



**NOTICE OF MEETING
AND
MANAGEMENT INFORMATION
AND PROXY CIRCULAR**

for the
Annual General Meeting
to be held on
Wednesday, February 8, 2012

The attached Notice of Meeting, Management Information and Proxy Circular, and form of proxy and notes thereto for the Meeting are first being sent to shareholders of the Company on or about January 13, 2012.

Dated as of January 10, 2012



January 10, 2012

Dear Shareholder:

It is my pleasure to invite you to attend the annual general meeting of shareholders of Lumina Copper Corp. (the “**Company**”) to be held at 2:00 p.m. (Vancouver time) on Wednesday, February 8, 2012, in the Arbutus Room of the Four Seasons Hotel, 791 West Georgia Street, Vancouver, British Columbia. If you are unable to attend this meeting in person, please complete, date, sign and return the enclosed form of proxy to ensure that your vote is counted.

The Notice of Meeting, Management Information and Proxy Circular, form of proxy and notes thereto and request for voting instructions for the meeting, together with a reply card for use by shareholders who wish to receive the Company’s annual and interim financial statements, are enclosed. These documents contain important information and I encourage you to read them carefully.

Yours truly,

(signed) David Strang

DAVID STRANG
President and Chief Executive Officer

LUMINA COPPER CORP.

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Meeting**”) for the financial year ended September 30, 2011 of the shareholders of Lumina Copper Corp. (the “**Company**”) will be held at 2:00 p.m. (Vancouver time) on Wednesday, February 8, 2012 in the Arbutus Room of the Four Seasons Hotel, 791 West Georgia Street, Vancouver, British Columbia, for the following purposes:

1. to receive the consolidated financial statements of the Company, together with the auditor’s report thereon, for the fiscal year ended September 30, 2011;
2. to elect directors to hold office until the next annual meeting of shareholders;
3. to appoint Grant Thornton LLP, Chartered Accountants, as auditor to hold office until the next annual meeting of shareholders at a remuneration to be fixed by the Board of Directors through the Audit Committee; and
4. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice of Meeting are: (i) a Management Information and Proxy Circular; (ii) a form of proxy and notes thereto; (iii) a request for voting instructions; and (iv) a reply card for use by shareholders who wish to receive the Company’s annual and interim financial statements.

If you are a *registered shareholder* of the Company and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy for the Meeting and deposit it with Computershare Investor Services Inc. at 510 Burrard Street, 2nd Floor, Vancouver, British Columbia, V6C 3B9, Attention: Proxy Department, before 2:00 p.m. (Vancouver time) on Monday, February 6, 2012, or no later than 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting.

If you are a *non-registered shareholder* of the Company and receive these materials through your broker or another intermediary, please complete and return the request for voting instructions in accordance with the instructions provided to you by your broker or such other intermediary.

This Notice of Meeting, the Management Information and Proxy Circular, the form of proxy and notes thereto, the request for voting instructions and the reply card will first be sent to shareholders of the Company on or about January 13, 2012.

DATED at Vancouver, British Columbia, this 10th day of January, 2012.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) David Strang

DAVID STRANG
President and Chief Executive Officer

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MANAGEMENT INFORMATION AND PROXY CIRCULAR

This Management Information and Proxy Circular (“**Information Circular**”) is furnished in connection with the solicitation by the management of Lumina Copper Corp. (the “**Company**”) of proxies to be voted at the annual general meeting (the “**Meeting**”) for the financial year ended September 30, 2011 of the holders (the “**shareholders**”) of common shares (the “**Shares**”) of the Company to be held at 2:00 p.m. (Vancouver time) on Wednesday, February 8, 2012 in the Arbutus Room of the Four Seasons Hotel, 791 West Georgia Street, Vancouver, British Columbia, for the purposes set forth in the accompanying Notice of Meeting.

It is anticipated that this Information Circular and the accompanying form of proxy and request for voting instructions will be first mailed to shareholders on or about January 13, 2012. Unless otherwise stated, the information contained in this Information Circular is given as at January 10, 2012.

The head office of the Company is located at 410 – 625 Howe Street, Vancouver, British Columbia, Canada, V6C 2T6 and its telephone number is (604) 646-1890. The registered and records office of the Company is located at 1200 Waterfront Centre, 200 Burrard Street, Vancouver, British Columbia, V7X 1T2.

All currency figures in the Information Circular are in Canadian dollars, unless otherwise indicated.

Information regarding the proxies solicited by management in connection with the Meeting is set out below under “Information About Proxies”.

PARTICULARS OF MATTERS TO BE ACTED UPON

Election of Directors

The directors of the Company are elected at each annual meeting of shareholders and hold office until the close of the next annual meeting or until their successors are duly elected or appointed, unless their office is earlier vacated in accordance with the *Business Corporations Act* (British Columbia). Management proposes to nominate each of the following five persons for election as a director of the Company. Proxies cannot be voted for a greater number of persons than the number of nominees named. **In the absence of instructions to the contrary, the enclosed form of proxy will be voted “FOR” the nominees listed below.**

Information concerning the five nominees, as furnished by them individually, is set forth below.

Name, Position, Province or State and Country of Residence	Principal Occupation or Employment for the Past Five Years	Director Since	Number of Securities
ROBERT PIROOZ ² British Columbia, Canada Secretary and Director	Lawyer. Director (since May 2006) and General Counsel of Pan American Silver Corp., a silver mining company.	May 12, 2008	647,800 Shares 350,000 Options
JOHN WRIGHT ^{1,2} British Columbia, Canada Director	Self-Employed Consultant since 2004. President and Chief Operating Officer of Pan American Silver Corp., a silver mining company, until July 1, 2003.	May 12, 2008	273,000 Shares 100,000 Options
ROSS CORY ^{1,3} British Columbia, Canada Director	Corporate director.	May 12, 2008	100,000 Shares 100,000 Options

Name, Position, Province or State and Country of Residence	Principal Occupation or Employment for the Past Five Years	Director Since	Number of Securities
DONALD SHUMKA ^{1,2,3} British Columbia, Canada Director	President of Walden Management Ltd., a management company, since 2004.	January 20, 2009	50,000 Shares 100,000 Options
DAVID STRANG British Columbia, Canada President, Chief Executive Officer and Director	CEO and President of Global Copper Corp., a mining company, from March 2006 until August 2008; Vice-President Corporate Development of Northern Peru Copper Corp. from May 2005 to January 2008; President of Regalito from May 2005 to May 2006.	February 19, 2009	465,000 Shares 350,000 Options

Notes:

1. Member of the Audit Committee.
2. Member of the Compensation Committee.
3. Member of the Nominating and Governance Committee.

The information as to the residence, principal occupation and number of Shares owned by the nominees listed in the above table is not within the knowledge of the management of the Company, and has been furnished by the individual nominees as of January 10, 2012.

Except as noted below, none of the nominees for election to the Company's Board of Directors named above:

- (a) are, as at the date of this Information Circular, or have been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that,
 - (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;
- (b) are, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) have, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Robert Pirooz was formerly a director of Pacific Ballet British Columbia Society (the “**Ballet**”). On December 23, 2008, within a year following Mr. Pirooz’s resignation from the board of directors of the Ballet, the Ballet filed a Notice of Intention to Make a Proposal under subsection 50.4(1) of the *Bankruptcy and Insolvency Act*. Subsequently, on January 9, 2009, the proposal was unanimously accepted by the creditors of the Ballet.

In addition, none of the nominees for election to the Company’s Board of Directors named above 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 a nominee as director.

There are three committees of the Board of Directors, namely, the Audit Committee, the Compensation Committee and the Nominating and Governance Committee. The members of each Committee are:

<u>Audit Committee</u>	<u>Compensation Committee</u>	<u>Nominating and Governance Committee</u>
Ross Cory (Chair)	Donald Shumka (Chair)	Donald Shumka (Chair)
Donald Shumka	Robert Pirooz	Ross Cory
John Wright	John Wright	

The directors and executive officers of the Company as a group beneficially own, directly or indirectly, an aggregate of approximately 1,845,376 Shares (which does not include stock options), which together represent approximately 4.54% of the total votes attached to the Company’s outstanding Shares.

None of the above directors has entered into any arrangement or understanding with any other person pursuant to which he was, or is to be, elected as a director of the Company or a nominee of any other person.

Additional information regarding the various committees of the Board of Directors, and the attendance of each director at meetings of the Board of Directors and its committees held during the fiscal year ended September 30, 2011, is set out below under “Corporate Governance – Meetings of the Board of Directors” and “Committees of the Board of Directors”.

Appointment of Auditor

Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the appointment of Grant Thornton LLP, Chartered Accountants, of Vancouver, British Columbia, as the auditor of the Company to hold office until the close of the next annual meeting of shareholders of the Company or until a successor is appointed. It is proposed that the remuneration to be paid to the auditor be fixed by the Audit Committee of the Board of Directors. Grant Thornton LLP was first appointed as the auditor of the Company on May 12, 2008.

Fees Paid to Auditor and their Independence from the Company

The Company retained Grant Thornton LLP to provide services which were billed during the years ended September 30, 2011 and 2010 in the following categories and amounts:

(in Canadian dollars)

	<u>Year ended</u> <u>September 30, 2011</u>	<u>Year ended</u> <u>September 30, 2010</u>
Audit Fees ⁽¹⁾	\$ 126,525	\$ 43,365
Audit-Related Fees ⁽²⁾	\$ 8,610	\$ 9,555
Tax Fees ⁽³⁾	\$ 53,813	\$ 14,123
All Other Fees.....	<u>\$ 680</u>	<u>\$ 210</u>
Totals	<u>\$ 189,628</u>	<u>\$ 67,253</u>

Notes:

- ⁽¹⁾ "Audit Fees" represent fees for the audit of the Company's consolidated annual financial statements, review of the Company's interim financial statements and review in connection with regulatory financial filings.
- ⁽²⁾ "Audit Related Fees" represent fees for assistance regarding the application of accounting and financial reporting standards.
- ⁽³⁾ "Tax Fees" represent fees for tax compliance, tax consulting and tax planning.

The Audit Committee has adopted procedures requiring the Audit Committee to review and approve all particular engagements for services provided by the Company's independent auditor. Consistent with applicable laws, the procedures permit limited amounts of services, other than audit, review or attest services, to be approved by one or more members of the Audit Committee pursuant to authority delegated by the Audit Committee, provided the Audit Committee is informed of each particular service. In certain circumstances, the Chair of the Audit Committee may pre-approve the services to be provided and this will then be raised at the next meeting of the Audit Committee for ratification. All of the engagements and fees for the year ended September 30, 2011 were pre-approved or ratified by the Audit Committee. The Audit Committee reviews with Grant Thornton LLP whether the non-audit services to be provided are compatible with maintaining the auditor's independence.

INFORMATION ABOUT PROXIES

Solicitation of Proxies

The solicitation for proxies by management of the Company will be made primarily by mail but solicitation may be made by telephone or in person with the cost of such solicitation to be borne by the Company. **While no arrangements have been made to date, the Company may contract for the solicitation of proxies for the Meeting. Such arrangements would include customary fees which would be borne by the Company.**

Appointment of Proxyholder

The persons named in the enclosed form of proxy for the Meeting are officers of the Company and nominees of management. **A registered shareholder has the right to appoint some other person, who need not be a shareholder, to represent such registered shareholder at the Meeting by striking out the names of the persons designated in the accompanying form of proxy and by inserting that other person's name in the blank space provided.** If a registered shareholder appoints one of the persons designated in the accompanying form of proxy as a nominee and does not direct the said nominee to vote either "For", "Against" or "Withhold", as applicable, from voting on a matter or matters with respect to which an opportunity to specify how the Shares registered in the name of such registered shareholder shall be voted, the proxy shall be voted "For" such matter or matters.

The instrument appointing a proxyholder must be in writing and signed by the registered shareholder, or such registered shareholder's attorney authorized in writing, or if the registered shareholder is a corporation, by the authorized representative or a duly authorized person on behalf of such corporation. An undated but executed proxy will be deemed to be dated the date of the mailing of the proxy. In order for a proxy to be valid, a registered shareholder must:

- (a) sign and print his or her name on the lines specified for such purpose at the bottom of the form of proxy; and
- (b) return the properly executed and completed form of proxy:
 - (i) by mailing it or delivering it by hand in the appropriate enclosed return envelope addressed to Computershare Investor Services Inc. ("**Computershare**"); or
 - (ii) by faxing it to Computershare at 1(888) 453-0330,

to be received by 2:00 p.m. (Vancouver time) on Monday, February 6, 2012, or no later than 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment(s) of the Meeting, unless the Chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

Revocation of Proxy

A registered shareholder may revoke a proxy by delivering a signed instrument in writing executed by such registered shareholder or by the registered shareholder's attorney authorized in writing or, where the registered shareholder is a corporation, by a duly authorized officer or attorney of such corporation, either to the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof, with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, or before any vote in respect of which the proxy is to be used shall have been taken, or in any other manner permitted by law.

Voting of Proxies

A registered shareholder may direct the manner in which his or her Shares are to be voted or withheld from voting in accordance with the instructions of the registered shareholder by marking the form of proxy accordingly. The management nominees designated in the enclosed form of proxy will vote the Shares represented by proxy in accordance with the instructions of the registered shareholder on any resolution that may be called for and that if the registered shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. **Where no choice is specified with respect to any resolution or in the absence of certain instructions, the Shares represented by a proxy given to management will be voted "For" the resolution. If more than one direction is made with respect to any resolution, such Shares will similarly be voted "For" the resolution.**

Exercise of Discretion by Proxyholders

The enclosed form of proxy when properly completed and delivered and not revoked confers discretionary authority upon the proxyholders named therein with respect to amendments or variations of matters identified in the accompanying Notice of Meeting, and other matters not so identified which may properly be brought before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting. If any amendment or variation or other matter comes before the Meeting, the persons named in the proxy will vote in accordance with their judgement on such amendment, variation or matter.

VOTING BY BENEFICIAL SHAREHOLDERS

The information set out in this section is important to many shareholders as a substantial number of shareholders do not hold their Shares in their own name.

Persons who hold Shares through their brokers, agents, trustees or other intermediaries (such persons, “**Beneficial Shareholders**”) should note that only proxies deposited by registered shareholders whose names appear on the share register of the Company may be recognized and acted upon at the Meeting. If Shares are shown on an account statement provided to a Beneficial Shareholder by a broker, then in almost all cases the name of such Beneficial Shareholder will not appear on the share register of the Company. Such Shares will most likely be registered in the name of the broker or an agent of the broker. In Canada, the vast majority of such Shares will be registered in the name of “CDS & Co.”, the registration name of CDS Clearing and Depository Services Inc., and in the United States, the vast majority will be registered in the name of “Cede & Co.”, the registration name of the Depository Trust Company, which entities act as nominees for many brokerage firms. Shares held by brokers, agents, trustees or other intermediaries can only be voted by those brokers, agents, trustees or other intermediaries in accordance with instructions received from Beneficial Shareholders. As a result, Beneficial Shareholders should carefully review the request for voting instructions (“**VIF**”) provided with this Information Circular and ensure they communicate how they would like their Shares voted in accordance with those instructions.

Beneficial Shareholders who have not objected to their intermediary disclosing certain ownership information about themselves to the Company are referred to as “**NOBOs**”. Those Beneficial Shareholders who have objected to their intermediary disclosing ownership information about themselves to the Company are referred to as “**OBOs**”. In accordance with the requirements of National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators (the “**CSA**”), the Company has elected to send the Notice of Meeting, this Information Circular, the form of proxy and VIF (collectively, the “**Meeting Materials**”) directly to NOBOs. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for: (i) delivering these materials to you; and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the VIF.

Generally, a Beneficial Shareholder who has not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy which has already been signed by the intermediary (typically by a facsimile with a stamped signature), which is restricted as to the number of Shares beneficially owned by the Beneficial Shareholder and must be completed, but not signed, by the Beneficial Shareholder and deposited with Computershare; or
- (b) more typically, be given a VIF which is not signed by the intermediary and which, when properly completed and signed by the Beneficial Shareholder and returned to the intermediary or its service corporation, will constitute voting instructions which the intermediary must follow.

VIFs should be completed and returned in accordance with the specific instructions noted on the VIF. The purpose of this procedure is to permit Beneficial Shareholders to direct the voting of the Shares which they beneficially own.

Please return your voting instructions as specified in the VIF. Beneficial Shareholders should carefully follow the instructions set out in the VIF, including those regarding when and where the VIF is to be delivered.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purpose of voting Shares registered in the name of their broker, agent, trustee or other intermediary, a Beneficial Shareholder may attend the Meeting as a proxyholder for a registered shareholder and vote Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting or have someone else attend on their behalf, and indirectly vote their Shares as proxyholder for the registered shareholder should contact their broker, agent, trustee or other intermediary well in advance of the Meeting to determine the steps necessary to permit them to indirectly vote their Shares as a proxyholder.

The Meeting Materials are being sent to both registered shareholders and Beneficial Shareholders of Shares. If you are a Beneficial Shareholder, and the Company or its agent has sent these materials to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary on your behalf.

SECURITIES ENTITLED TO VOTE

As of January 10, 2012, the authorized share capital of the Company is divided into an unlimited number of Shares, of which 40,684,149 Shares are issued and outstanding. Every shareholder who is entitled to vote at the Meeting shall have one vote on a show of hands and on a poll shall have one vote for each Share of which the shareholder is the registered holder, and such shareholder may exercise such vote either in person or by proxy.

The Board of Directors of the Company has fixed the close of business on January 4, 2012 as the record date for the purpose of determining the shareholders entitled to receive notice of the Meeting, but the failure of any shareholder to receive notice of the Meeting does not deprive such shareholder of the entitlement to vote at the Meeting. Every shareholder of record at the close of business on January 4, 2012 who personally attends the Meeting will be entitled to vote at the Meeting or any adjournment thereof, except to the extent that:

- (a) such shareholder has transferred the ownership of any of his or her Shares after January 4, 2012; and
- (b) the transferee of those Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Shares, and demands, not later than ten days before the Meeting, that his or her name be included in the list of shareholders entitled to vote at the Meeting, in which case the transferee is entitled to vote those Shares at the Meeting.

OWNERSHIP OF SHARES

Ownership by Management

The following table sets forth certain information regarding beneficial ownership of the Company's Shares, as of January 10, 2012, by: (i) each of the Company's executive officers and directors; and (ii) the Company's executive officers and directors, as a group:

<u>Name and Address</u> ⁽¹⁾	<u>Shares Beneficially Owned</u> ⁽²⁾	<u>Percentage of Class</u>
ROSS CORY <i>Director</i>	100,000	0.25
ROBERT PIROOZ <i>Secretary and Director</i>	647,800	1.59
JOHN WRIGHT <i>Director</i>	273,000	0.67
DONALD SHUMKA <i>Director</i>	50,000	0.12
DAVID STRANG <i>President, Chief Executive Officer and Director</i>	465,000	1.14
MARTIN RIP <i>Chief Financial Officer</i>	2,750	0.01
LEO HATHAWAY <i>Chief Geological Officer</i>	126,100	0.31
MARSHALL KOVAL <i>Vice-President, Corporate Development</i>	179,726	0.44
ANDREW CARSTENSEN <i>Vice-President, Exploration</i>	Nil	N/A
JOHN YOULE <i>Vice-President, Corporate Affairs</i>	1,000	0.01
All executive officers and directors as a group (10 persons)	1,845,376	4.54

Notes:

⁽¹⁾ The address of each of the persons listed is c/o Lumina Copper Corp., 410 – 625 Howe Street, Vancouver, British Columbia, Canada, V6C 2T6.

⁽²⁾ These amounts do not include stock options or contingently issuable shares pursuant to any compensation arrangements.

Ownership by Principal Shareholders

To the Company's knowledge, no person, other than as listed below, owns more than ten percent (10%) of the Company's outstanding Shares as of January 10, 2012:

<u>Shareholder</u>	<u>Shares Beneficially Owned</u>
ROSS J. BEATY	9,699,225 (23.84%)

Lumina Capital Limited Partnership, a limited partnership controlled by Mr. Beaty, owns 1,356,500 (3.33%) of the Company's outstanding Shares as of January 10, 2012. Accordingly, Mr. Beaty owns,

directly or indirectly, or exercises control or direction, over 11,055,725 Shares representing 27.17% of the Company's outstanding Shares at January 10, 2012.

This information was provided by management of the Company and the Company's registrar and transfer agent, Computershare, as of January 10, 2012.

QUORUM

Under the Articles of the Company, the quorum for the transaction of business at the Meeting is two individuals who are shareholders, proxy holders representing shareholders or duly authorized representatives of corporate shareholders personally present and representing Shares aggregating not less than 5% of the issued Shares of the Company carrying the right to vote at the Meeting.

Directors will be elected by a majority of the votes cast by shareholders who vote in person or by proxy at the Meeting.

Abstentions will be counted as present for purposes of determining the presence of a quorum for purposes of these matters, but will not be counted as votes cast. Broker non-votes (i.e., Shares held by a broker or nominee as to which the broker or nominee does not have the authority to vote on a particular matter) will not be counted as present for purposes of determining the presence of a quorum for purposes of these matters and will not be voted. Accordingly, neither abstentions nor broker non-votes will have any effect on the outcome of the votes on the matters to be acted upon at the Meeting.

CORPORATE GOVERNANCE

The Company's Board of Directors and executive officers consider good corporate governance to be an important factor in the efficient and effective operation of the Company. The Board of Directors is of the view that the Company's system of corporate governance meets or exceeds the majority of guidelines and requirements contained in National Policy 58-201 - *Corporate Governance Guidelines* ("NP 58-201") and National Instrument 58-101 - *Disclosure of Corporate Governance Practices* ("NI 58-101") of the CSA.

Board of Directors

The Board of Directors is currently composed of five directors, Messrs. Ross Cory, Robert Pirooz, Donald Shumka, David Strang and John Wright. All the proposed nominees are current directors of the Company.

NP 58-201 suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to materially interfere with the director's ability to act with a view to the best interests of the company, other than interests and relationships arising from shareholding. Of the proposed nominees for directors of the Company, Ross Cory, Donald Shumka and John Wright are considered by the Board of Directors to be "independent" within the meaning of NI 58-101 and Robert Pirooz and David Strang are management directors and accordingly are considered to be "non-independent". Robert Pirooz is the chair of the Board of Directors, and is considered to be a "non-independent" chair. The Board of Directors appointed John Wright as lead director to ensure that there is a process and structure in place should the board require guidance from an independent director due to possible conflicts of interest in matters that may be discussed.

The independent directors do not generally hold regularly scheduled meetings. However, the independent directors have the opportunity to hold *ad hoc* meetings that are not attended by non-independent directors and they avail themselves of this opportunity at their entire discretion, whenever they deem necessary. In addition, the independent directors participate in *in camera* meetings without the presence of management as part of the regular board meeting procedures. In 2011, three such meetings were held.

The independent directors that make up the Audit Committee also attend *in camera* meetings, at least annually, with the Company's auditors to enable discussion of matters without the presence of management or non-independent directors.

OTHER DIRECTORSHIPS

The following directors of the Company also serve as directors of other reporting issuers:

Director	Other Reporting Issuer(s)
ROSS CORY	Eldorado Gold Corporation (TSX-ELD/ASX-EGO)
ROBERT PIROOZ	Pan American Silver Corp. (TSX-PAA/NASDAQ-PAAS) Anfield Nickel Corp. (TSX-V-ANF)
DONALD SHUMKA	Eldorado Gold Corporation (TSX-ELD/ASX-EGO) Paladin Energy Ltd. (TSX-PDN/ASX-PDN) Alterra Power Corp. (TSX-AXY) Anfield Nickel Corp. (TSX-V-ANF)
DAVID STRANG	Anfield Nickel Corp. (TSX-V-ANF) Highbury Projects Inc. (TSX-V-HPI)

MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors meets at least once each calendar quarter to review, among other things, the performance of the Company. Results will be compared and measured against a previously established plan and performance of prior fiscal years. The Board of Directors will also hold a meeting each year to review and assess the Company's financial budget and business plan for the ensuing year and its overall strategic objectives. This process will establish, among other things, benchmarks against which the Board of Directors may measure the performance of management. Other meetings of the Board of Directors will be called to deal with special matters, as circumstances require.

During the Company's fiscal year ended September 30, 2011, the Board of Directors met six times. All of the directors attended all of the meetings of the Board of Directors. The independent directors held three *in camera* sessions without management presence.

Board Mandate

The mandate of the Board of Directors is to manage or supervise the management of the business and affairs of the Company and to act with a view to the best interests of the Company. In doing so, the Board of Directors oversees the management of the Company's affairs directly and through its committees. In fulfilling its mandate, the Board of Directors, among other matters, is responsible for: (i) reviewing and approving the Company's overall business strategies and its annual business plan, reviewing and approving the annual corporate budget and forecast and reviewing and approving significant capital investments outside the approved budget; (ii) reviewing major strategic initiatives to ensure that the Company's proposed actions accord with shareholder objectives; (iii) reviewing succession planning; (iv) assessing management's performance against approved business plans and industry standards; (v) reviewing and approving the reports and other disclosure issued to shareholders;

(vi) ensuring the effective operation of the Board of Directors; and (vii) safeguarding shareholders' equity interests through the optimum utilization of the Company's capital resources.

Position Descriptions

The Company does not currently have written position descriptions for its directors and Chief Executive Officer. At present, the Board of Directors has delegated the day-to-day management of the business and affairs of the Company to the executive officers of the Company. Generally, operations in the ordinary course or operations that are not in the ordinary course and do not exceed material levels of expenditures or commitment on the part of the Company have been delegated to management. Decisions relating to matters that are not in the ordinary course and that involve material expenditures or commitments on the part of the Company require prior approval of the Board of Directors. Any responsibility which is not delegated to management or a committee of the Board remains with the Board of Directors. The Chief Executive Officer reviews corporate objectives with the Board of Directors on a quarterly basis. In this manner, the Board of Directors approves or develops the corporate objectives that the Chief Executive Officer is responsible for meeting.

Orientation and Continuing Education

The Nominating and Corporate Governance Committee, in conjunction with the Chairman of the Board and the Chief Executive Officer of the Company, is responsible for ensuring that the new directors are provided with an orientation and education program which includes written information about the business and operations of the Company, documents from recent Board of Directors meetings, and opportunities for meetings and discussion with senior management and other directors. New directors are also given the opportunity to meet with the legal counsel to the Company to better understand their legal obligations as directors of the Company. The Company will also give directors tours of the Company's properties to give them additional insight into the Company's business.

In addition, management of the Company takes steps to ensure that its directors and officers are continually updated as to the latest corporate and securities policies which may affect the directors, officers and committee members of the Company as a whole. The Company continually reviews the latest securities rules and policies. Any such changes or new requirements are then brought to the attention of the Company's directors either by way of director or committee meetings or circulated in a memorandum.

Ethical Business Conduct

The Company adopted a written Code of Ethical Conduct (the "**Code**") for its directors, officers and employees. As measures to ensure compliance with the Code, the Board of Directors has also established a Whistleblower Policy which details complaint procedures for financial concerns and an Anti-Corruption Policy which details expected behaviour with regard to dealing with government officials and commercial customers and the maintaining of the Company's books and records. The full text of the Code and these policies is available free of charge to any person upon request to the Secretary of the Company at Suite 410 - 625 Howe Street, Vancouver, British Columbia, V6C 2T6 (Telephone: (604) 646-1890).

In addition, as some of the directors of the Company also serve as directors and officers of other companies engaged in similar business activities, the Board of Directors must comply with the conflict of interest provisions of the *Business Corporations Act* (British Columbia), as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors which evoke any such conflict.

Nomination of Directors

In order to identify new candidates for nomination to the Board of Directors, the Board of Directors of the Company considers the advice and input of the Nominating and Governance Committee regarding: (i) the appropriate size of the Board of Directors, the necessary competencies and skills of the Board of Directors as a whole and the competencies and skills of each director individually; and (ii) the identification and recommendation of new individuals qualified to become a new member of the Board of Directors. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required and a willingness to serve.

COMMITTEES OF THE BOARD OF DIRECTORS

Compensation Committee

Composition of the Compensation Committee

The Compensation Committee is presently comprised of three directors, two of whom, namely Donald Shumka and John Wright, are independent within the meaning of NI 58-101. The Compensation Committee determines the salary and benefits of the executive officers of the Company, determines the Company's general compensation structure, policies and programs, administers the Company's stock option plan, and delivers an annual report to shareholders on executive compensation.

Report on Executive Compensation

The Company's compensation structure is designed to reward performance and to be competitive with the compensation arrangements of other Canadian resource companies of similar structure, size and scope of operations. Each executive officer's position is evaluated to establish skill requirements and level of responsibility and this evaluation provides a basis for internal and external comparisons of positions. In addition to industry comparables (which are based primarily upon the directors' knowledge and experience), the Board of Directors and the Compensation Committee consider a variety of factors when determining both compensation policies and programs and individual compensation levels. These factors include the long-term interests of the Company and its shareholders, overall financial and operating performance of the Company and the Board of Directors' and the Compensation Committee's assessment of each executive's individual performance and contribution towards meeting corporate objectives. Executive officers' compensation is composed of three major components: (i) base salary; (ii) cash bonus; and (iii) stock options. Interested executives do not participate in reviews, discussions or decisions of the Board of Directors regarding this remuneration.

Base salary ranges are determined at the discretion of the Compensation Committee and Board of Directors utilizing the knowledge of the Company's directors with regard to similar positions in Canadian resource companies of comparable size and scope of operations. The salary for each executive officer's position is then further determined having regard to the incumbent's responsibilities, individual performance factors, overall corporate performance, potential for advancement, and the assessment of the Board of Directors and the Compensation Committee of such matters as are presented by management.

The second component of executive officer compensation is cash bonuses. In light of a recommendation from the Compensation Committee, the Board of Directors may grant executive officers cash bonuses. To date the performance criteria and objectives considered by the Compensation Committee and the Board of Directors for determining the availability of such bonuses include the Company's share performance generally and each executive officer's role in the progress of the Company's main mineral projects. No bonuses were paid during the fiscal year ended September 30, 2011.

The third component of the executive officers' compensation is stock options. The Compensation Committee or the Board of Directors may from time to time grant stock options to executive officers under the Company's stock option plan. Grants of stock options are intended to align the interests of the executive officers with those of the shareholders over the long-term. No stock options were granted to executive officers during the fiscal year ended September 30, 2011, except for options to purchase 10,000 Shares upon initial appointment of Mr. Carstensen as Vice President, Exploration.

Related to the appointment of Mr. Carstensen, and in light of his role managing the Company's exploration drill program, the Compensation Committee and the Board of Directors approved a contingent share-based compensation arrangement whereby, upon satisfaction of certain conditions and a change of control of the Company, up to 40,000 Shares will be issued to Mr. Carstensen.

The Company does not currently have any employment contracts with its executive officers.

The Compensation Committee met once during the year and all members were in attendance.

Submitted by:
Donald Shumka
John Wright
Robert Pirooz

Audit Committee

The Company has an Audit Committee presently comprised of Ross Cory, John Wright and Donald Shumka, all of whom are independent directors. The full text of the Audit Committee's Charter is annexed as Appendix A to this Information Circular. All members of the Audit Committee are financially literate. The Company considers "financial literacy" to be the ability to read and understand a company's fundamental financial statements, including a company's balance sheet, income statement and a cash flow statement. The members of the Audit Committee are elected by the Board of Directors at its first meeting following the annual shareholders' meeting to serve one year terms and are permitted to serve an unlimited number of consecutive terms. As the Company is considered a "venture issuer" for the purpose of National Instrument 52-110 *Audit Committees* ("NI 52-110"), it is relying on the exemption found in section 6.1 of NI 52-110.

In addition to each member's general business experience, the education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member is as follows:

John Wright – Mr. Wright, of Vancouver, BC, is a Metallurgical Engineer and Honours graduate of Queens University in Ontario. Mr. Wright was a director and former President and Chief Operating Officer of Pan American Silver Corp. Mr. Wright was also a director of Northern Peru Copper Corp. and Regalito Copper Corp. Previously, he spent 10 years with Teck Cominco where he worked at the Trail Smelter operations and later participated in the management of the feasibility studies, marketing and mine construction at the Afton, Highmont, Bull Moose and David Bell Mines.

Donald Shumka – Mr. Shumka, of Vancouver, BC, is Managing Director of Walden Management Ltd., a firm providing financial consulting services to a variety of clients. Mr. Shumka received his Bachelor of Arts degree from the University of British Columbia and a Master of Business Administration from Harvard University. From 1966 to 1979 he worked in a variety of positions in the forestry industry, from 1979 to 1989 he was Vice-President and Chief Financial Officer of West Fraser Timber Co. Ltd., and from 1989 to 2004 he headed the Forest Products Group for two Canadian investment banks. Mr. Shumka has been active in the not for profit sector and is currently Chair of the British Columbia Arts

Council. Mr. Shumka is also a director of Eldorado Gold Corporation, Paladin Energy Ltd., Alterra Power Corp. and Anfield Nickel Corp. and was a director of Northern Peru Copper Corp.

Ross Cory – Mr. Cory, of Vancouver, BC, is a Senior Vice-President of Investment Banking at Raymond James Ltd. As a founding shareholder of a predecessor firm, Mr. Cory has held various senior executive positions in the investment industry since 1987 with a primary focus on providing investment banking services to the mining sector. Mr. Cory is currently on long term leave from Raymond James Ltd. Mr. Cory is also a director of Eldorado Gold Corporation. and was a director of Northern Peru Copper Corp. and Regalito Copper Corp. Mr. Cory is a graduate of the University of British Columbia with a Bachelor of Science degree in General Sciences and an MBA in Finance and International Business.

Nominating and Governance Committee

The Nominating and Governance Committee is comprised of Donald Shumka (Chair) and Ross Cory, each of whom is considered an independent director within the meaning of NI 58-101. The Nominating and Governance Committee: (i) oversees the effective functioning of the Board of Directors; (ii) oversees the relationship between the Board of Directors and management of the Company; (iii) ensures that the Board of Directors can function independently of management at such times as is desirable or necessary; (iv) assists the Board of Directors in providing efficient and effective corporate governance for the benefit of shareholders; (v) identifies possible nominees for the Board of Directors; and (vi) reviews the qualifications of possible nominees for, and current members of, the Board of Directors.

The Nominating and Governance Committee also reviews and makes recommendations, on an *ad hoc* basis, to the Board of Directors with respect to: (i) the appropriateness of the committees of the Board of Directors, their mandates and responsibilities and the allocation of directors to the committees; (ii) the appropriateness of the terms of the mandate and responsibilities of the Board of Directors; (iii) the compensation of the directors of the Company; (iv) the directorships held by the Company's directors and officers in other corporations; and (v) the corporate objectives which the President and Chief Executive Officer of the Company is responsible for meeting, the assessment of the Company's President and Chief Executive Officer by the Board of Directors against these objectives and the appropriateness of the duties and responsibilities of the President and Chief Executive Officer.

ASSESSMENTS

The Board of Directors work together to evaluate its effectiveness, its committees and individual directors on an *ad hoc* basis.

STATEMENT OF EXECUTIVE COMPENSATION

Named Executive Officers

The following table contains information about the compensation paid to, or earned by, those who were, either during or as at the end of the fiscal year ended September 30, 2011: (a) the Company's Chief Executive Officer (“**CEO**”); (b) the Company's Chief Financial Officer (“**CFO**”); (c) each of the Company's three other most highly compensated executive officers (except those whose total salary and bonus do not exceed \$150,000); and (d) any additional individuals whose total salary and bonus exceeded \$150,000 during the fiscal year ended September 30, 2011 (all such persons referred to as “**Named Executive Officers**” or “**NEOs**”).

Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	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			
David Strang President and CEO ⁽³⁾	2011	73,400	Nil	Nil	Nil	Nil	Nil	Nil	73,400
	2010	37,400	Nil	192,500	Nil	Nil	Nil	Nil	229,900
	2009	59,625	Nil	17,500	Nil	Nil	Nil	Nil	77,125
Martin Rip ⁽⁴⁾ CFO	2011	51,238	Nil	Nil	Nil	Nil	Nil	Nil	51,238
	2010	12,556	Nil	28,000	Nil	Nil	Nil	Nil	40,556
	2009	N/A	N/A	N/A	N/a	N/A	N/A	N/A	N/A
Guillermo Almandoz ⁽⁵⁾ Taca Taca Project Manager	2011	138,327	Nil	124,800	Nil	Nil	Nil	Nil	263,127
	2010	29,642	Nil	22,400	Nil	Nil	Nil	Nil	52,042
	2009	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Andrew Carstensen ⁽⁶⁾ VP Exploration	2011	55,200	252,800	31,200	Nil	Nil	Nil	Nil	339,200
	2010	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2009	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Notes:

- (1) The value of share-based awards represents the grant date fair value of the shares awarded. For fiscal 2011, the Company entered into a contingent share compensation arrangement with Mr. Carstensen whereby, upon satisfaction of certain conditions and a change of control, up to 40,000 Shares will be issued to Mr. Carstensen as compensation. The grant date fair value applied was the closing price for the Shares on the TSX-V on May 13, 2011 (\$6.32 per Share).
- (2) The value of option-based awards represents the grant date fair value of the stock options awarded. For fiscal 2011, the Company granted stock options on March 30, 2011 which were valued using the Black-Scholes valuation model with the following assumptions: (i) Dividend yield: 0%; (ii) Risk free interest rate: 1.72%; (iii) Expected option life: 2 years; and (iv) Expected volatility: 71%. The grant date fair value and the fair value for accounting purposes reported in the Company's financial statements are the same, except that the expense in the financial statements is recognized over the vesting period of the options.
- (3) David Strang is also a director of the Company. He does not receive any additional remuneration from the Company pertaining specifically to his role as director.
- (4) Martin Rip commenced employment with the Company on June 6, 2010 and was appointed CFO on July 1, 2010. Information presented for Martin Rip includes remuneration from the date his employment with the Company commenced.
- (5) Guillermo Almandoz commenced employment with the Company in July 2010. Information presented for Guillermo Almandoz includes remuneration from the date his employment with the Company commenced.
- (6) Andrew Carstensen commenced employment with the Company in February 2011 and was appointed VP Exploration on April 7, 2011. Information presented for Andrew Carstensen includes remuneration from the date his employment with the Company commenced.

Compensation discussion and analysis

Compensation paid to the Company's NEOs during the fiscal year ended September 30, 2011 consisted of salaries, option-based awards and a one-time share compensation arrangement. No other compensation was paid to these individuals during the fiscal year. There have been no significant changes to the compensation structure of the Company since September 30, 2011 to the current date.

In determining whether to grant options to executive officers of the Company, management proposes a number of options to be granted based on an executive officer's individual performance, and the performance of the Company based on that individual's activities. The Compensation Committee reviews the proposal and, if approved, forwards the proposal to the Board of Directors for final approval.

Neither the Board of Directors nor the Compensation Committee have considered the implications of the risks associated with the Company's compensation policies and practices.

Option Plans

On February 19, 2009, the shareholders of the Company approved the Stock Option Plan of the Company (the "**Plan**").

The Plan was adopted for the purpose of attracting and motivating directors, officers, employees and consultants of the Company and advancing the interests of the Company by affording such persons with the opportunity to acquire an equity interest in the Company through rights granted under the Plan to purchase Shares of the Company.

Any grant of options under the Plan is within the discretion of the Board of Directors, subject to the condition that the maximum number of Shares which may be issuable under the Plan cannot exceed 3,426,305. The number of option shares issuable under the Plan to any one individual during a one year period must not exceed 8% of the total number of issued and outstanding Shares on a non-diluted basis. In addition, the number of option shares which may be issuable under the Plan within a one year period: (i) to insiders of the Company in aggregate, cannot exceed 10% of the outstanding Shares; (ii) to one individual who is an insider of the Company or any associates of such insider, shall not exceed 5% of the outstanding Shares; (iii) to a consultant, cannot exceed 2% of the outstanding Shares; and (iv) to all employees performing investor relations activities, cannot exceed, in aggregate, 2% of the outstanding Shares. Options granted to consultants performing Investor Relations Activities (as defined in the Plan) will vest in stages over a twelve month period with no more than 25% of the options vesting in any three month period.

The term of any options granted under the Plan will be fixed by the Board of Directors at the time such options are granted, provided that options will not be permitted to exceed a term of ten years. Upon expiry of an option, or in the event an option is otherwise terminated for any reason without having been exercised in full, the number of Shares in respect of the expired or terminated option will again be available for the purposes of the Plan. The exercise price of any options granted under the Plan will be determined by the Board of Directors, in its sole discretion, but cannot be less than the greater of the weighted average trading price of the Shares for the five trading days prior to the date the option is granted or the market price of the Shares on the date of grant less a variable discount (which is based on the market price of the Shares on the date of grant), or the Discounted Market Price (as defined in the Plan). The Plan also provides for reclassification of options in the event of any consolidation, subdivision, conversion or exchange of the Company's Shares.

Under the Plan, options are non-assignable and non-transferable, and subject to such vesting provisions as the Board in its sole discretion shall determine. For stock options granted to employees, consultants or management company employees, the Company represents that the proposed optionee is a *bona fide* employee, consultant or management company employee, as the case may be. If the optionee ceases to be a director of the Company or ceases to be employed by the Company (other than by reason of death), as the case may be, then the option granted expires on no later than the 30th day following the date that the optionee ceases to be a director or ceases to be employed by the Company, subject to the terms and conditions set out in the Plan. In the case of an optionee's death, the optionee's heirs or administrators can exercise any portion of the outstanding options for up to one year from the optionee's death.

The following table sets forth information concerning all awards outstanding for each Named Executive Officer during the Company's most recently completed financial year.

Outstanding Option-Based and Share-Based Awards Table

Name	Option-based Awards				Share-based Awards	
	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 (\$) ⁽¹⁾
David Strang President and CEO	50,000	\$0.42	January 20, 2014	301,000	-	-
	250,000	\$1.30	August 13, 2015	1,285,000	-	-
Martin Rip CFO	50,000	\$1.13	May 19, 2015	265,500	-	-
Guillermo Almandoz Taca Taca Project Manager	30,000	\$1.13	May 19, 2015	159,300	-	-
	40,000	\$5.89	March 30, 2016	22,000	-	-
Andrew Carstensen VP Exploration	10,000	\$5.89	March 30, 2016	5,500	40,000	257,600

Note: _____

⁽¹⁾ Based on the closing price of the Shares on the TSX-V as at September 30, 2011, being \$6.44.

Incentive Plan Awards – Value Vested or Earned During the Year

Name	Option-based awards – Value vested during the year (\$) ⁽¹⁾	Share-based awards – Values vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
David Strang President and CEO	441,665	Nil	Nil
Martin Rip CFO	85,335	Nil	Nil
Guillermo Almandoz Taca Taca Project Manager	77,732	Nil	Nil
Andrew Carstensen VP Exploration	3,550	Nil	Nil

Note: _____

⁽¹⁾ The value of vested options represents the aggregate dollar value that would have been realized for options disclosed in the "Outstanding Option-Based and Share-Based Awards Table" (above), if any of those options had been exercised on the vesting dates that fall in the fiscal 2011 period. The dollar value is the difference between the market price of the underlying securities at assumed exercise and the exercise price of the options on the vesting date.

Defined Benefit or Actuarial Plan

The Company does not have a defined benefit or actuarial plan.

Termination of Employment, Change in Responsibilities and Employment Contracts

Except as otherwise disclosed herein, there are no employment contracts, compensatory plans, contracts or arrangements in place with the Named Executive Officers resulting from the resignation, retirement or any other termination of services of the Named Executive Officers with the Company and its subsidiaries or from a change in control of the Company and its subsidiaries or a change in the Named Executive Officer's responsibilities following a change in control, where in respect of the Named Executive Officer the value of such compensation exceeds \$50,000.

Stock Option Equity Compensation Plan Information

The following information regarding the Company's stock option equity compensation plan is as of September 30, 2011.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)
Equity compensation plans approved by security holders	1,892,500	1.31	1,533,805
Total	1,892,500	1.31	1,533,805

Compensation of Directors

For the fiscal year ended September 30, 2011, no compensation was paid to the directors.

The following table sets forth all amounts of compensation provided to the directors, other than directors that are also Named Executive Officers, for the Company's fiscal year ended September 30, 2011.

Director Compensation Table

Name	Fees earned ⁽¹⁾ (\$)	Share-based awards (\$)	Option-based awards ⁽²⁾ (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Ross Cory	Nil	Nil	Nil	Nil	Nil	Nil	Nil
John Wright	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Donald Shumka	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Robert Pirooz	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

⁽¹⁾ No fees were paid to the directors for the fiscal year ended September 30, 2011.

⁽²⁾ No stock options were granted to directors for the fiscal year ended September 30, 2011.

The following table sets forth information concerning all awards outstanding for each director, other than those that are also Named Executive Officers during the Company's most recently completed financial year.

Outstanding Option-Based Awards Table

Name	Option-based Awards			
	Number of Securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾
Ross Cory	30,000	\$0.42	January 20, 2014	180,600
	40,000	\$1.30	August 13, 2015	205,600
John Wright	30,000	\$0.42	January 20, 2014	180,600
	40,000	\$1.30	August 13, 2015	205,600
Donald Shumka	30,000	\$0.42	January 20, 2014	180,600
	40,000	\$1.30	August 13, 2015	205,600
Robert Pirooz	50,000	\$0.42	January 20, 2014	301,000
	250,000	\$1.30	August 13, 2015	1,285,000

Note:

⁽¹⁾ Based on the closing price of the Shares on the TSX-V as at September 30, 2011, being \$6.44.

The following table sets forth information concerning all incentive plan awards vested or earned for each director, other than those that are also Named Executive Officers during the Company's most recently completed financial year.

Incentive plan awards – value vested or earned during the year

Name	Option-based awards – Value vested during the year (\$) ⁽¹⁾	Share-based awards – Values vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Ross Cory	70,665	Nil	Nil
John Wright	70,665	Nil	Nil
Donald Shumka	70,665	Nil	Nil
Robert Pirooz	441,665	Nil	Nil

Note:

⁽¹⁾ The value of vested options represents the aggregate dollar value that would have been realized for options disclosed in the "Outstanding Option-Based Awards Table" (above), if any of those options had been exercised on the vesting dates that fall in the fiscal 2011 period. The dollar value is the difference between the market price of the underlying securities at assumed exercise and the exercise price of the options on the vesting date.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director or executive officer of the Company was indebted to the Company at any time in the fiscal year ended September 30, 2011 in connection with the purchase of Shares of the Company or for any other reason.

INTEREST OF CERTAIN PERSONS IN MATERIAL TRANSACTIONS AND MATTERS TO BE ACTED UPON

Except as described below or otherwise described in this Information Circular: (i) no director or executive officer of the Company who has served in such capacity since the beginning of the last fiscal year or any associate or affiliate of such person; (ii) no management nominee for election as a director of the Company or any associate or affiliate of any such person; and (iii) to the best of the knowledge of management of the Company, no person that has direct or indirect beneficial ownership of more than 10% of the issued Shares of the Company and no associate or affiliate of any such person, had any material interest, directly or indirectly, in any transaction within the past year, or in any proposed transaction, which has affected or would materially affect the Company or any of its subsidiaries or in any matter to be acted upon at the Meeting.

REVIEW, APPROVAL OR RATIFICATION OF TRANSACTIONS WITH RELATED PARTIES

Material transactions with related parties are discussed, ratified and approved by the Board of Directors. For ongoing related party transactions, the Nominating and Governance Committee may establish guidelines for the Company's management to follow in its ongoing dealings with the related party.

MANAGEMENT CONTRACTS

Management functions of the Company are generally performed by directors and senior officers of the Company and not, to any substantial degree, by any other person to whom the Company has contracted.

OTHER MATTERS

Management of the Company is not aware of any other matters which will be brought before the Meeting other than those set forth in the Notice of Meeting. Should any other matters properly come before the Meeting, the Shares represented by the proxies solicited hereby will be voted on those matters in accordance with the best judgement of the persons voting such proxies.

ADDITIONAL INFORMATION AND AVAILABILITY OF DOCUMENTS

The Company will provide to any person or corporation, upon request, one copy of any of the following documents: the comparative financial statements of the Company for the Company's most recently completed fiscal year in respect of which such financial statements have been issued, together with the report of the auditor thereon and the applicable management's discussion and analysis, and any interim financial statements of the Company subsequent to the financial statements for the Company's most recently completed fiscal year and the applicable management's discussion and analysis.

Copies of the above documents will be provided, upon request, by the Secretary of the Company at 410 – 625 Howe Street, Vancouver, British Columbia, Canada, V6C 2T6, free of charge to shareholders of the Company. The Company may require the payment of a reasonable charge from any person or corporation who is not a shareholder of the Company and who requests a copy of any such document. Financial information relating to the Company is provided in the Company's comparative financial statements and management's discussion and analysis for its most recently completed fiscal year. Additional information relating to the Company is available at www.sedar.com.

MULTIPLE SHAREHOLDERS SHARING THE SAME ADDRESS

Recent changes in the regulations regarding the delivery of copies of proxy materials and annual reports to shareholders permit the Company and brokerage firms to send one annual report and proxy statement to multiple shareholders who share the same address under certain circumstances. Shareholders who hold their Shares through a broker may have consented to reducing the number of copies of materials delivered to their address. In the event that a shareholder wishes to revoke such a consent previously provided to a broker, the shareholder must contact the broker to revoke the consent. In any event, if a shareholder wishes to receive a separate Information Circular and accompanying materials for the Meeting, the shareholder may receive copies by contacting the Secretary of the Company at (604) 646-1890, 410 – 625 Howe Street, Vancouver, British Columbia, Canada, V6C 2T6. Shareholders receiving multiple copies of these documents at the same address can request delivery of a single copy of these documents by contacting the Company in the same manner. Persons holding Shares through a broker can request a single copy by contacting the broker.

BOARD OF DIRECTORS APPROVAL

The undersigned hereby certifies that the contents and sending of this Information Circular to the shareholders of the Company have been approved by the Board of Directors.

DATED at Vancouver, British Columbia, this 10th day of January, 2012.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) David Strang

DAVID STRANG
President and Chief Executive Officer

APPENDIX A

AUDIT COMMITTEE CHARTER

1. MISSION

Senior management, as overseen by the Board of Directors, has primary responsibility for the Company's financial reporting, accounting systems and internal controls. The Audit Committee is a standing committee of the Board of Directors established to assist the Board of Directors in fulfilling its responsibilities in this regard.

2. COMPOSITION AND MEETINGS

- (a) The Audit Committee shall be composed of not less than three independent, in accordance with National Instrument 58-101 - *Disclosure of Corporate Governance Practices*, directors.
- (b) The members of the Audit Committee shall be appointed by the Board of Directors to serve one year terms and are permitted to serve an unlimited number of consecutive terms.
- (c) The Audit Committee shall meet at least once each quarter and any member may call special meetings as required. A quorum at meetings of the Audit Committee shall be two independent members.
- (d) The minutes of the Audit Committee meetings shall accurately record the decisions reached and shall be distributed to all directors with copies to the chief financial officer and the external auditor.

3. RESPONSIBILITIES

(a) Financial Information

Review:

- (i) the annual financial statements and recommend their approval to the Board, after discussing matters such as the selection of accounting policies, major accounting judgements, accruals and estimates with management;
- (ii) other financial information included in the annual report;
- (iii) the Annual Information Form;
- (iv) Management Discussions and Analysis contained in the annual report and quarterly statements, if any;
- (v) the planning and results of the external audit, including:
 - A. the auditor's engagement letter;
 - B. the reasonableness of the estimated audit fees;

- C. the scope of the audit, including materiality, locations to be visited, audit reports required, areas of audit risk, timetable, deadlines and coordination with internal audit;
- D. the post-audit management letter together with management's response;
- E. the form of the audit report;
- F. any other related audit engagements;
- G. non-audit services performed by the auditor;
- H. assessing the auditor's performance;
- I. recommending the auditor for appointment by the Board; and
- J. meeting privately with the auditors to discuss pertinent matters, including the quality of accounting personnel.

(b) Interim Financial Statements

- (i) Obtain reasonable assurance on the process for preparing reliable quarterly interim financial statements from discussions with management and, where appropriate, reports from the external and internal auditors.
- (ii) Review and, if deemed appropriate in the circumstances, engage the external auditors to review, the quarterly interim financial statements.
- (iii) Obtain reasonable assurance from management about the process for ensuring the reliability of other public disclosure documents that contain audited and unaudited financial information.

(c) Accounting System and Internal Controls

- (i) Obtain reasonable assurance from discussions with and(or) reports from management, and reports from external and internal auditors that the Company's accounting systems are reliable and that the prescribed internal controls are operating effectively.
- (ii) Direct the auditors' examinations to particular areas.
- (iii) If deemed necessary, request the auditors to undertake special examinations.
- (iv) Review control weaknesses, if any, identified by the external auditors, together with management's response.
- (v) Review the appointments of the chief financial officer and key financial executives.
- (vi) Review accounting and financial human resources and succession planning within the corporation.

(d) Statutory Responsibilities

Monitor compliance by the corporation of any regulatory requirements.

(e) Related Party Transactions

- (i) Monitor compliance with Section 120 of the American Stock Exchange Company Guide as it relates to related party transactions.
- (ii) Review and approve all related party transactions.

(f) Other Responsibilities

Additional responsibilities to be defined as required, but may include:

- (i) reviewing the prospectuses and other offering memoranda;
- (ii) monitoring compliance with the corporate code of conduct;
- (iii) ensuring a process exists whereby the Whistleblower Policy is operative;
- (iv) investigating fraud, illegal acts or conflicts of interest;
- (v) discussing selected issues with corporate counsel; and
- (vi) monitoring compliance with environmental codes of conduct and legislation.

(g) Liaison with Other Financial Officer/Audit Committees of Subsidiary Companies

- (i) Review the mandate and terms of reference of a subsidiary's Audit Committee.
- (ii) Review the report(s) of the subsidiary's Audit Committee to its Board of Directors.
- (iii) Follow up, as appropriate, with management, the chairperson of the Audit Committee or the audit partner of the subsidiary on any matters of concern.

(h) Reporting

- (i) Report, through the chairperson, to the Board of Directors following each meeting on the major discussions and decisions made by the Audit Committee.
- (ii) Report annually, through the Board of Directors, to the shareholders on the Audit Committee's responsibilities and how it has discharged them.
- (iii) Review the Audit Committee's terms of reference annually and propose recommended changes to the Board of Directors.

4. REGULATIONS

- (a) The members and the chairperson of the Audit Committee shall be appointed by the Board of Directors for a one year term and may serve any number of consecutive terms. The chairperson shall be an independent director.
- (b) The chairperson shall, in consultation with management and the auditors, establish the agenda for the meetings and ensure that properly prepared agenda materials are circulated to members with sufficient time for study prior to the meeting.
- (c) The Audit Committee shall have the power, authority and discretion delegated to it by the Board of Directors which shall not include the power to change the membership of or fill vacancies in the Audit Committee.
- (d) The Audit Committee shall conform to the regulations which may from time to time be imposed upon it by the Board of Directors.
- (e) The Audit Committee may meet and adjourn, as they think proper. Questions arising shall be determined by a majority of votes of the members of the Audit Committee present, and in the case of an equality of votes, the chairman shall not have a second or casting vote.
- (f) A resolution approved in writing by the members of the Audit Committee shall be valid and effective as if it had been passed at a duly called meeting. Such resolution shall be filed with the minutes of the proceedings of the Audit Committee and shall be effective on the date stated thereon or on the latest date stated in any counterpart.
- (g) The Audit Committee shall keep regular minutes of its meetings and record all material matters and shall cause such minutes to be recorded in the books kept for that purpose and shall distribute such minutes to the Board of Directors.
- (h) The Board of Directors shall have the power at any time to revoke or override the authority given to or acts done by the Audit Committee except as to acts done before such revocation or act of overriding and to terminate the appointment or change the membership of the Audit Committee or fill vacancies in it as it shall see fit.
- (i) The Audit Committee shall have unrestricted and unfettered access to all Company personnel and documents and shall be provided with the resources necessary to carry out its responsibilities.
- (j) The Audit Committee or any member may engage the services of an outside advisor if such services are deemed to be necessary or appropriate. The cost of such services shall be borne by the Company and approved by the Chair of the Nominating and Governance Committee.