name Change Resolution is in the best interest of the Corporation and its Shareholders and, accordingly, unanimously recommend that Shareholders vote FOR the Name Change Resolution. Unless otherwise directed, the management designees named in the accompanying Form of Proxy intend to vote FOR the Name Change Resolution.

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The Articles of Incorporation of Shore Gold Inc. be amended as follows: to change the name of the corporation from Shore Gold Inc. to Shore Diamond Corporation or such other name as the Board, in its sole discretion, may resolve and as may be acceptable to the applicable regulatory authorities.

2. Any director or officer of the Corporation is authorized for and on behalf of and in the name of the Corporation to do all such acts and things and to execute and deliver, whether under the corporate seal of the Corporation or otherwise, all such documents, instruments and writings as in that person's discretion are necessary or desirable to give effect to this special resolution including, without limitation, the delivery of Articles of Amendment in the prescribed form to the Director appointed under the *Canada Business Corporations Act* and compliance with all requirements of Toronto Stock Exchange.

3. The directors of the Corporation may, in their discretion, without further approval by the shareholders, revoke this special resolution at any time before the issuance by the Director of a Certificate of Amendment in respect of the foregoing.

In order to be effective, the Name Change Resolution must be approved by not less than two thirds of the votes cast by the holders of Common Shares present in person, or represented by proxy, at the Meeting. Unless a Shareholder specifies otherwise in a proxy, the persons named in the accompanying proxy intend to vote in favour of such resolution. Notwithstanding approval of the name change by Shareholders, the Board, in its discretion, may determine not to act upon the name change resolution and not file articles of amendment giving effect to the name change, without further approval of Shareholders. Following a vote by the Board to implement the name change, the Corporation will file articles of amendment with the Director under the *Canada Business Corporations Act* to amend the Corporation's articles of incorporation. The name change will become effective on the date shown in the certificate of amendment issued by the Director under the *Canada Business Corporations Act* or such other date indicated in the articles of amendment provided that, in any event, such date will be prior to the next annual meeting of Shareholders. Under the *Canada Business Corporations Act,* Shareholders do not have dissent and appraisal rights with respect to the proposed name change.

Restatement of Articles of Incorporation

In order to consolidate amendments to the articles of incorporation of the Corporation which have occurred, from time to time, since the Corporation's incorporation on April 29, 1985, at the Meeting, Shareholders will be asked to consider and, if deemed appropriate, to pass, with or without variation, a special resolution (the "**Restatement of Articles Resolution**") approving the consolidation and restatement of the Articles of the Corporation to reflect amendments which had previously occurred on May 30, 1986, August 12, 1994 and December 23, 1996, for various reasons, as well as the name change to "Shore Diamond Corporation" referred to above, provided that such name change is approved by Shareholders at the Meeting. The proposed restatement does not amend the articles in any way and merely consolidates the articles in a signed document. The text of the Restatement of Articles Resolution to be submitted to Shareholders at the Meeting is set forth below:

For the reasons indicated above, the Board and management of the Corporation believe that the Restatement of Articles Resolution is in the best interest of the Corporation and its Shareholders and, accordingly, unanimously recommend that Shareholders vote FOR the Restatement of Articles Resolution. Unless otherwise directed, the management designees named in the accompanying Form of Proxy intend to vote FOR the Restatement of Articles Resolution.

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The Articles of the Corporation be restated as follows:

    a. To declare that the registered office is situated in Alberta;

    b. To declare that the authorized capital of the Corporation consists of an unlimited number of Common Shares;

    c. To provide that there are no restrictions on transfers of the shares of the Corporation;

    d. To provide that number of directors of the Corporation shall be not less than three (3) directors and not more than twelve (12);

e. The Corporation is not restricted on business that the Corporation may carry on; and

f. The "other provisions" of the Corporation shall provide that: the directors of the Corporation may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting, but the number of such additional directors shall not at any time exceed one-third of the number elected at the previous annual meeting of shareholders.

2. Any director or officer of the Corporation is hereby authorized to do all acts and to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all documents or instruments which may be necessary or desirable in order to give effect to the foregoing including, without limitation, articles of amendment in the form required pursuant to the *Canada Business Corporations Act*.

Approval of the Continuation and the Amendment and Restatement of the Shareholder Rights Plan

Background

On January 18, 2005, the Board of Directors adopted the Shareholder Rights Plan (the "**Rights Plan**") the terms and conditions of which are set out in the Rights Plan dated as of January 19, 2005, as amended and restated as of June 14, 2011 (the "**Existing Rights Plan**") between the Corporation and Valiant Trust Company (now Computershare Trust Company of Canada), as rights agent (the "**Rights Agent**"). At the annual meeting of shareholders of the Corporation held on June 17, 2014, the shareholders approved the continuation of the Existing Rights Plan until the termination of the annual meeting of shareholders in the year 2017. The Existing Rights Plan provides that it will terminate following the termination of the annual meeting of shareholders in the year 2017 unless the continued existence of the Existing Rights Plan is ratified at such annual meeting.

At the Meeting, shareholders will be asked to consider and, if deemed advisable, approve an ordinary resolution ("**Rights Plan Resolution**"), the text of which is set forth below under "*Proposed Resolution and Board Recommendation*", to continue the Existing Rights Plan until the annual meeting of shareholders in the year 2020. The Rights Plan Resolution also authorizes the Corporation to enter into an amended and restated shareholder rights plan agreement with the Rights Agent, which amends and restates the Existing Rights Plan and continues the rights issued thereunder.

Certain amendments to the Existing Rights Plan are being proposed as described below under "*Proposed Amendments*". The amended and restated plan is referred to herein as the "**Rights Plan**". With the exception of the amendments described herein, the Rights Plan is identical to the Existing Rights Plan.

Purpose of the Shareholder Rights Plan

The Rights Plan is intended to ensure, to the extent possible, the fair and equal treatment of all Shareholders in connection with any take-over bid or similar proposal to acquire Common Shares. The Rights Plan is also intended to provide all Shareholders of the Corporation with an equal opportunity to share in any premium paid upon an acquisition of control of the Corporation and to allow both the Shareholders and the Board adequate time to assess a take-over bid made for the Common Shares in relation to the circumstances and prospects of the Corporation and to allow a reasonable period of time for the Board to explore and develop alternative courses of action in an attempt to maximize Shareholder value, if the Board of Directors is of the opinion that it is appropriate to do so.

The Rights Plan is intended to provide all Shareholders with an equal opportunity to share in any premium paid upon an acquisition of control of the Corporation. While existing securities legislation has substantially addressed many concerns of unequal treatment, exemptions to take-over bid legislation can allow a shareholder or group of shareholders to acquire control of an issuer without making a formal take-over bid to all shareholders. For example, control of an issuer may be acquired pursuant to one or more private agreements pursuant to which a small group of shareholders dispose of their shares at a premium to the market price which premium is not shared by other shareholders. In addition, a person may slowly accumulate shares through stock exchange acquisitions which may result, over time, in an acquisition of control without payment of fair value for control or a fair sharing of a control premium among all shareholders. These scenarios could result in a shareholder or group of shareholders acquiring control without paying fair value to all shareholders, sometimes referred to as a "creeping bid". The Rights Plan addresses these concerns as it applies to all acquisitions greater than 20% of the Common Shares to better ensure that all shareholders receive equal treatment.

Historically, the Rights Plan also gave the Board more time to assess alternatives for maximizing shareholder value than was provided for under applicable Canadian securities laws. Applicable Canadian securities laws were amended, effective May 9, 2016, to, among other things, extend the minimum time that a take-over bid must generally remain open for in

Canada to 105 days from 35 days essentially replacing the provisions of the Rights Plan affording the Board more time to assess alternatives. However, these amendments to Canadian securities laws do not prevent offerors from making the creeping bids described above without also making an offer to all Shareholders. The Rights Plan protects against creeping bids.

The Rights Plan addresses creeping bids by requiring offerors to:

- make permitted bids under the Rights Plan, which give shareholders an opportunity to participate in the transaction – a permitted bid meets specific conditions (for example, it must be made to all shareholders and remain open for acceptance for at least 105 days, or the minimum period that a formal take-over bid is required to remain open for in the relevant circumstances under current Canadian securities laws if less than 105 days); or

- make an offer that does not qualify as a "permitted bid" but is negotiated with the Corporation and has been exempted by the Board from the application of the Rights Plan in light of the opportunity to bargain for agreed terms and conditions to the offer that are believed to be in the best interests of Shareholders.

The Rights Plan discourages an offeror from taking an approach that is not consistent with either of the above two approaches by creating the potential of significant dilution to any such offeror. This potential is created through the issuance to all Shareholders of contingent rights to acquire additional Common Shares at a significant discount to the then-prevailing market prices, which could, in certain circumstances, become exercisable by all Shareholders other than an offeror and its associates, affiliates and joint actors with the potential of significantly diluting the value of the offeror's shares.

The continuation of the Existing Rights Plan until the termination of the annual meeting of Shareholders in the year 2020 is not being proposed in response to, or in anticipation of, any pending, threatened or proposed acquisition or take-over bid that is known to management of the Corporation. In addition, the proposed continuation of the Existing Rights Plan is not intended as a means to prevent a take-over of the Corporation, to secure the continuance of management or the Board in their respective offices, or to deter fair offers for the Common Shares. The rights of shareholders under existing law to seek a change in the management or to influence or promote action of management in a particular manner are not affected by the Rights Plan. In addition, the Rights Plan does not affect the duty of the Board to act honestly and in good faith with a view to the best interests of the Corporation and its Shareholders.

Proposed Amendments

Pursuant to its terms, the Existing Rights Plan will expire upon the termination of the Meeting unless its continuation is ratified by the shareholders at the Meeting in accordance with its provisions. Management reviewed the terms of the Existing Rights Plan in the context of the amendments made to the applicable Canadian securities laws which became effective in 2016 and is proposing certain amendments as a result. Management also reviewed the Shareholder rights plans of other public corporations in Canada and, with the exception of the proposed amendments described below, determined that there have been few, if any, other apparent changes to shareholder rights plans generally since the Shareholders approved the continuation of the Existing Rights Plan at the annual meeting of shareholders in the year 2014.

The following are the proposed amendments to the Existing Rights Plan contained within the proposed Rights Plan:

- changing the periods that "Permitted Bids" and "Competing Permitted Bids" are required to remain open, to match the periods that would apply to formal take-over bids in the relevant circumstances under the amendments to applicable Canadian securities laws which became effective in 2016;

- the definition of "Expiration Time" has been revised to specify that Rights Plan will expire at the termination of annual meeting of Shareholders in the year 2020 unless it is otherwise terminated in accordance with its terms prior thereto provided, however, if the continuation of the Rights Plan is ratified by the requisite shareholder approval at such annual meeting, the Rights Plan will continue until the termination of the annual meeting of shareholders in the year 2023 unless it is otherwise terminated in accordance with its terms prior thereto; and

- certain other amendments of a non-substantive, "housekeeping" nature have been made to provide for greater clarity and consistency.

As previously noted, other than the amendments as described above, the Rights Plan is identical to the Existing Rights Plan. The Existing Rights Plan is available under the Corporation's SEDAR profile at www.sedar.com. A copy of the blackline of the Rights Plan as compared to the Existing Rights Plan which highlights the amendments described above is also available under the Corporation's SEDAR profile at www.SEDAR.com. The Corporation may further amend the terms of the Rights Plan prior to the Meeting pursuant to any comments it receives from any applicable regulatory authorities or as any of its directors or officers may consider necessary or advisable.

Proposed Resolution and Board Recommendation

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, approve the following Rights Plan Resolution:

"BE IT RESOLVED, as an ordinary resolution, that:

1. the continuation of the shareholder rights plan (the "**Rights Plan**") of Shore Gold Inc. (the "**Corporation**") is hereby ratified, confirmed and approved, and the Corporation is hereby authorized to enter into an Amended and Restated Shareholder Rights Plan Agreement to be dated as of September 6, 2017 with Computershare Trust Company of Canada, as rights agent, which amends and restates the Shareholder Rights Plan Agreement dated as of January 19, 2005, as amended and restated as of June 14, 2011 (the "**Rights Plan Agreement**") and continues the rights issued thereunder;

2. the making on or prior to September 6, 2017 of any other amendments to the Rights Plan Agreement as any director or officer of the Corporation may consider necessary or advisable to satisfy the requirements of any applicable regulatory authorities or any professional commentators in order to give effect to the amendments to the Rights Plan Agreement or to conform the Rights Plan to versions of shareholder rights plans then prevalent for public corporations in Canada is hereby approved; and

3. any director or officer of the Corporation is hereby authorized to execute and deliver, whether under corporate seal or otherwise, the agreement referred to above and any other agreements, instruments, notices, consents, acknowledgements, certificates and other documents (including any documents required under applicable laws or regulatory policies), and to perform and do all such other acts and things, as any such director or officer in his or her discretion may consider to be necessary or advisable from time to time in order to give effect to this resolution."

Shareholder approval to continue the Existing Rights Plan, as amended as described herein, is required under the Existing Rights Plan. To pass, the Rights Plan Resolution must be approved by a simple majority of the votes cast by (i) all Shareholders, and (ii) if applicable, the "Independent Shareholders" (as defined in the Existing Rights Plan), in each case present in person or by proxy at the Meeting. The Corporation is not currently aware of any Shareholder whose votes will be ineligible to be counted towards the Rights Plan Resolution or any Shareholders that would not qualify as Independent Shareholders.

The Board has unanimously determined that it is appropriate and in the best interests of Shareholders to continue the Existing Rights Plan until the annual meeting of Shareholders in the year 2020 and to amend the Existing Rights Plan as described above under "*Proposed Amendments*". **The Board unanimously recommends that you vote FOR the Rights Plan Resolution. Unless otherwise directed, the management designees and in the accompanying Form of Proxy intend to vote FOR the Rights Plan Resolution**.

Other Business

Management knows of no amendment, variation or other matter to come before the Meeting other than the matters identified in the Notice of Meeting. However, if any other matter properly comes before the Meeting or any adjournment thereof, proxies solicited hereunder will be voted on such matter in the discretion of and according to the best judgment of the proxyholder unless otherwise indicated on such proxy.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors and officers of the Corporation, any proposed nominee for election as a director of the Corporation or any associate of any director, officer or proposed nominee is or has been indebted to the Corporation at any time during the last completed financial year.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Corporation has insurance policies for the benefit of its directors and officers against liability incurred by them in the performance of their duties as directors and officers of the Corporation. These policies do not specify that any part of the premium is to be paid in respect of either directors as a group or officers as a group. Premiums are paid by the Corporation. The current annual limit is $25 million per claim per policy period, subject to a corporate deductible of $75,000 per claim.

EXECUTIVE COMPENSATION

Compensation Committee and Corporate Governance Committee, Composition and Responsibilities

The Corporation has a Compensation and Corporate Governance Committee (the "Committee") of its Board comprised of the following four directors, all of whom are independent as defined by National Instrument 52-110 - *Audit Committees* of the Canadian Securities Administrators and have experience in dealing with compensation matters: A. Neil McMillan (Chair), Harvey J. Bay, Arnie E. Hillier and Brian M. Menell. The Committee is responsible for recommending to the Board annually a compensation philosophy and for establishing associated guidelines for which the President and CEO is to be responsible. The Committee is also responsible for reviewing the performance of the Corporation's senior executives, for making recommendations to the Board with respect to compensation of the Corporation's senior executives and for reviewing the compensation of the Corporation's directors (as discussed earlier in this Information Circular). The Committee is also responsible for recommending to the Board on an annual basis the Compensation Discussion and Analysis to be included in the Corporation's information circular. All of the Committee members have experience in the area of executive compensation through their involvement as senior leaders in other organizations. Mr. McMillan (the current Chair of the Committee) is the non-executive chair of the board of Cameco Corporation, a Saskatchewan-based mining company. He has also been a member of Cameco's human resources and compensation committee and reserves oversight committee and is the former president and CEO of Claude Resources Inc., a Saskatchewan-based mining company. Mr. Bay is a non-practicing professional accountant and member of the Chartered Professional Accountants of Saskatchewan. He has over 25 years of financial experience in the resource industry. Mr. Bay is the former Chief Financial Officer of Wescan Goldfields Inc. and Shore Gold Inc. Mr. Bay has also worked in various financial roles with Claude Resources Inc., Hudson Bay Mining and Smelting Co. and Saskatchewan Mining and Development Corporation (the predecessor of Cameco Corporation). Mr. Bay is also a director of Wescan Goldfields Inc., and is a former director of 49 North Resource Fund Inc. Mr. Hillier is a member of VersaBank's Conduct Review, Governance and HR Committee and is also a former Chairman and CEO of Claude Resources Inc. Mr. Menell has senior level management experience of the diamond exploration, mining and marketing industries. Mr. Menell is a principal and the CEO of the Kemet Group, a group of private companies which invest in and manages a range of mining and other natural resource projects across East, Central and West Africa.

Compensation Discussion and Analysis

Compensation Philosophy and Objectives

The objectives of the Corporation's compensation program are to provide a competitive base compensation as well as current and long-term incentives to the NEOs and other senior executives that are consistent with their individual performance and contribution to the Corporation's objectives. Levels of compensation must be established and maintained with the intent of attracting, retaining and motivating superior quality executives and providing a level of compensation competitive with the rates paid to executives in other companies who have similar responsibilities and technical experience. The policies are designed to preserve cash to the extent practicable, with executives participating in the upside potential of the Corporation, through share-based compensation, that aim to represent Shareholder returns.

The compensation program emphasizes individual experience and performance. As such, executives holding similar positions may receive substantially different levels of compensation. If circumstances dictate, the Committee will adjust certain elements of total compensation upward or downward to ensure the Corporation's compensation practices align with Shareholder interests while providing fair compensation to the Corporation's NEOs. For example, when resources are limited, the cash-based short-term incentive program may be reduced or eliminated and replaced with higher levels of share-based compensation in the form of Restricted Share Units (“RSUs”) and/or Performance Share Units (“PSUs”) and/or Option grants.

What the Corporation's compensation program is designed to reward

The Corporation's executive compensation practices are designed to attract and retain talented personnel capable of achieving the Corporation's objectives. The Corporation also utilizes compensation programs to motivate and reward the

Corporation's executives for the ultimate achievement of the Corporation's goals. The Corporation makes use of complementary short-term and long-term incentive programs intended to provide fair, competitive and motivational rewards in the short-term while ensuring that the executives' long-term objectives remain aligned with those of the Corporation's shareholders. The compensation practices employed by the Corporation are also designed to protect its executives from potential risks by providing reasonable benefits in the event a change of control occurs.

Elements of the Corporation's compensation program

The Corporation's executive compensation is comprised of four components: (1) base compensation, (2) short-term incentives, (3) long-term incentives; and (4) termination benefits.

Base compensation is designed to provide the executive a portion of his compensation with limited risk. The Corporation has established levels for the executives based on the individual's level of responsibility, the importance of the position to the Corporation, the individual's contribution to the Corporation's performance and comparisons of compensation for similar positions in the Canadian mining industry (as reported by independent national mining compensation surveys such as the report published by Global Governance Advisors, or "GGA") or from other publicly available information of publicly traded companies of similar size and scope. Surveys such as the GGA "Report on Executive and Director Remuneration" (the "Survey") may be utilized to help establish a reasonable basis and/or range for the base compensation for the Corporation's NEOs. The Survey uses data from Canadian mining companies with various market capitalizations and at various stages of development. In addition, the Committee, on an ad hoc basis, may compare the survey information to other Canadian exploration and development companies in a similar stage of development to ensure the levels as proposed from the survey analysis are reasonable. Executive compensation must also be compatible with the Corporation's cash flow.

During 2014, the Corporation's NEOs agreed to have their 2014 base compensation either reduced from 2013 levels or not adjusted to their determined amounts. In addition, effective February 1, 2015, all NEOs agreed to a further 30 percent reduction to base compensation as a means to further reduce the Corporation's cash expenditures. These reductions were in addition to reductions also taken in 2014. Throughout 2015 the base compensation for the President and CEO remained below the President and CEO's 2013 base compensation level. In July 2015, the base compensation for the Corporation's other NEOs was re-instated to their previous base compensation levels. Overall, the adjustments to 2015 base compensation resulted in a decrease of 22 percent from 2013 base compensation levels. For 2016 the base compensation for the President and CEO remained below the President and CEO's 2013 base compensation level.

Short-term incentives in the form of cash bonuses are based on subjective criteria, including the Corporation's ability to pay such bonuses, individual performance, the executive's contributions to achieving the Corporation's objectives, progress towards publicly stated milestones that lead to the maximization of the Corporation's assets and other competitive considerations. To facilitate the process, the Corporation has established cash bonus ranges based on the executive's level within the organization and comparing bonus payments for similar positions in the Survey. The ranges for cash bonuses are based on the following table:

Position	Range (as a % of base compensation)
President and CEO	0% - 100%
Senior Vice President	0% - 80%
CFO	0% - 60%

The Committee reviews with the President and CEO the performance of each executive and has the ability to award bonuses within the established ranges based on the criteria listed above, as well as the accomplishment of the Corporation's goals. Movements in the Corporation's share price in relation to the accomplishment of the publicly stated objectives and its performance in relation to its peer group may influence the Committee's decision regarding any amounts to be ultimately awarded. An executive that meets expectations in his role is targeted to receive 50 percent of the range stated above.

As part of the assessment, the Committee may also consider the change in the Corporation's share price when reviewing the President and CEO's compensation. The Corporation analyzed the movement of the following companies' share prices when comparing the Corporation's share performance during the past year:

Dominion Diamond Corp.	Kennady Diamonds Inc.	Peregrine Diamonds Ltd.
Firestone Diamonds Inc.	Lucara Diamond Corp	Rockwell Diamonds Inc.
Gem Diamonds Ltd.	Mountain Province Diamonds Inc.	Stornoway Diamonds Inc.

The above group has been chosen so that the Corporation can track how companies in the diamond industry generally perform. These companies range from small exploration companies to large producers and retailers of diamonds. The average change in share price for these companies, from January 1, 2016 to December 31, 2016, was an increase of 39 percent. In comparison, the Corporation's share price did not change over the same period.

In an effort to conserve cash, the Corporation did not award short-term incentives in the form of cash bonuses during 2016. No cash bonuses were awarded to the Corporation's President and CEO in 2016, 2015, 2014 or 2013.

Long-term incentives are designed to provide executives with a long-term incentive to achieve the Corporation's objectives and contribute to shareholder value. The use of long-term incentives is designed to motivate and retain the Corporation's personnel in order to achieve the results that ultimately benefit the Shareholders. The Corporation's compensation policy reflects a belief that an element of total compensation for the Corporation's executive officers should be "at risk" so as to create a strong link to build shareholder value. The Corporation also uses its long-term incentive programs, such as the Corporation's stock option plan (the "Stock Option Plan", as further described in this Information Circular under "Equity Compensation Plans") in lieu of post retirement benefits such as a pension plan. The Committee believes the use of the Corporation's limited resources for retirement benefits is not prudent given the stage of development of the Corporation. Though the potential upside for a NEO may be significant under this scenario, the risk of a NEO not realizing any retirement benefit also exists.

The Corporation has established Option levels to be granted on an annual basis, based on the Executive's experience and relative importance to the organization in achieving its long-term objectives. The number of Options granted typically follows the guidelines established for the Corporation's NEOs; however, circumstances may arise when the actual amounts awarded may differ from the guidelines established. The Committee also reviews the granting of Options in relation to the amount of base compensation received and/or cash bonuses being granted. The Committee may also consider reasonableness, extraordinary circumstances, including unexpected market events and achievement of performance targets. The Committee does not use the fair value (as determined by the Black-Scholes Option Pricing Model) as a basis for determining the number of Options to award, as the ultimate realization of the Option's value may be significantly different from that determined using the fair value models, especially in a development stage company. Pricing of Options granted to executives are determined based on the Stock Option Plan as described in this Information Circular. The practice of the Corporation is to grant Options to executives and directors with a five year term and no vesting requirements. Such awards are contingent upon future share-price performance which, if not achieved, will reduce or negate the actual value of these awards.

Shareholders approved the Performance Share Unit and Restricted Share Unit Plan (the "Unit Plan") at the June 16, 2015 annual general and special meeting. It is the intention of the Committee that the Unit Plan (as further described in this Information Circular under "Equity Compensation Plans") also be used to provide short-term and long-term incentives by awarding RSUs with vesting terms shorter than the Unit Plan's standard three annual vesting tranches. By doing so, the goal of motivating and retaining personnel can be fulfilled (both short-term and long-term incentives) while also conserving cash. Senior officers are eligible to receive a combination of Options and/or RSUs and/or PSUs. Management and non-executive employees are eligible to receive a combination of Options and/or RSUs. It is the Board's intention that the implementation of the Unit Plan, as part of the Corporation's compensation program, be phased in over several years.

Termination benefits are provided to the Corporation's NEOs as described in this Information Circular under the section entitled "Termination of Employment, Change in Responsibilities, and Employment Contracts". The Committee believes that offering termination benefits (which covers events such as change of control) is an effective way of ensuring commitment to the Corporation and its Shareholders. An estimate of the cost of the termination benefits if all NEOs were terminated as at December 31, 2016 is also provided in this section. The Committee believes these levels of termination benefits are consistent with industry practice for such circumstances.

Benchmarking

Though the Committee does not formally benchmark compensation paid to its senior management or directors, the Committee reviews public information (such as the report published by GGA or from other publicly available information of publicly traded companies of similar size and scope) to ensure the Corporation's compensation is reasonable. When assessing annual cash bonuses, a comparator group has been chosen so that the Corporation can track how companies in the diamond industry generally perform as discussed under "Elements of the Corporation's compensation program – Short-term incentives". The Committee has never used a compensation consultant to review its compensation practices or to perform benchmarking research.

Performance Goals

Given the stage of development of the Corporation, the Committee is unable to focus on objective quantifiable metrics such as earnings per share or return on investment. Though the Committee does not use objective quantifiable metrics to measure performance of the NEOs at this stage of the Corporation's development, the Corporation, as part of its Code of Ethics, has put in place requirements for the CEO and CFO to reimburse the Corporation if it is required to restate its financial statements due to material non-compliance with any financial reporting requirement under securities law as a result of misconduct.

The key performance goal of the Corporation is to ultimately develop a commercial diamond mine. The Committee assesses the senior executive officer's performance against short-term milestones to achieve this ultimate goal. The completion of a National Instrument 43-101 *Standards of Disclosure for Mineral Projects* mineral resource, a mineral reserve, a feasibility study and an environmental impact assessment are steps to achieve this ultimate goal. The completion of these milestones may take several years and does not necessarily match traditional calendar year compensation reviews. As such, when making their assessments for short-term incentives, the Committee reviews progress against such milestones and how senior management has been able to react to changing circumstances.

Implications of Risks of Compensation Policies and Practices

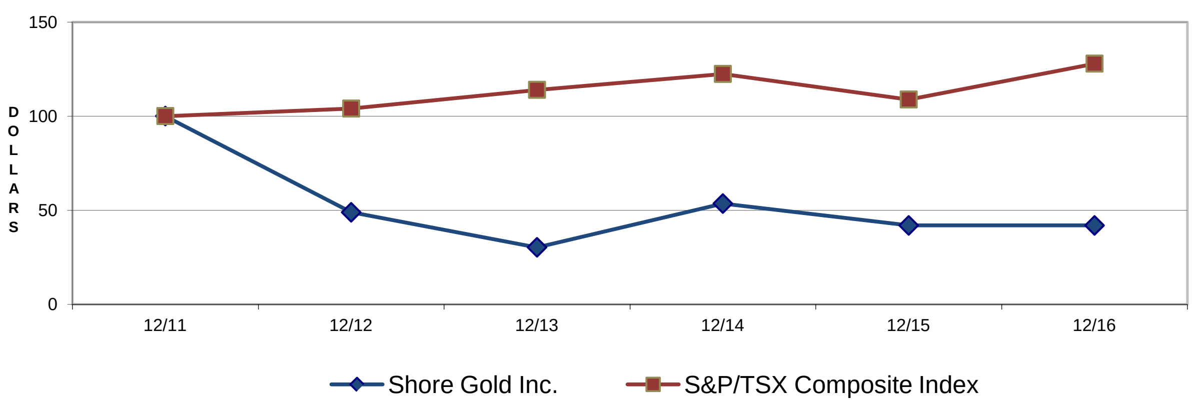
The Committee has considered the implication of the risks to the Corporation associated with decisions regarding compensation of NEOs. In designing and implementing the Corporation's compensation, the Committee and the Board assess the risks associated with the Corporation's compensation policies and practices. The structure of incentive compensation for executives is designed not to focus on a single metric, which in the Corporation's view could be distortive, but instead a combination of both corporate and personal objectives as well as discretion in the ultimate awards, that balance long term objectives and short term objectives.

Compensation of NEOs is determined by negotiation of set amounts between the Corporation and the individual, or at the discretion of the Committee relating to any potential bonus or stock option incentive plan awards, based on subjective performance criteria, rather than tied to quantitative goals. Accordingly, the Committee is of the view that there is no material risk of the Corporation's NEOs or directors taking, as a result of the compensation process, inappropriate or excessive risks during the performance of their duties that are reasonably likely to have a material adverse effect on the Corporation.

To assist in mitigating risk, the Corporation has a policy restricting NEOs and directors from engaging in short selling or trading in puts or calls of securities of the Corporation. In addition, the Corporation also has black out policies pertaining to financial and material information as well as a policy which prohibits the trading of the Corporation's securities (including Options) without prior approval. These policies pertain to employees, officers and directors of the Corporation. Compliance with regulations is also considered when determining incentive compensation (bonus and long-term incentive awards).

Performance Graph

The following graph compares the yearly percentage change in the cumulative shareholder return over the last five years of the Common Shares of the Corporation (assuming a $100 investment was made on December 31, 2011) with the cumulative total return of the S&P/TSX Composite Index assuming reinvestment of dividends.



Cumulative Total Return

	Dec. 31, 2011	Dec. 31, 2012	Dec. 31, 2013	Dec. 31, 2014	Dec. 31, 2015	Dec. 31, 2016
Shore Gold Inc.	100	49	30	53	42	42
S&P/TSX Composite Index	100	104	114	122	109	128

Compensation Trend Compared to Performance Graph

The Corporation's share performance was below the S&P/TSX Composite Index in 2012 to 2016. Overall, the Corporation's total compensation to NEOs over this five year period was significantly influenced by the impact the Corporation's share price (and related volatility) had to the fair value determination of certain non-cash compensation awarded (Options). Also contributing to the overall decrease in compensation to NEOs from 2013 to 2014 were decreases to base compensation in 2014 as well as the Corporation's decision to not award short-term incentives (cash bonuses) for the 2014 and 2015 performance years and to limit the awarding of short-term incentives in 2013. The increase in overall compensation for NEOs in 2015 and 2016 is attributed to higher share-based compensation (Options as well as RSUs granted after the implementation of the Unit Plan in 2015) offsetting the additional decreases to base compensation in 2015. The ability to settle PSUs and RSUs with Common Shares from treasury allows the Corporation to manage the cash expense of providing these incentives to employees. The Corporation does not intend to make cash payments and there is no history of the Corporation making cash payments under the Unit plan.

The calculation of the fair value of Options, using option pricing models such as the Black-Scholes pricing model, can cause total compensation calculations to be very volatile when dealing with a company in the development stage. Options granted to NEOs have value to the NEO as at December 31, 2016. See "– Outstanding Option-Based Awards and Share-Based Awards for NEOs".

The Committee considers a number of factors in connection with its determination of appropriate levels of compensation which is discussed in the "Compensation Discussion and Analysis" and does not look exclusively at the trading price of the Common Shares on the TSX to make its determination.

Submitted on behalf of the Compensation and Corporate Governance Committee
A. Neil McMillan, Chair
Harvey J. Bay
Arnie E. Hillier
Brian M. Menell

Summary Compensation Table for NEOs

The following table sets forth all direct and indirect compensation earned by the NEOs for the years ended December 31, 2016, 2015 and 2014:

Named Executive Officer	Year	Salary ($)	Share-based awards [1] ($)	Option-based awards[2] ($)	Non-equity incentive plan compensation ($)		Pension Value ($)	All Other Compensation [3] ($)	Total Compensation ($)
					Annual Incentive Plans ($)	Long-term Incentive Plans ($)			
Kenneth E. MacNeill, President and CEO [4]	2016	350,000	400,000	127,200	Nil	Nil	Nil	Nil	877,200
	2015	287,500	360,000	192,900	Nil	Nil	Nil	Nil	840,400
	2014	300,000	Nil	84,750	Nil	Nil	Nil	Nil	384,750
George H. Read, Senior Vice President of Exploration and Development	2016	264,435	150,000	63,600	Nil	Nil	Nil	Nil	478,035
	2015	219,484	216,000	77,160	Nil	Nil	Nil	Nil	512,644
	2014	232,703	Nil	33,900	Nil	Nil	Nil	Nil	266,603
Greg P. Shyluk, CFO	2016	195,000	75,000	31,800	Nil	Nil	Nil	Nil	301,800
	2015	162,588	162,000	51,440	Nil	Nil	Nil	Nil	376,028
	2014	173,550	Nil	16,950	Nil	Nil	Nil	Nil	190,500

Notes:

1. Amounts represent the grant date fair value of RSUs granted. The fair value of share-based payments in the form of RSUs is determined based on the five-day volume weighted average trading price of the Corporation's shares preceding the date of grant and the RSUs that are expected to vest. RSUs granted to NEOs in 2016 vest in three equal tranches with one third vesting during 2016. RSUs granted to NEOs in 2015 vest in three equal tranches with one third vesting during 2016.
2. Amounts represent the grant date fair value of Options granted and may not represent the amounts the NEOs will actually realize from the awards. The grant date fair value of the Options granted during 2016 was estimated using the Black-Scholes option-pricing model with the following assumptions: share price of $0.20, risk free interest rate of 0.7%, expected stock price volatility of 80.1%, expected dividend yield of 0% and expected term of five years. The grant date fair value of the Options granted during 2015 was estimated using the Black-Scholes option-pricing model with the following assumptions: share price of $0.21, risk free interest rate of 0.7%, expected stock price volatility of 76.1%, expected dividend yield of 0% and expected term of five years. The grant date fair value of the Options granted during 2014 was estimated using the Black-Scholes option-pricing model with the following assumptions: share price of $0.18, risk free interest rate of 1.2%, expected stock price volatility of 78.0%, expected dividend yield of 0% and expected term of five years.
3. Perquisites and other personal benefits received by NEOs did not exceed the lesser of $50,000 and 10% of total annual salary and bonus.
4. During the years ended December 31, 2016, 2015 and 2014, Mr. MacNeill also served as a non-independent director of the Corporation but did not receive additional remuneration for acting in this capacity.

Outstanding Equity Awards for NEOs

The following table sets forth, for each NEO, information regarding all share-based and option-based awards that are outstanding as of December 31, 2016:

	Option-based Awards				Share-based Awards		
Named Executive Officer	**Number of securities underlying unexercised Options (#)**	**Option exercise price ($)**	**Option expiration date**	**Value of unexercised in-the-money Options (1) ($)**	**Number of shares or units of shares that have not vested (#)**	**Market or payout value of share-based awards that have not vested (2) ($)**	**Market or payout value of vested share-based awards not paid out or distributed ($)**
Kenneth E. MacNeill	500,000 750,000 1,500,000 1,000,000	0.16 0.18 0.21 0.20	June 18, 2018 February 6, 2019 February 16, 2020 April 8, 2021	10,000 Nil Nil Nil	1,999,999	$360,000	Nil
George H. Read	200,000 200,000 300,000 600,000 500,000	0.24 0.17 0.18 0.21 0.20	October 29, 2017 April 15, 2018 February 6, 2019 February 16, 2020 April 8, 2021	Nil 2,000 Nil Nil Nil	900,000	$162,000	Nil
Greg P. Shyluk	50,000 100,000 150,000 400,000 250,000	0.28 0.17 0.18 0.21 0.20	April 23, 2017 April 15, 2018 February 6, 2019 February 16, 2020 April 8, 2021	Nil 1,000 Nil Nil Nil	550,000	$99,000	Nil

Notes:

1. The value of the unexercised in-the-money Options has been calculated based on the difference between the exercise price of the Options and the closing price of the Common Shares on December 31, 2016 of $0.18.
2. The value of the unvested RSUs has been calculated based on the closing price of the Common Shares on December 31, 2016 of $0.18.

NEO Incentive Plan Awards – Value Vested or Earned

The following table sets forth, for each NEO, the value vested or earned on all share-based awards in 2016:

Name	**Option-based awards – Value vested during the year (1) ($)**	**Share-based awards – Value vested during the year (2) ($)**	**Non-equity incentive plan compensation – Value earned during the year**
Kenneth E. MacNeill	Nil	$260,000	Nil
George H. Read	Nil	$129,000	Nil
Greg P. Shyluk	Nil	$85,500	Nil

Notes:

1. Represents the aggregate dollar value that would have been realized if Options had been exercised on the vesting date, based on the difference between the closing price of the Corporation's Common Shares on the TSX on the vesting date and the exercise price of the Options. The Options vested on the day they were granted. Accordingly, no value vested during the year.
2. Represents the aggregate dollar value of RSUs on the vesting date, based on the five-day volume weighted average trading price of the Corporation's shares preceding the vesting date of the RSUs.

Management and Consulting Contracts

During 2016, remuneration for the services of Mr. MacNeill (President and CEO) and Mr. Read (Senior Vice President of

Exploration and Development), were paid to their respective holding companies, MacNeill Brothers Oil and Gas Ltd. and George Read Consulting Inc., respectively.

Termination of Employment, Change in Responsibilities, and Employment Contracts

As of December 31, 2016, Messrs. MacNeill and Read, through their respective consulting companies, held management and consulting contracts with the Corporation for an indefinite period of time, unless earlier terminated by the Corporation or the NEO in accordance with the contract. As of December 31, 2016, Messrs. MacNeill and Read's monthly contracted fee was $29,167 (previously $29,167), and $22,036 (previously $22,036), respectively.

The NEO may terminate the contract, in the absence of a material breach of contract by the Corporation, by providing the Corporation 30 days' notice. In the event of a material breach of the contract by the NEO, the contract may be terminated without notice or payment. The Corporation may terminate a NEO's contract at any time, in the absence of a material breach of contract by the consultant, upon payment equal to twenty-four months of the NEO's monthly contracted fee. In the event that a material breach of contract occurs, including a change of control of the Corporation, the NEO shall have the right to terminate the consulting contract within six months following the material breach of the contract. In this event, the NEO shall be entitled to receive within 30 days of the date of termination a payment equal to the following:

- Mr. MacNeill: a payment equal to thirty-six months of the NEO's monthly contracted fee plus an amount equal to three times the greater of the cash bonus for the previous year or the average of bonuses paid for the last two fiscal years.
- Mr. Read: a payment equal to twenty-four months of the NEO's monthly contracted fee.

The Corporation has an agreement with Mr. Shyluk in which a termination payment equivalent to two times Mr. Shyluk's base salary would be payable to Mr. Shyluk within 30 days due to a material breach by the Corporation of the agreement, including a change in control.

Obligations to the NEOs due to termination of contracts, in the absence of a material breach by the Corporation as well as with a material breach by the Corporation, were estimated based on the assumption that the triggering event took place on December 31, 2016 and are as follows:

Name	Estimated cost of termination of contract by the Corporation (in the absence of a material breach of contract) ($)	Estimated cost of termination of contract by the Corporation (material breach of contract, including a change of control) ($)
Kenneth E. MacNeill	$700,000	$1,050,000
George H. Read	$528,870	$528,870
Greg P. Shyluk	N/A[1]	$390,000

Notes:

1. Termination costs would be determined in accordance with common law.

Securities Authorized for Issuance under Equity Compensation Plans

The following table provides information with respect to the total number of Common Shares authorized for issuance upon the exercise of outstanding equity compensation plans as at December 31, 2016:

<table>
<tr><th colspan="2">Plan Category</th><th>Number of securities to be issued upon exercise of outstanding options, warrants and rights

(a)</th><th>Weighted-average exercise price of outstanding options, warrants and rights

(b)</th><th>Number of securities remaining available for issuance under equity compensation plans (excluding securities reflected in column (a))

(c)</th></tr>
<tr><td rowspan="3">Equity compensation plans approved by shareholders</td><td>Options</td><td>9,203,000 (1)</td><td>$0.20</td><td rowspan="3">15,451,602 (4)</td></tr>
<tr><td>RSUs</td><td>4,099,999 (2)</td><td>N/A</td></tr>
<tr><td>DSUs</td><td>641,500 (3)</td><td>N/A</td></tr>
<tr><td colspan="2">Equity compensation plans not approved by shareholders</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td colspan="2">Total</td><td>13,944,499</td><td>$0.20</td><td>15,451,602</td></tr>
</table>

Notes:

1. As at July 28, 2017, 10,114,100 Options were issued and outstanding, representing 2.8% of the issued and outstanding Common Shares of the Corporation.
2. As at July 28, 2017, 2,754,998 RSUs were issued and outstanding, representing 0.8% of the issued and outstanding Common Shares of the Corporation.
3. As at July 28, 2016, 776,400 DSUs were issued and outstanding, representing 0.2% of the issued and outstanding Common Shares of the Corporation.
4. The plans stipulate a maximum 10% rolling pool of Common Shares of the Corporation issuable under all plans, which equates to 29,396,101 at December 31, 2016 (36,100,582 at July 28, 2017).

EQUITY COMPENSATION PLANS

Stock Option Plan

Shareholders approved the Stock Option Plan ("Option Plan") at the June 16, 2015 annual general and special meeting. The Option Plan authorizes the Board to issue Options to directors, officers, employees and consultants (the "Participants"). The number of Common Shares reserved for issuance pursuant to the exercise of Options granted under the Option Plan shall, in the aggregate, not exceed ten percent (10%) of the number of Common Shares then issued and outstanding, less the number of Common Shares issuable pursuant to all other Security Based Compensation Arrangements of the Corporation. Where Options: (i) are exercised; or (ii) expire, terminate or are cancelled for any reason without having been exercised in full, the Common Shares in respect of such Options shall be available for issuance upon the exercise of subsequently granted Options. Any and all increases in the issued and outstanding Common Shares shall result in an increase in the available number of Options issuable under the Option Plan and any Common Shares issued upon the exercise of Options will allow for corresponding additional grants of Options under the Option Plan.

The aggregate number of Common Shares issuable at any time to "insiders" (as defined in securities legislation and also including associates and affiliates of any insider) under the Option Plan and all other Security Based Compensation Arrangements shall not, in the aggregate, exceed ten percent (10%) of the issued and outstanding Common Shares. During any one-year period, the Corporation shall not issue to insiders, under the Option Plan and all other Security Based Compensation Arrangements, in the aggregate, a number of Common Shares exceeding ten percent (10%) of the issued and outstanding Common Shares, calculated on a non-diluted basis. In addition, the aggregate number of Shares issuable to non-employee directors, as a group, under all Security Board Compensation Arrangements cannot exceed 1.0% of the issued and outstanding Common Shares. In addition, the aggregate value of all grants of Options to any Outside Director cannot exceed $100,000 in any one year.

Options issued pursuant to the Option Plan must have an exercise price not less than the closing price of the Common Shares on the TSX on the day prior to the day of grant. The period during which an Option may be exercised shall be determined by the Board at the time the Option is granted, subject to any vesting limitations which may be imposed by the Board at the time such Option is granted, provided no Option shall be exercisable for a period exceeding 10 years from the date the Option is granted (the "Option Period").

The Options granted under the Option Plan expire on the earlier of the date of the expiration of the option period and 90 days after the date a holder ceases to hold the position or positions of director, officer, employee or service provider of the Corporation, as the case may be. If a Participant is an officer and a termination occurs as a result of retirement (being a resignation by a Participant) such Participant's Options shall expire on the earlier of the date of expiration of the Option Period and three years (in the case of officers) after the effective date of termination. If a Participant is a director and a termination occurs as a result of retirement (being a resignation or not being re-elected as a director) such Participant's Options shall expire on the date of expiration of the Option Period. The expiry of director options was amended by the Board in May of 2017 (previously, directors' options expire on the earlier of the date of expiration of the Option Period and one year (after the effective date of termination). In the event of the death or permanent disability of a holder, any option previously granted shall expire on the earlier of the date of expiration of the Option Period and three years (in the case of directors) or one year (in the case of all other Participants) after the date of death or permanent disability of such Participant. In the event of a sale by the Corporation of all or substantially all of its assets or in the event of a change in control of the Corporation, each holder shall be entitled to exercise, in whole or in part, the options granted to such holder, either during the term of the option or within 90 days after the date of the sale or change of control, whichever first occurs. Options are non-assignable, although they contain provisions permitting the legal personal representative of an optionee, for a period of 12 months, to exercise the option in the event of the death of the optionee. The Option Plan also includes a comprehensive amendment procedure which specifically sets out the amendments to the plan which require the approval of the Shareholders and those which do not. For those amendments that do not require the approval of the Shareholders, the Board may amend or revise the terms of the Option Plan, subject to receipt of all necessary regulatory approvals.

Deferred Share Unit Plan

Shareholders approved the Deferred Share Unit Plan ("DSU Plan"), which authorizes the Board to issue DSUs to Eligible Directors (as defined below), at the June 16, 2015 annual general and special meeting. A DSU is a phantom unit granted to an Eligible Director and that is represented by a bookkeeping entry on the books of the Corporation, the value of which on any particular date is equal to the fair market value of a Common Share of the Corporation. A DSU gives the director a right to settlement of that DSU (i.e. a right of redemption and payout) after the director ceases to be a director (and is not an employee) of the Corporation or an affiliate. An Eligible Director means a director of the Corporation who does not receive employment income in respect of services rendered to the Corporation or any affiliate, otherwise than in his or her capacity as a member of the Board or a member of the board of directors of an affiliate. The DSU Plan is designed to: (i) promote a greater alignment of interests between directors of the Corporation and the Shareholders; (ii) provide a compensation system for directors that, together with the other director compensation mechanisms of the Corporation, is reflective of the responsibility, commitment and risk accompanying Board membership and the performance of the duties required of the various committees of the Board; (iii) assist the Corporation to attract and retain individuals with experience and ability to act as directors; and (iv) allow directors of the Corporation to participate in the long-term success of the Corporation.

Under the DSU Plan, the Board may determine that a certain percentage of the annual retainer payable to directors will automatically be satisfied in the form of DSUs. The percentage of the automatic DSU retainer is determined by resolution of the Board. It is the current intention of the Board that there be no automatic DSU retainer unless the applicable Eligible Director does not meet the minimum share ownership guidelines. In addition, a director may elect to receive all (but not less than all) of his annual cash retainer and/or meeting fees in the form of DSUs in lieu of cash. Such units vest immediately upon grant and entitle the director to receive a cash payment or Common Shares from treasury on a payout date specified by the Board (which date is no earlier than the date on which a director ceases to be a director) that is equal to an amount determined by multiplying the number of vested units by the five-day volume weighted average trading price of the Corporation's Common Shares on the TSX for the five day period immediately preceding the applicable payout date. In addition to DSUs granted in respect of the automatic DSU retainers and the electable DSU retainers and meeting fees, the Board (on the recommendation of the Compensation Committee) may grant further "discretionary" DSUs to an Eligible Director in such number as it considers appropriate, in respect of the services the director renders to the Corporation as a member of the Board. The aggregate value of any such discretionary grants to any one director shall not, as of the grant date, exceed $100,000 in any one year.

The DSU Plan provides that the number of Common Shares reserved for issuance from treasury pursuant to the DSUs credited under the DSU Plan shall, in the aggregate, equal 10% of the number of Common Shares then issued and outstanding, less the number of Common Shares issuable pursuant to all other security based compensation arrangements (as such term is referred to in the policies of the TSX) of the Corporation. In addition, the number of Common Shares issuable to Eligible Directors, at any time, under all Security Based Compensation Arrangements, cannot exceed 1% of the issued and outstanding Common Shares.

The DSU Plan also provides that: (a) the aggregate number of Common Shares issuable from treasury to any one Eligible

Director under the DSU Plan and all other security based compensation arrangements of the Corporation shall not exceed 5% of the issued and outstanding Common Shares; (b) the aggregate number of Common Shares issuable from treasury to insiders (as defined by the TSX) under the DSU Plan and all other security based compensation arrangements of the Corporation shall not exceed 10% of the issued and outstanding Common Shares; and (c) during any one-year period, the aggregate number of Common Shares issued from treasury to insiders under the DSU Plan and all other security based compensation arrangements of the Corporation shall not exceed 10% of the issued and outstanding Common Shares.

DSUs are to be redeemed as soon as practicable after the redemption date, but in any event no later than December 31 of the first calendar year following the calendar year in which the director ceased to be a director. On a date to be determined by the Board, in its sole discretion, after the Eligible Director's Termination Date (the "Redemption Date"), the vested Deferred Share Units credited to the Eligible Director's Account shall be redeemed and shall be paid by the Corporation (less applicable withholding taxes) to the Eligible Director (or if the Eligible Director has died, to the Eligible Director's Beneficiary) in the form of a lump sum cash payment equal to the fair market value, or its equivalent in fully-paid Common Shares at the time (which may either be issued from treasury or acquired through the TSX), as soon as practicable after such Redemption Date, provided that in any event such payment shall be made no later than December 31 of the first (1^{st}) calendar year commencing immediately after the Eligible Director's Termination Date. The fair market value of the Deferred Share Units shall be determined as of the Redemption Date. Deferred Share Units are non-transferable. Subject to the requirements of Applicable Law, an Eligible Director shall designate in writing a person who is a dependant or relation of the Eligible Director as a beneficiary to receive any benefits that are payable under the Plan upon the death of such Eligible Director. The Eligible Director may, subject to applicable law, change such designation from time to time. The DSU Plan also includes a comprehensive amendment procedure which specifically sets out the amendments to the plan which require the approval of the Shareholders and those which do not. For those amendments that do not require the approval of the Shareholders, the Board may amend or revise the terms of the DSU Plan, subject to receipt of all necessary regulatory approvals.

Restricted Share and Performance Share Unit Plan

Shareholders approved the Performance Share Unit and Restricted Share Unit Plan (the "Unit Plan") at the June 16, 2015 annual general and special meeting. The Unit Plan provides for the grant of performance share units ("PSUs") and restricted share units ("RSUs") to eligible officers and employees (individually a "Participant" and collectively "Participants") of the Corporation or its subsidiaries. Upon vesting, the PSUs and/or the RSUs provide for the payment of certain amounts, or the issuance of Common Shares, to the Participants. These Common Shares would be issued from the same 10% rolling pool as the Common Shares issued under the Corporation’s Deferred Share Unit Plan and Stock Option Plan. The Board of Directors determined that the implementation of the Unit Plan was necessary in order for the Corporation to effectively retain, motivate and reward its employees, including the NEOs, for their performance and contribution to the Corporation's long-term success. The ability to settle PSUs and RSUs with Common Shares from treasury allows the Corporation to manage the cash expense of providing these incentives to employees.

The purpose of the Unit Plan is to provide Participants with the opportunity to acquire a proprietary interest in the growth and development of the Corporation. The Unit Plan is intended to align the interests of Participants with the interests of Shareholders, to encourage Participants to remain associated with the Corporation, to create incentives for Participants to meet certain performance criteria and enhance the Corporation's ability to attract, retain and motivate key personnel and reward officers and employees for significant performance.

The Unit Plan provides that: (a) the number of Common Shares reserved for issuance from treasury pursuant to the Units credited under the Unit Plan shall, in the aggregate, equal 10% of the number of Common Shares then issued and outstanding, less the number of Common Shares issuable pursuant to all other security based compensation arrangements (as such term is referred to in the policies of the TSX) of the Corporation; (b) the aggregate number of Common Shares issuable from treasury to any one Participant under the Unit Plan and all other security based compensation arrangements of the Corporation shall not exceed 5% of the issued and outstanding Common Shares; (c) the aggregate number of Common Shares issuable from treasury to Insiders under the Unit Plan and all other security based compensation arrangements of the Corporation shall not exceed 10% of the issued and outstanding Common Shares; (d) during any one-year period, the aggregate number of Common Shares issued from treasury to Insiders under the Unit Plan and all other security based compensation arrangements of the Corporation shall not exceed 10% of the issued and outstanding Common Shares; (e) this paragraph and the Corporation's right to elect to satisfy Units by the issuance of Common Shares from treasury will be effective only upon receipt, from time to time, of all necessary approvals of the Unit Plan, as amended from time to time, as required by the rules, regulations and policies of the TSX and any other stock exchange on which Common Shares are listed or traded; and (f) if any Unit granted under the Unit Plan shall expire, terminate or be cancelled for any reason (including, without limitation, the satisfaction of the Unit by means of a cash payment) without being paid out or settled in the form of Common Shares issued from treasury, any unissued Common Shares to which such Units relate shall be available for the purposes of the granting of further Units under the Unit Plan or other securities pursuant to all other security-based compensation arrangements of the Corporation. If any rights to acquire Common Shares held under any other security based compensation arrangements of a member of the Corporation shall be exercised, or shall expire or terminate for any reason without having been exercised in full, any Common Shares to which such security relates shall be available for the purposes of granting further securities under the Unit Plan.

The Corporation may from time to time grant Units to a Participant in such numbers, at such times (the "Date of Grant") and on such terms and conditions, consistent with the Unit Plan, as the Board may in its sole discretion determine; provided, however, that no Units will be granted after November 30 of a given calendar year. For greater certainty, the Board shall, in its sole discretion, determine any and all performance conditions to the vesting of any Units granted to a Participant.

In the case of PSUs, the Board shall designate, at the time of grant or credit of PSUs, the date or dates on which all or portion of the PSUs shall vest and any performance conditions to such vesting, provided that no such vesting condition shall extend beyond November 30 of the third calendar year following the Service Year in respect of which the PSUs were granted and provided further that all vesting conditions shall be such that the PSUs comply with the exception to the definition of "salary deferral arrangement" contained in the *Income Tax Act*. Unless otherwise provided in the Award Agreement, or determined by the Board, the number of PSUs that shall vest shall vary between 200% and 0% of the PSUs credited to a Participant based on the total shareholder return of the Corporation relative to the total shareholder return of the Corporation's peer group, as determined by the Board. In the case of RSUs, the Board shall designate, at the time of grant or credit of RSUs, the number of RSUs that shall vest at any given date, the date or dates on which all or portion of the RSUs shall vest and any conditions to such vesting which shall be set out in the applicable Award Agreement.

Any Unit which does not become a vested Unit in accordance with the terms of the applicable grant of Units shall be terminated and forfeited as of such date. Upon the Participant terminating employment with the Corporation for any reason including, without limitation, due to involuntary termination with or without cause or voluntary termination by the Participant, all Units previously credited to such Participant's Account which did not become vested on or prior to the Participant's date of termination shall be terminated and forfeited as of such date.

Upon the Participant terminating employment with the Corporation and its subsidiaries and affiliates by reason of the death of the Participant, a number of Units previously credited to such Participant's account which did not become vested on or prior to the date of termination shall vest on such date in accordance with the following:

(a) In the case of PSUs, such Units shall continue to vest in accordance with their terms, provided that only a *pro rata* proportion of such PSUs that would otherwise vest in accordance with their terms shall vest based on the number of days between the Date of Grant of such PSUs and the Participant's termination date versus the number of days in the entire PSU performance period for such PSUs (as set forth in the Award Agreement).

(b) Where the Participant's date of termination is:

    (i) Prior to the RSU first vesting date, a *pro rata* proportion of such RSUs shall become vested based on the number of days between the Date of Grant and the Participant's termination date versus the number of days between the Date of Grant and the date all of the RSUs would become vested;

    (ii) on or after the RSU first vesting date but prior to the RSU second vesting date, a *pro rata* proportion of such RSUs shall become vested based on the number of days between the RSU first vesting date and the Participant's date of termination versus the number of days between the RSU first vesting date and the date all of the RSUs would become vested; and

    (iii) on or after the RSU second vesting date but prior to the RSU third vesting date, a pro rata proportion of such RSUs shall become vested based on the number of days between the RSU second vesting date and the Participant's termination date versus the number of days between the RSU second vesting date and the RSU third vesting date.

The Unit Plan also includes a comprehensive amendment procedure which specifically sets out the amendments to the plan which require the approval of the Shareholders and those which do not. For those amendments that do not require the approval of the Shareholders, the Board may amend or revise the terms of the Unit Plan, subject to receipt of all necessary regulatory approvals.

INTEREST OF CERTAIN PERSONS AND COMPANIES IN MATTERS TO BE ACTED UPON

Management is not aware of any material interest, direct or indirect, by way of beneficial ownership of Common Shares or otherwise, of any director or executive officer of the Corporation who has held office as such since January 1, 2015, or of any associate or affiliate of any of the foregoing, in any matter to be acted on at the Meeting, except as otherwise disclosed herein.

INTEREST OF INFORMED PERSONS AND OTHERS IN MATERIAL TRANSACTIONS

No Informed Person (as defined in National Instrument 51-102 – *Continuous Disclosure Obligations*) of the Corporation and no person nominated for election as a director of the Corporation (nor any associate or affiliate of any such person) had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year which has materially affected the Corporation and none of such persons has any material interest in any transaction proposed to be undertaken by the Corporation that will materially affect the Corporation.

CORPORATE GOVERNANCE

The Corporation and the Board recognize the importance of corporate governance for the effective management of the Corporation and to its Shareholders. The Corporation's approach to significant issues of corporate governance is designed with a view to ensuring that the business and affairs of the Corporation are effectively managed so as to enhance Shareholder value.

The Board and management endorse the need to establish forward-looking governance policies and to continuously evaluate and modify them to ensure their effectiveness.

In accordance with National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("NI 58-101") of the Canada Securities Administrators, the Corporation annually discloses information related to its system of corporate governance. Appendix "A" to this Information Circular details the Corporation's governance practices.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on the SEDAR website at www.sedar.com. Historical information on the Corporation is also located on the Corporation's website at www.shoregold.com. Financial information concerning the Corporation is provided in the Corporation's consolidated financial statements and Management's Discussion and Analysis for its most recently completed financial year ended December 31, 2016. Shareholders may contact the Corporation (tel: 306-664-2202 or fax: 306-664-7181) in order to request copies of the financial statements and Management's Discussion and Analysis.

For information pertaining to the Audit Committee as prescribed by Form 52-110F1 *Audit Committee Information Required in an AIF*, please refer to the information disclosed under "Audit Committee" in the Corporation's AIF dated March 23, 2017, which can be viewed on the SEDAR website at www.sedar.com.

SHAREHOLDER PROPOSALS

To be eligible for inclusion in the Corporation's management information circular for the 2018 annual general meeting of shareholders, shareholder proposals must be received by the Corporation on or before April 28, 2018.

SHORE GOLD INC.

APPENDIX "A"

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The table below describes the Corporation's corporate governance practices as required under NI 58-101

Corporate Governance Disclosure Required Under National Instrument 58-101F1	Governance Practices of the Corporation
1. Board of Directors a. Disclose the identity of directors who are independent.	The Board has determined that, as of December 31, 2016, four of the five current directors are "independent" within the meaning of National Policy 58-201 – *Corporate Governance Guidelines*. The four independent directors are Harvey J. Bay, Arnie E. Hillier, A. Neil McMillan and Brian M. Menell.
b. Disclose the identity of directors who are not independent, and describe the basis of that determination.	At December 31, 2016, Kenneth E. MacNeill is not independent (officer of the Corporation).
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.	Four out of five of the Corporation's current directors were independent as of December 31, 2016.
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.	Harvey J. Bay — Wescan Goldfields Inc. Arnie E. Hillier — VersaBank Kenneth E. MacNeill — Wescan Goldfields Inc. A. Neil McMillan — Cameco Corporation
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.	An Independent Directors meeting is part of the agenda at each regularly scheduled board meeting.
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	Brian M. Menell, the Chairman of the Board as of December 31, 2016, is an independent director. A position description for the Chair of the Board has been developed and approved by the Board. The role and responsibilities of the Chairman include, but are not limited to the following:

<table>
<tr><th>Corporate Governance Disclosure Required Under National Instrument 58-101F1</th><th>Governance Practices of the Corporation</th></tr>
<tr><td>describe his or her role and responsibilities. If the board has neither a chair that is independent nor lead director that is independent, describe what the board does to provide leadership for its independent directors.</td><td>Ensure that the responsibilities of the Board are carried out as defined in the Board of Directors' Mandate;
Act as an effective liaison with management;
Ensure effective functioning of the Board and its committees; and
Ensure, through the Compensation and Corporate Governance Committee, that a process for evaluating the effectiveness of the Board is in place.</td></tr>
<tr><td>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.</td><td>The following table summarizes the attendance of the meetings of the Board held during 2016:
<table>
<tr><th>Director</th><th>Board Meetings Attended</th></tr>
<tr><td>Harvey J. Bay</td><td>7 of 7</td></tr>
<tr><td>Arnie E. Hillier</td><td>7 of 7</td></tr>
<tr><td>Kenneth E. MacNeill</td><td>7 of 7</td></tr>
<tr><td>A. Neil McMillan</td><td>7 of 7</td></tr>
<tr><td>Brian M. Menell</td><td>7 of 7</td></tr>
<tr><td>Stephen V. Scott</td><td>6 of 7</td></tr>
</table></td></tr>
<tr><td>2. Board Mandate
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.</td><td>The Board's Charter is attached to this Information Circular as Appendix "B".</td></tr>
<tr><td>3. Position descriptions
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.</td><td>A position description for the chair of the Board has been developed and approved by the Board.

The other committees have specific mandates documented and the Chair of each committee is responsible to fulfill the documented mandate.</td></tr>
<tr><td>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.</td><td>A written position description for the CEO has been developed by the Board and CEO.</td></tr>
</table>

Corporate Governance Disclosure Required Under National Instrument 58-101F1	Governance Practices of the Corporation
4. Orientation and Continuing Education 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.	New directors meet with the Board and senior management to discuss the business activities of the Corporation and are given the opportunity to familiarize themselves with the Corporation and gain insight into the Corporation's business and operations by visiting the Corporation's offices and mineral properties. Each director is provided with a copy of the Directors' Manual which contains information about the Corporation, as well as charters of the Board and its Committees, and other relevant corporate and business information.
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.	Continuing education opportunities are directed at enabling individual directors to maintain or enhance their skills and abilities as directors, as well as ensuring that their knowledge and understanding of the Corporation's industry and affairs remain current. The Board has the authority to obtain third-party consultation to further its knowledge about industry issues and other matters as it sees fit. All of the Board members currently are or have been directors or officers of other resource companies. As such, they are able to stay current regarding the resource industry.
5. Ethical Business Conduct 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: (i) disclose how a person or company may obtain a copy of the code; (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 (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.	The Board has adopted a code of ethics policy for directors, officers and employees. The complete text of these codes can be found on SEDAR at www.sedar.com. Before a director, officer or employee is appointed or hired, the individual is required to read the code of ethics and report in writing any breaches of the policy. Annually, the officers, senior employees and directors of the Corporation update their compliance with the policy. Any conflicts of interest arising will be brought to the attention of the Corporation's Corporate Secretary or directly to the Compensation and Corporate Governance Committee Chairman. No material change reports have been filed since the beginning of the Corporation's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the Corporation's Code of Ethics policy.
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.	Each director must disclose all actual or potential conflicts of interests and refrain from voting on matters in which the director has a conflict. In addition, the director must excuse himself from any discussion or decision on any matter in which the director is precluded from voting as a result of a conflict of interest.

Corporate Governance Disclosure Required Under National Instrument 58-101F1	Governance Practices of the Corporation
c. Describe any other steps the board takes to encourage and promote a culture of ethical business conduct.	The Board has approved a policy entitled "Reporting Concerns over Accounting and Auditing Matters". The policy is designed to promote the disclosure and reporting of questionable accounting or auditing matters, fraudulent activities or misleading financial information. As per the policy, employees who observe unethical behavior are encouraged to report such incidents without recourse.
6. Nomination of Directors a. Describe the process by which the board identifies new candidates for board nomination.	The independent directors of the Corporation are responsible for proposing new nominees to the Board. The independent directors will determine what competencies and skills are considered necessary to discharge the Board's duties and will identify potential candidates based on the skills required to fulfill the Board's needs. Other factors considered are an individual's experience, expertise and reputation as well as Board diversity.
b. Disclose whether or not the board has a nominating committee composed entirely 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 Board has designated the independent directors of the Board the responsibility for nominations of Board members.
c. If the board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.	The independent directors of the Corporation have assumed responsibility for nominating new candidates. Based on the recommendations of the Compensation and Corporate Governance Committee, the independent directors will review on a periodic basis the composition of the Board, ensure that an appropriate number of independent directors sit on the Board, analyze the needs of the Board, and recommend nominees for appointment or election to the Board.
7. Compensation a. Describe the process by which the board determines the compensation for the issuer's directors and officers.	The Board determines the compensation for directors and officers through its Compensation and Corporate Governance Committee. The Committee considers responsibilities involved with being an effective director or officer, risks, and the time commitment involved. The performance of the directors and officers is also compared to that of stated objectives. The Corporation also periodically compares publicly available survey information on peer group companies. Information regarding the details of compensation earned by the Corporation's directors is included in this Information Circular under "Compensation of Directors for the Year Ended December 31, 2016". Information regarding compensation earned by the NEOs is included in this Information Circular under "Executive Compensation".

Corporate Governance Disclosure Required Under National Instrument 58-101F1	Governance Practices of the Corporation
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 and Corporate Governance Committee currently has four members: A. Neil McMillan (Chair), Harvey J. Bay, Arnie E. Hillier and Brian M. Menell. Each member is independent.
c. If the board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.	The Compensation and Corporate Governance Committee is responsible for reviewing and approving all compensation paid by the Corporation to its directors and senior officers. During the course of such review, the Committee evaluates the performance and objectives of senior officers of the Corporation.
8. Other Board Committees If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their functions.	The Corporation does not have any standing committees other than the Audit Committee and the Compensation and Corporate Governance Committee.
9. Assessments 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.	The Compensation and Corporate Governance Committee completed assessments for the Board, its committees and the Chairman of the Board for the 2016 fiscal year.
10. Director Term Limits and Other Mechanisms of Board Renewal Disclose whether or not the issuer has adopted term limits for the directors on its board or other mechanisms of board renewal and, if so, include a description of those director term limits or other mechanisms of board renewal. If the issuer has not adopted director term limits or other mechanisms of board renewal, disclose why it has not done so.	The Corporation has not adopted term limits or mandatory retirement policies for the Board. The Board does not believe that arbitrary term limits are appropriate, nor does it believe that Directors should expect to be re-nominated annually. On an ongoing basis a balance must be struck between ensuring that there are fresh ideas and viewpoints available to the Board while not losing the insight, experience and other benefits of continuity contributed by longer serving Directors. With respect to other mechanisms of board renewal, see item 9 above titled “Assessments”

Corporate Governance Disclosure Required Under National Instrument 58-101F1	Governance Practices of the Corporation
11. Policies Regarding the Representation of Women on the Board a. Disclose whether the issuer has adopted a written policy relating to the identification and nomination of women directors. If the issuer has not adopted such a policy, disclose why it has not done so.	The Corporation has not adopted a policy specifically addressing the achievement of gender diversity. The Board does not consider it necessary to have a gender diversity policy at this time, but may consider adopting a policy in the future. Furthermore, the Corporation has not set any objectives for achieving gender diversity because, as a matter of practice, diversity (including gender diversity) is among the factors that the Compensation and Corporate Governance Committee considers when evaluating the composition of the board of directors (see section 12 below). Should a gender diversity policy be considered appropriate for the Corporation in the future due to increases in size of the organization, the policy would specifically deal with the objectives for achieving diversity.
b. If an issuer has adopted a policy referred to in (a), disclose the following in respect of the policy: (i) a short summary of its objectives and key provisions, (ii) the measures taken to ensure that the policy has been effectively implemented, (iii) annual and cumulative progress by the issuer in achieving the objectives of the policy, and (iv) whether and, if so, how the board or its nominating committee measures the effectiveness of the policy.	Not applicable.
12. Consideration of the Representation of Women in the Director Identification and Selection Process Disclose whether and, if so, how the board or nominating committee considers the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board. If the issuer does not consider the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board, disclose the issuer's reasons for not doing so.	The Compensation and Corporate Governance Committee does not specifically define diversity, but takes guidance from the Corporation's "Respect in the Workforce Policy" which is applicable to all employees, officers, contractors, consultants or agents of Shore Gold Inc. and its subsidiaries, and values diversity of race, ancestry, colour, ethnicity, creed, religion, gender, sexual orientation, age, marital or partnership status, family status and physical ability as part of its overall evaluation of director nominees for election or re-election. The Compensation and Corporate Governance Committee believes that having a diverse board of directors, including gender diversity, enhances board of director operations, and diversity is among the factors that the Governance Committee considers when evaluating the composition of the board of directors.

Corporate Governance Disclosure Required Under National Instrument 58-101F1	Governance Practices of the Corporation
13. Consideration Given to the Representation of Women in Executive Officer Appointments Disclose whether and, if so, how the issuer considers the level of representation of women in executive officer positions when making executive officer appointments. If the issuer does not consider the level of representation of women in executive officer positions when making executive officer appointments, disclose the issuer's reasons for not doing so.	The Corporation may, amongst other things, consider the level of representation of women in executive officer positions when making executive officer appointments. The Corporation believes that having diversity in its executive officers, including gender diversity, enhances management operations, and diversity is among the factors that the Corporation considers when evaluating the composition of its executive officers. The Corporation has a Respect in the Workforce Policy applicable to employees. The Corporation will provide an atmosphere free from barriers in order to promote equity and diversity and will foster an environment that respects people's dignity, ideas and beliefs thereby promoting equity and diversity in employment. The Corporation will provide a supportive work environment and a corporate culture that welcomes and encourages equal opportunities for all employees. Fair and equitable treatment will apply to all aspects of employment and business relationships.
14. Issuer's Targets Regarding the Representation of Women on the Board and in Executive Officer Positions a. For purposes of this Item, a "target" means a number or percentage, or a range of numbers or percentages, adopted by the issuer of women on the issuer's board or in executive officer positions of the issuer by a specific date.	
b. Disclose whether the issuer has adopted a target regarding women on the issuer's board. If the issuer has not adopted a target, disclose why it has not done so.	The Corporation has not adopted a target regarding women on the board of directors. The Corporation considers diversity as described in section 12 above.
c. Disclose whether the issuer has adopted a target regarding women in executive officer positions of the issuer. If the issuer has not adopted a target, disclose why it has not done so.	The Corporation has not adopted a target regarding women in executive positions. The Corporation considers diversity as described in section 12 above.
d. If the issuer has adopted a target referred to in either (b) or (c), disclose: (i) the target, and (ii) the annual and cumulative progress of the issuer in achieving the target.	Not applicable.
15. Number of Women on the Board and in Executive Officer Positions a. Disclose the number and proportion (in percentage terms) of directors on the issuer's board who are women.	0 (0%) as at December 31, 2016.

Corporate Governance Disclosure Required Under National Instrument 58-101F1	Governance Practices of the Corporation
b. Disclose the number and proportion (in percentage terms) of executive officers of the issuer, including all major subsidiaries of the issuer, who are women.	0 (0%) as at December 31, 2016.

SHORE GOLD INC.

APPENDIX "B"

BOARD OF DIRECTORS - MANDATE

1. General Powers of the Board of Directors

The Board of Directors has a duty to manage the business and affairs of the Company. Directors must comply with the Canada Business Corporations Act and the regulations thereunder and the articles and by-laws of the Company. The powers of the Board of Directors may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all directors entitled to vote on such resolution.

The principal responsibility of the Board of Directors is to promote the best interests of the Company and its shareholders. This responsibility includes: (i) approving fundamental operating, financial and other corporate plans, strategies and objectives; (ii) evaluating the performance of the Company and its senior management; (iii) selecting, regularly evaluating and fixing the compensation of executive officers; (iv) adopting policies of corporate governance and conduct, including compliance with applicable laws and regulations, financial and other controls; (v) reviewing the process of providing appropriate financial and operational information to the shareholders and the public generally; and (vi) evaluating the overall effectiveness of the Board of Directors.

2. General Fiduciary Duties

The Board of Directors must act with a view to the best interests of the Company and its shareholders generally. Every director of the Company in exercising their powers and discharging their duties must:

(a) act honestly and in good faith with a view to the best interests of the Company; and

(b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Fiduciary duties include, by way of example, the obligation to refrain from voting on contracts where personal financial or other interests conflict with those of the Company, using insider information in securities transactions and appropriating a corporate opportunity for personal benefit. Directors must act with such care as would reasonably be expected of a person having the knowledge and experience of the director in question.

Directors should have sufficient information to enable them to make knowledgeable decisions on all matters coming before the Board of Directors. It is the responsibility of each director to ask such questions as may be necessary to satisfy that the director has been supplied with all the necessary information on which to base the director's decisions. Directors should be familiar with all aspects of the business and affairs of the Company and have a basic understanding of the principal operational and financial objectives, strategies and plans of the Company, the results of operations and the financial condition of the Company.

Directors are entitled to rely in good faith on: (i) financial statements of the Company that are represented to them by an officer of the Company or in a written report of the auditors of the Company as fairly reflecting the financial condition of the Company; or (ii) an opinion or report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by that person.

In order to fulfill the director's fiduciary duties to the Company and its shareholders, each director should: (i) prepare for (i.e. make all necessary investigations and reviews) and attend all meetings of the Board of Directors; (ii) be sufficiently informed about the current and proposed activities of the Company; (iii) review the minutes of any meeting not attended as well as any resolutions passed or actions taken; (iv) obtain advice from outside or independent advisors and consultants when necessary; (v) ensure that all Board meeting agendas include a review of the minutes of the previous meeting of the Board of Directors to ensure they accurately represent the discussions that took place and the resolutions that were passed; and (vi) be especially attentive to specific aspects of the Company's activities according to the director's own experience and occupation.

3. Conflicts of Interest

A director who is a party to a material contract or proposed material contract with the Company, or who is a director or officer of or has a material interest in any person who is a party to a material contract or proposed material contract with the Company, must disclose in writing to the Company, or request to have entered in the minutes of meetings of directors, the nature and extent of the director's interest.

The disclosure required to be made by a director where there is a conflict of interest must be made at the meeting at which a proposed contract is first considered by the Board of Directors or, if the director had no interest in a proposed contract at the time of such meeting, at the first meeting of the Board of Directors after he acquires an interest. If the director acquires an interest after a contract is made, the director must disclose this interest at the first meeting of the Board of Directors after the director becomes so interested. If a person who has an interest in a contract later becomes a director of the Company, the director must disclose this interest at the first meeting of the Board of Directors.

Where a proposed contract is dealt with by a written resolution signed by all directors in lieu of a meeting of the Board of Directors, the disclosure must be made immediately upon receipt of the resolution or, if the director had no interest at the time of receipt of the resolution, at the first meeting of the Board of Directors after the director acquires the interest.

A director who discloses a conflict of interest must refrain from taking part in any discussions or voting on any resolution to approve the contract, unless the contract is:

(a) an arrangement by way of security for money loaned to or obligations undertaken by the director, or by a body corporate in which the director has an interest, for the benefit of the Company or an affiliate;

(b) a contract relating primarily to the director's remuneration as a director, officer, employee or agent of the Company or an affiliate;

(c) a contract for indemnity or insurance with respect to a director or officer of the Company, a former director or officer of the Company or a person who acts or acted at the Company's request as a director or officer of a body corporate of which the Company is or was a shareholder or creditor; or

(d) a contract with an affiliate of the Company, provided however, that directors who serve on boards of affiliated corporations are not required to refrain from voting on contracts between the two corporations.

Any profits or gains realized by a director as a result of the director's privileged position on the Board of Directors must be reimbursed to the Company, except in the case of gains resulting from contracts with respect to which the director has complied with the obligation to disclose this interest and refrain from voting.

4. Stewardship of the Corporation

The Board of Directors is responsible for the stewardship of the Company and, as part of the overall stewardship responsibility, should assume responsibility for the following matters:

(a) the adoption of a strategic planning process;

(b) the identification of the principal risks of the Company's business and ensuring the implementation of appropriate systems to manage these risks;

(c) succession planning, including appointing, training and monitoring senior management;

(d) the implementation of a communications policy for the Company; and

(e) monitoring the integrity of the Company's internal control and management information systems.

5. Corporate Opportunity

A director is precluded from obtaining or diverting to another person or corporation with whom or with which the director is associated, either secretly or without the approval of the Company, any property or business advantage either belonging to the Company or for which it has been negotiating.

A director is also precluded from so acting even after the director's resignation where the resignation may fairly be said to have been prompted or influenced by a wish to acquire the opportunity sought by the Company, or where it was the director's position with the Company that led to the opportunity.

A director may not use his or her position as a director to make a profit even if it was not open to the Company to participate in the transaction.

6. Duty of Independence

A director must act strictly in the best interests of the Company and its shareholders generally and not in the interest of any one shareholder or group of shareholders. In determining whether a particular transaction or course of action is in the best interests of the Company, a director, if elected or appointed by holders of a class or series of shares, may give special, but not exclusive, consideration to the interests of those who elected or appointed the director.

7. Duty of Confidentiality

Directors of the Company have an obligation to maintain the confidentiality of matters discussed at meetings of the Board of Directors unless:

(a) it was clearly understood at the Board meeting that the information was not required to be kept in confidence;

(b) the director was required or authorized by law to disclose the information; or

(c) the director was authorized expressly or implicitly by the Board of Directors to make disclosure of the information.

8. Duty Not to Misuse Information or Position

A director must not misuse his or her position or make improper use of information acquired by virtue of the director's position to gain, directly or indirectly, an advantage for themselves or any other person or to cause detriment to the Company. Directors are insiders of the Company and, as such, must not use information about the Company to trade in securities or to assist others to trade in securities of the Company before the information is available to the public.

9. Insider reporting

Directors are required to report any changes in their direct or indirect beneficial ownership of or control or direction over securities of the Company within 5 days of the change. The Company has established a procedure for assisting insiders with the reporting of insider trades.

10. Communication to Shareholders

The Board of Directors must ensure that the Company has in place a policy to enable the Company to communicate effectively with its shareholders and the public generally. Directors have a duty to ensure that the appropriate procedures are in place and being complied with so that accurate, appropriate and timely disclosure is being made to the Company's shareholders and to the public.

11. Delegation of Authority to Officers and Committees

The Board of Directors may delegate authority and functions to officers and to committees of directors. The Board of Directors has the right to appoint officers to perform such duties assigned to them by the Board of Directors. The persons holding such offices shall also have the powers assigned to them from time to time by the Chief Executive Officer of the Company.

Any member of a Committee may be removed or replaced at any time by the Board of Directors and shall cease to be a member of the Committee as soon as such member ceases to be a Director. The Board of Directors may fill vacancies on the Committee by appointment from among its members. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains.

The following matters are within the sole purview of the Board of Directors and may not be delegated by the Board to a committee of directors or to an officer of the Company:

(a) the submission to the shareholders of any question or matter requiring the approval of the shareholders;

(b) the filling of a vacancy among the directors or in the office of the auditor;

(c) the issuance of securities, except in the manner and on the terms authorized by the directors;

(d) the declaration of dividends;

(e) the purchase, redemption or other acquisition of shares of the Company, except in the manner and on the terms authorized by the directors;

(f) the payment of a commission to any person in consideration of: (i) purchasing or agreeing to purchase shares of the Company or from any other person; or (ii) procuring or agreeing to procure purchasers for shares of the Company;

(g) the approval of a management proxy circular;

(h) the approval of annual financial statements; or

(i) the adoption, amendment or repealing of any by-laws of the Company.

12. Financial Statements

The Board of Directors has a duty to approve the annual financial statements of the Company and to submit the financial statements of the Company, and the auditors' report thereon, for the preceding year to the shareholders of the Company.

A director is required to forthwith notify both the Audit Committee and the Company's auditors of any error or misstatement of which the director becomes aware in the audited financial statements of the Company. The Board of Directors has a duty to prepare and issue corrected financial statements on being informed of an error or misstatement by an auditor or former auditor and the duty to file these statements with or inform the appropriate securities commissions.

13. Auditors

On demand from the Company's auditors, each present and former director of the Company has a duty to furnish to the Company's auditors any information and explanations and allow access to any books, records, documents, accounts or vouchers of the Company or its subsidiaries that the director is reasonably able to furnish and which the Company's auditors consider necessary to enable them to report on the annual financial statements.

14. Shareholder Meetings

The Board of Directors is required to call the annual meeting of the shareholders and may, at any time, call a special meeting of shareholders. The Board of Directors has a duty to call a special meeting of the shareholders to approve any matter that requires the approval of shareholders by special resolution.

15. Safety, Health and Environment (SHE)

The Board of Directors will assume responsibility for developing the approach of the Corporation relating to matters of safety, health and environment. Specifically, the Board of Directors will be responsible for:

(a) establishing and periodically reviewing safety, health and environmental policies to ensure compliance with "SHE" legislation;

(b) overseeing the management of the implementation of systems necessary for compliance with all safety, health and environmental policies;

(c) monitoring the effectiveness of the policies, systems and monitoring processes in place to manage the safety and health of employees, contractors, visitors and the general public and to manage environmental impacts;

(d) reviewing regular updates from management on the safety, health and environmental performance of the corporation by receiving reports from management on:

    (i) significant safety, health and environmental issues,

    (ii) compliance with safety, health and environmental legislation and licenses;

    (iii) monitoring significant event trends; and

    (iv) benchmarking of the policies, systems and monitoring processes of the corporation against industry best practices;

(e) reviewing audit results and findings on safety, health and environmental audits, the action plans pursuant to the findings and the result of investigations into significant events, if any; and

(f) conducting any actions to supervise management respecting all other matters relating to safety, health and environmental consistent with the policies, including, but not limited to engaging third party consultants, if necessary.