

U308 CORP.

SUPPLEMENT TO THE MANAGEMENT INFORMATION CIRCULAR DATED JUNE 12, 2015

This document is a supplement (the “**Supplement**”) to the management information circular dated June 12, 2015 (the “**Circular**”) of U308 Corp. (the “**Corporation**”) which was furnished in connection with the Corporation’s annual and special meeting (the “**Meeting**”) of shareholders (“**Shareholders**”) held at its offices at 401 Bay Street, Suite 2702, Toronto, Ontario M5H 2Y4, on Wednesday, July 29, 2015, at 4:30 p.m. (Toronto time).

The purpose of this Supplement is to provide disclosure under the Statement of Corporate Governance Practices section of the Circular as it relates only to the Corporation’s gender diversity practices in accordance with requirements in items 10-15 of Form 58-101F1 *Corporate Governance Disclosure*. This Supplement is not being mailed to Shareholders and is available on SEDAR at www.sedar.com. Shareholders should carefully review the Circular for disclosure regarding all other aspects of the Meeting.

Diversity Policy

Policies Regarding the Representation of Women on the Board

The members of U308 Corp’s Board have diverse backgrounds and expertise and were selected on the belief that the Corporation and its stakeholders would benefit from such a broad range of talent and experiences. The Board considers merit as the key requirement for board appointments. The Corporation has not adopted a written diversity policy and has sought to attract and maintain diversity at the Board level informally through the recruitment efforts of management in discussion with directors prior to proposing nominees to the Compensation, Corporate Governance and Nominating Committee (the “Corporate Governance Committee”) and to the Board as a whole for consideration.

Consideration of the Representation of Women on the Board and in Executive Officer Appointments

In identifying suitable Board nominees or in selecting and assessing candidates for executive positions, candidates will be considered on merit against objective criteria regarding business experience, skill sets, competencies, technical expertise, sector specific knowledge and with due regard for the benefit of diversity including the level of representation of women in these capacities. As the need for new directors or executive officers arises, the Corporate Governance Committee assesses candidates on the basis of industry experience and business acumen with specific knowledge of mineral exploration and development or other areas (such as finance, South American market experience) as desired at that particular time by the Corporation, the Board and its committees. Board candidates are also evaluated against the area of expertise of existing members so new appointments may contribute to expanding the Board’s breadth of experience.

Company’s Targets for Women on the Board and in Executive Officer Positions

Presently, none of the Corporation’s directors (0%), and two of the seven executive officers of the Corporation and of its major subsidiaries (~29%) are women. Diversity including gender, age, nationality, cultural and educational background, business knowledge and other experience, are among the factors that the Corporate Governance Committee considers in identifying and selecting candidates for the Board and executive positions. For example, with the majority of the Corporation’s operations being located in South America, four of the seven (57%) executive officers are South American, as is one of the board members (17%). Taken together, these diverse skills and backgrounds help to create a business environment that encourages a range of perspectives in which all employees and directors are treated with fairness and respect, and have equal access to opportunities for advancement based on skills and aptitude. As a result, the Corporation has not adopted targets based on any specific area of diversity and does not set targets for women on the Board or in executive officer positions.