

MANAGEMENT INFORMATION CIRCULAR
for the Annual General and Special Meeting of Shareholders of
SENATOR MINERALS INC
to be held in Vancouver, BC
at 3:00pm on Friday, 20 May 2011

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the management of Senator Minerals Inc (the "Company") for use at the Annual General Meeting (the "Meeting") of the members ("Registered Shareholders") of the Company to be held at #1018 - 475 Howe Street, Vancouver, British Columbia, on the 20th day of May, 2011, at 3:00 o'clock in the afternoon.

PERSONS OR COMPANIES MAKING THE SOLICITATION

The enclosed Instrument of Proxy is solicited by Management. The solicitation will be by mail. Proxies may also be solicited personally by regular employees of the Company. The Company does not reimburse shareholders, nominees or agents for the cost incurred in obtaining from their principals authorization to execute forms of proxy. No solicitation will be made by agents. The cost of solicitation will be borne by the Company.

APPOINTMENT OF PROXYHOLDER

A duly completed form of proxy will constitute the person(s) named in the enclosed form of proxy as the Registered Shareholder's proxyholder. The person(s) whose names are printed in the enclosed form of proxy for the Meeting are officers or directors of the Company (the "Management Proxyholders")

A Registered Shareholder has the right to appoint a person other than a Management Proxyholder to represent the Registered Shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person's name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a Shareholder.

VOTING BY PROXY

Common shares of the Company (the "Shares") represented by properly executed proxies in the accompanying form will be voted or withheld from voting on each respective matter in accordance with the instructions of the Registered Shareholder on any ballot that may be called for.

If no choice is specified and one of the Management Proxyholders is appointed by a Registered Shareholder as proxyholder, such person will vote in favor of the matters proposed at the Meeting and for all other matters proposed by management at the Meeting.

When so authorized by the Registered Shareholder, the enclosed form of proxy confers discretionary authority upon the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come 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.

COMPLETION AND RETURN OF PROXY

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, Valiant Trust Company, #600 – 750 Cambie Street, Vancouver, British Columbia , V6B 0A2, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies deposited subsequently.

NON-REGISTERED HOLDERS

Only Registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are “non-registered” shareholders because the Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Shares. More particularly, a person is not a Registered Shareholder in respect of Shares which are held on behalf of that person (the "Non-Registered Holder") but which are registered either: (a) in the name of an intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP's, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited, known as "CDS") of which the Intermediary is a participant. In accordance with the requirements of National Policy Statement No. 41 of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Information Circular and the proxy (collectively, the "Meeting Materials") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders. If you purchased your shares through a broker, you are likely a non-registered holder.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy **that has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and **deposit it with Computershare Investor Services** as provided above; or
- (b) more typically, be given a voting instruction form **which is not signed by the Intermediary**, and which, when properly completed and signed by the Non-Registered Holder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a "proxy authorization form") which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions that contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Shares which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the Management Proxyholders named in the form and insert the Non-Registered Holder's name in the blank space provided. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the Proxy or proxy authorization form is to be delivered.**

REVOCABILITY OF PROXY

Any Registered Shareholder who has returned a proxy may revoke it at any time before it has been exercised.

In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing, including a proxy bearing a later date, executed by the Registered Shareholder or by his attorney authorized in writing or, if the Registered Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting. **Only Registered Shareholders have the right to revoke a proxy. Non-Registered Holders who wish to change their vote must, at least 7 days before the Meeting, arrange for their respective Intermediaries or Nominees to revoke the proxy on their behalf.**

RECORD DATE

Those registered members entitled to vote at the Meeting will be determined by the record of such holders at the close of business on Friday, 15 April 2010.

VOTING SHARES AND PRINCIPAL HOLDERS

The company is authorized to issue an unlimited number of common shares and an unlimited number of special shares issuable in series. As at the date hereof, 46,274,084 common shares are issued and outstanding, and no special shares are issued and outstanding. The quorum for a meeting of Registered Shareholders is 10% of the issued and outstanding shares, namely 4,627,409 common shares.

Holders of the outstanding shares in the capital of the Company on the record date (15 April 2010) will on a poll or ballot be entitled to such votes per share as provided by the articles and memorandum, provided they are present in person or by proxy.

To the knowledge of the management of the Company, the following beneficially own, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of the voting rights of the common shares, the only class of voting securities of the Company.

| <u>Members</u> | <u>Shares Held</u> | <u>% of Issued Shares</u> |
|---------------------------|--------------------|---------------------------|
| Donald A. & Lana M. Simon | 6,301,500 | 13.62% |

SHAREHOLDINGS OF PERSONS SOLICITING PROXIES

The Board of Directors and officers of the Company are soliciting proxies by issuance of this circular. Those persons, their present offices, and their shares beneficially owned in the Company, directly or indirectly, are as follows:

| Name | Office | Number of Shares |
|--------------------|----------------------|-------------------------|
| Gary Cope | Director | -0- |
| Roger G. Kidlark | Director | 275,000 |
| Richard Redfern | Director | 1,750,000 |
| Donald A. Simon | President & Director | 3,642,000 |
| Lana M. Simon | Secretary | 3,659,500 |
| Jeffrey P. Scouten | Director | 40,000 |

FINANCIAL STATEMENTS

The audited financial statements of the Company for the year ended 31 December 2010 (the "Financial Statements"), together with the Auditors' Report thereon, will be presented to the Registered Shareholders at the Meeting. The Financial Statements, together with the Auditors' Report thereon, are available on Sedar.com and on the Company's website Senatorinc.com, and are being mailed with this Information Circular only to those shareholders who have specifically requested them.

REMUNERATION OF MANAGEMENT AND OTHERS

Executive Officers of the Company and its Subsidiaries

SUMMARY COMPENSATION TABLE

The following table sets out the compensation received by each of the Named Executive Officers for each of the Company's three most recently completed financial years. "Named Executive Officers" means the CEO and each of the Company's four most highly compensated executive officers (other than the CEO) who were serving as executive officers during the given fiscal year. Information is not provided for persons whose aggregate remuneration is less than \$100,000.

| Name and Principal Occupation | Year Ended 31 Dec | Annual Compensation | | | Long Term Compensation | | | | |
|---------------------------------------------|----------------------------|---------------------|---------------|------------------------------------------------------------|-----------------------------------------------------------|-----------------------------------------------------------------|-------------------------|-----------------------|-----------------------------------|
| | | Salary (\$) | Bonus (\$) | Other Annual Compensation (⁽³⁾) (\$) | Awards | | Payouts | | All Other Compensation (\$) |
| | | | | | Securities Under Options/S ARs Granted (#) | Restricted Shares or Restricted Share Units (\$) | LTIP Payouts (\$) | | |
| <u>Donald Simon</u> President and CEO | 2010 | -0- | -0- | \$ 120,000 | -0- | -0- | -0- | \$ 1,600 ¹ | |
| | 2009 | -0- | -0- | \$ 120,000 | -0- | -0- | -0- | \$ 3,850 ¹ | |
| | 2008 | -0- | -0- | \$ 120,000 | -0- | -0- | -0- | \$ 4,860 ¹ | |

¹ Paid or accrued for directors and Audit Committee meetings. See also "Compensation of Directors" below.

Long Term Incentive Plans - Awards In Most Recently Completed Financial Year

This item is not applicable.

Options/SAR Grants Existing at the end of the Most Recently Completed Financial Year

| Granted to: | Position | Options | Exercise price | Expiry |
|--------------------|-----------|---------|----------------|--------|
| Roger G. Kidlark | Director | -0- | | |
| Richard R. Redfern | Director | -0- | | |
| Lana M. Simon | Secretary | -0- | | |
| Donald A. Simon | Director | -0- | | |
| Jeffrey Scouten | Director | -0- | | |
| Gary Cope | Director | -0- | | |
| Totals | | Nil | | |

Aggregated Option/SAR Exercised During The Most Recently Completed Financial Year And Financial Year-End Option/SAR Values

This item is not applicable.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

As at 31 December 2010, the Company has no compensation plans under which equity securities are authorized for issuance.

EMPLOYMENT CONTRACTS

The Company has no employees and therefore does not presently pay salaries. The Company pays for services rendered upon receipt of invoices which are calculated on an hourly or daily basis or on a contract basis for requested work performed.

SERVICES CONTRACTS

The Company has an arrangement with Donald A. Simon, president and director, whereby all management services provided are billed at a monthly flat rate of \$10,000 + HST by a company in which Mr Simon has a 50% interest. That company also bills a monthly flat rate of \$465 + HST for administrative and bookkeeping services provided by others.

COMPENSATION OF DIRECTORS

- a) During 2004, approval was given for arrangements under which directors of the Company are to be compensated by the Company for their services in the capacity as directors. After increases authorized up to 2010, compensation for participation in meetings is as follows: major meetings, involving multiple points for consideration \$450; minor meetings, involving one or two points for consideration \$200; Annual General Meeting \$450; Audit Committee meetings \$450. No increase is proposed for 2011. Fees are waived in certain situations.
- b) There are no other arrangements in addition to or in lieu of any standard arrangement under which directors of the Company were compensated by the Company during the most recently completed financial year, or for the two financial years prior to that, for their services in the capacity as directors, or services other than those related to directorial activities.

INDEBTEDNESS TO COMPANY OF DIRECTORS AND SENIOR OFFICERS

Since the beginning of the last completed financial year of the Company, no Director, senior officer, proposed nominee for Director, or any associate or affiliate of any of them has been indebted to the Company.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

None of the directors or senior officers of the Company, nor any person who beneficially owns, directly or indirectly, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company, nor any associate or affiliate of the foregoing persons, had any material interest, direct or indirect, in any transactions since the commencement of the company's last completed financial year which materially affected the Company, except the following:

Included in accounts payable and accrued liabilities at 31 December 2010 is \$1,320 payable to directors of the Company for service on the Board.

AUDIT COMMITTEE

The Company has an Audit Committee comprising three directors (Richard R. Redfern⁽ⁱ⁾, Jeffrey P. Scouten⁽ⁱ⁾, and Donald A. Simon), two of whom are independent⁽ⁱ⁾. All three are financially literate as defined by Multilateral Instrument 52-110 *Audit Committees*.

Instrument 52-110 (the "Instrument") relating to the composition and function of audit committees was implemented for Alberta reporting companies effective 30 March 2004 and, accordingly, applies to every TSX-V listed company, including the Company. The Instrument requires all affected issuers to have a written audit committee Charter which must be disclosed, as stipulated by Form 52-110F2, in the management information circular of the Company wherein management solicits proxies from the security holders of the Company for the purpose of electing directors to the Board.

This Charter has been adopted by the Board in order to comply with the Instrument and to more properly define the role of the Committee in the oversight of the financial reporting process of the Company. Nothing in this Charter is intended to restrict the ability of the Board or Committee to alter or vary procedures in order to comply more fully with the Instrument, as amended from time to time.

PART I: Audit Committee - Purpose:

The purpose of the Committee is to:

- a) maintain the Company's high standards of financial reporting;
- b) assist the Board in properly and fully meeting its responsibilities;
- c) aid efficient communication between the Board and external auditors;
- d) assure that the external auditor's independence is maintained;
- e) maintain the credibility and objectivity of the Company's financial reports; and
- f) aid Board members by facilitating meaningful discussions with management and auditors.

1.1 Definitions

"*accounting principles*" has the meaning ascribed to it in National Instrument 52-107 Acceptable Accounting Principles, Auditing Standards and Reporting Currency;

"*Affiliate*" means a company that is a subsidiary of another company or companies that are controlled by the same entity;

"*audit services*" means the professional services rendered by the Company's external auditor for the audit and review of the Company's financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements;

"*Board*" means the board of directors of the Company;

"*Charter*" means this audit committee charter;

"*Company*" means Senator Minerals Inc.;

"*Committee*" means the committee established by and among certain members of the Board for the purpose of overseeing the accounting and financial reporting processes of the Company and audits of the financial statements of the Company;

"*Control Person*" means any person that holds or is one of a combination of persons that holds a sufficient number of any of the securities of the Company to affect materially the control of the Company, or that holds more than 20% of the outstanding voting shares of the Company, except where there is evidence showing that the holder of those securities does not materially affect control of the Company;

"*executive officer*" means an individual who is:

- a) the chair of the Company;
- b) the vice-chair of the Company;
- c) the President of the Company;
- d) the vice-president in charge of a principal business unit, division or function including sales, finance or production;
- e) an officer of the Company or any of its subsidiary entities who performs a policy-making function in respect of the Company; or
- f) any other individual who performs a policy-making function in respect of the Company;

"*financially literate*" has the meaning set forth in Section 1.3;

"*immediate family member*" means a person's spouse, parent, child, sibling, mother or father-in-law, son or daughter-in-law, brother or sister-in-law, and anyone (other than an employee of either the person or the person's immediate family member) who shares the individual's home;

"*independent*" has the meaning set forth in Section 1.2;

"*Instrument*" means Multilateral Instrument 52-110;

"*MD&A*" has the meaning ascribed to it in National Instrument 51-102;

"*Member*" means a member of the Committee;

"*National Instrument 51-102*" means National Instrument 51-102 *Continuous Disclosure Obligations*;

"*non-audit services*" means services other than audit services;

1.2 Meaning of Independence

1. A Member is independent if the Member has no direct or indirect material relationship with the Company.

2. For the purposes of subsection 1, a material relationship means a relationship which could, in the view of the Board, reasonably interfere with the exercise of a Member's independent judgement.
 3. Despite subsection 2 and without limitation, the following individuals are considered to have a material relationship with the Company:
 - a) a Control Person of the Company;
 - b) an Affiliate of the Company; and
 - c) an employee of the Company
- 1.3 Meaning of Financial Literacy** -- For the purposes of this Charter, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

PART 2 - Audit Committee

- 2.1 Audit Committee** – The Board has hereby established the Committee for, among other purposes, compliance with Instrument 51-102.
- 2.2 Relationship with External Auditors** – The Company will henceforth require its external auditor to report directly to the Committee and the Members shall ensure that such is the case.
- 2.3 Committee Responsibilities**
1. The Committee shall be responsible for making the following recommendations to the Board:
 - a) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and
 - b) the compensation of the external auditor.
 2. The Committee shall be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting. This responsibility shall include:
 - a) reviewing the audit plan with management and the external auditor;
 - b) reviewing with management and the external auditor any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgments of management that may be material to financial reporting;
 - c) questioning management and the external auditor regarding significant financial reporting issues discussed during the fiscal period and the method of resolution;
 - d) reviewing any problems experienced by the external auditor in performing the audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management;
 - e) reviewing audited annual financial statements, in conjunction with the report of the external auditor, and obtaining an explanation from management of all significant variances between comparative reporting periods;
 - f) reviewing the post-audit or management letter, containing the recommendations of the external auditor, and management's response and subsequent follow up to those recommendations;
 - g) reviewing interim unaudited financial statements before release to the public;
 - h) reviewing all public disclosure documents containing audited or unaudited financial information before release, including any prospectus, the annual report, the annual information form and management's discussion and analysis;
 - i) reviewing the evaluation of internal controls by the external auditor, together with management's response;
 - j) reviewing the terms of reference of the internal auditor, if any;
 - k) reviewing the reports issued by the internal auditor, if any, and management's response and subsequent follow up to any recommendations; and

- l) reviewing the appointments of the chief financial officer and any key financial executives involved in the financial reporting process, as applicable.
- 3. The Committee shall review and question all non-audit services to be provided to the Company or its subsidiary entities by the issuer's external auditor, and, if it deems those services to be appropriate, give its approval in writing before they are undertaken.
- 4. The Committee shall review the Company's financial statements, MD&A and annual and interim earnings press releases before the Company publicly discloses this information.
- 5. The Committee shall ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, and shall periodically assess the adequacy of those procedures.
- 6. When there is to be a change of auditor, the Committee shall review all issues related to the change, including the information to be included in the notice of change of auditor called for under National Policy 31, and the planned steps for an orderly transition.
- 7. The Committee shall review all reportable events, including disagreements, unresolved issues and consultations, as defined in National Policy 31, on a routine basis, whether or not there is to be a change of auditor.
- 8. The Committee shall, as applicable, establish procedures for:
 - a) the receipt, retention and treatment of complaints received by the issuer regarding accounting, internal accounting controls, or auditing matters; and
 - b) the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.
- 9. As applicable, the Committee shall establish, periodically review, and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the issuer, as applicable.
- 10. The responsibilities outlined in this Charter are not intended to be exhaustive. Members should consider any additional areas which may require oversight when fulfilling their responsibilities.

2.4 Minor Non-Audit Services

The Committee shall satisfy the pre-approval requirement in subsection 2.3(3) if:

- a) the aggregate amount of all the non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the issuer and its subsidiary entities to the issuer's external auditor during the fiscal year in which the services are provided;
- b) the Company or the subsidiary of the Company, as the case may be, did not recognize the services as non-audit services at the time of the engagement; or
- c) the services are promptly brought to the attention of the Committee and approved by the Committee or by one or more of its members to whom authority to grant such approvals has been delegated by the Committee, prior to the completion of the audit.

2.5 Delegation of Pre-Approval Function

- 1. The Committee may delegate to one or more independent Members the authority to pre-approve non-audit services in satisfaction of the requirement in subsection 2.3(3).
- 2. The pre-approval of non-audit services by any Member to whom authority has been delegated pursuant to subsection 1 must be presented to the Committee at its first scheduled meeting following such pre-approval.

Independent Auditor Service Fees

For the years ended 31 December 2008 and 2009, audit fees paid to Dale Matheson Carr-Hilton Labonte were \$23,368 and \$16,320 respectively. Estimated fees to be paid to the same firm for the year ended 31 December 2010 are \$16,000. No fees have been or are contemplated to be paid to the independent auditors in addition to the billings described above.

PART 3 - Audit Committee

3.1 Composition

1. The Committee shall be composed of a minimum of three Members.
2. Every Member shall be a director of the issuer.
3. The majority of Members shall be independent.
4. Every audit committee member shall be financially literate.

PART 4

4.1 Authority – Until the replacement of this Charter, the Committee shall have the authority to:

- a) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- b) set and pay the compensation for any advisors employed by the Committee;
- c) communicate directly with the internal and external auditors; and
- d) recommend the amendment or approval of audited and interim financial statements to the Board.

PART 5

- 5.1 Disclosure in Information Circular** -- If management of the Company solicits proxies from the security holders of the Company for the purpose of electing directors to the Board, the Company shall include in its management information circular the disclosure required by Form 52-110F2 (*Disclosure by Venture Issuers*).

PART 6

6.1 Meetings

1. Meetings of the Committee may be held in person, by phone, or by internet, and shall be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly.
2. Opportunities shall be afforded periodically to interested parties to meet separately with the Members.
3. Minutes shall be kept of all meetings of the Committee.

CORPORATE GOVERNANCE

National Policy 58-201 establishes corporate governance guidelines that apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. National Instrument 58-101 mandates disclosure of corporate governance practices, which disclosure is set out below.

Independence of Board members is detailed in the table below listing persons to be nominated for election at the Annual General meeting.

Management supervision: The operations of the Company do not support a large Board of Directors and the Board has determined that the current constitution of the Board is appropriate for the Company's present stage of development. The independent directors exercise their responsibilities for independent oversight of management through their majority control of the Board.

Independent supervision of management is accomplished by choosing management that can demonstrate a high level of integrity and ability, and by having strong independent Board members. Further supervision is performed through the audit committee which is composed of a majority of independent directors who can meet with the Company's auditors without management being in attendance.

Participation of Directors in other reporting issuers is detailed below.

While the Company does not have formal orientation and training programs, new Board members are provided with information respecting the functioning of the Board of Directors and committees, and copies of the Company's corporate governance policies. Directors also have access to recent, publicly filed documents of the Company, technical reports and the Company's internal financial information, and access to management, technical experts, and consultants. Board members are encouraged to communicate with management, auditors, and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management's assistance; and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records.

The Board has not adopted a formal Code of Conduct, but views good governance as an integral component of meeting its responsibilities to shareholders and of the success of the Company.

The Board has responsibility for identifying potential Board candidates with appropriate skills, expertise, and experience.

No Compensation Committee has been organized for 2011 as no changes in compensation are contemplated. The Board has determined that additional committees are not necessary at this stage of the Company's development.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

A. Number of and Election of Directors

The Directors of the Company are elected annually and hold office until the next Annual General Meeting of the Shareholders or until their successors in office are duly elected or appointed. The term of office of each member of the Board of Directors expires at the Annual General Meeting.

The Management of the Company proposes to fix the number of directors at six.

The Management of the Company proposes to nominate the persons listed below for election as Directors of the Company. The Management does not contemplate that any of the nominees will be unable to serve as a Director. In addition to the slate of nominees herein listed, shareholders present at the meeting shall be entitled to nominate and vote for the election of any other person or persons as a director. The Company has not received notice of and management is not aware of any proposed nominees additional to those named.

The following persons are proposed to be nominated by management for election as Directors at the Annual Meeting:

| Name | Principal Occupation | Director Since | Number of Shares Beneficially Owned, Controlled, or Directed |
|----------------------------------------------------------------------------------------------|----------------------|----------------|--------------------------------------------------------------|
| Roger G. Kidlark #212 - 1128 6 th Avenue New Westminster, BC V3M 6V8 | Businessman | 2 Oct 2000 | 275,000 |
| Richard Redfern ⁽ⁱ⁾ 1982 Ruby View Drive, Elko, NV USA 89801-2688 | Businessman | 29 Jan 2001 | 1,750,000 |
| Jeffrey P. Scouten ⁽ⁱ⁾ #660 - 220 Cambie Street Vancouver, BC V6B 2M9 | Lawyer | 25 Nov 2004 | 40,000 |
| Donald A. (Tony) Simon 330 East 23 rd Street North Vancouver, BC V7L 3E5 | Businessman | 22 Jun 2001 | 3,642,000 |

⁽ⁱ⁾ Indicates 'independent' based upon the tests set forth in Multilateral Instrument 52-110.

A brief description of the Directors' backgrounds follows:

Roger Graham Kidlark: Businessman, CFO of Senator Minerals Inc

- Owner - Keyman Security Locksmiths (19 years)
- Owner - RK Geological Consulting (18 years)
- From December 1997 to August 2002, President of Globenet Resources Ltd, a TSX-listed company (director from 1995)
- From October 2000 to July 2001, President of Senator Minerals Inc.

Richard Robert Redfern: Professional Geologist; investor

- March 1996 to December 2000: Sr Exploration Geologist - Barrick Gold Corp (US) and Gerente de Exploración of Mexicoro SA de CV (Mexican subsidiary of Barrick Gold Corp)
- President – RMIC Gold: Redfern Management and Investments Company (16 years) and TSX-V-listed Mexivada Mining Corp (7 years).

Jeffrey P. Scouten: Lawyer

- Practising lawyer in British Columbia for more than eighteen years.
- Several seasons of experience in the mineral exploration business, as a staker and optionor of properties.

Donald A. (Tony) Simon: Chartered Accountant, businessman, investor, CEO of Senator Minerals Inc.

- Actively involved in the mineral exploration business for more than nineteen years. President of two operating private companies, Seguro Projects Inc and Seguro Consulting Inc, since 1989.
- Seguro Consulting Inc provides business management services to mineral exploration and contracting companies. Seguro Projects Inc is involved in Canada, the USA, and Mexico in the research, acquisition, and optioning of mineral exploration properties, and the financing of exploration projects.

All of the Directors who are presently Directors will have their term of office as Directors expire as of the date of the Meeting. All of the Directors who are elected will have their term of office expire at the next Annual General Meeting of the Company.

All the Directors are normally resident in Canada, with the exception of Richard R. Redfern, who is normally resident in the United States.

B. Appointment of Auditors

The management of the company will recommend to the Meeting that Dale Matheson Carr-Hilton Labonte LLC, Chartered Accountants, Vancouver, BC, be appointed as auditors of the Company, and that the Directors be authorized to set standards for the quality and timing of their work and to fix their remuneration.

C. Approval and Ratification of Incentive Stock Option Plan

The Board of Directors of the Company has established an Incentive Stock Option Plan pursuant to Policy 4.4 of the TSX Venture Exchange ("TSX-V"). The purpose of the plan is to attract and motivate directors, officers, consultants, and others providing services to the Company and advancing the Company's interests, by affording said persons with an opportunity to acquire an equity interest in the Company through the issuance of stock options.

Renewal of the present incentive stock option plan, which has received regulatory approval, will be recommended for approval at the AGM by the shareholders. 275,000 This rolling incentive stock option plan can reserve a maximum of 10% of the issued shares of the Company at the time of the stock option grant with no vesting provisions, with the following terms:

1. Each incentive share purchase option is personal to the grantee and may be neither assigned nor transferred to anyone else;
2. Individual incentive share purchase options will have no more than a maximum term of five (5) years from the date of their grant;
3. Incentive share purchase options granted to any one individual in any 12 month period can not exceed 5% of the issued and outstanding shares of the Company;
4. Individual incentive share purchase options granted to any one consultant in any 12 month period shall not exceed 2% of the issued and outstanding shares of the Company;
5. Individual incentive share purchase option agreements granted to an employee conducting investor relations activities will not exceed an aggregate of 2% of the issued and outstanding shares of the Company in any 12 month period;
6. An Optionee's heirs and administrators have the right to exercise any portion of an outstanding incentive share purchase option agreement for no more than 6 months following the Optionee's death;
7. Disinterested Shareholder approval will be required for any reduction in the exercise price under an incentive share purchase option agreement if the Optionee is an Insider of the Company at the time of the proposed amendment;
8. The Company is required to represent that the Optionee is a bona fide employee, consultant, management company employee, as the case may be, for all incentive share purchase options granted to employees, consultants, or management company employees.
9. Incentive share purchase options granted to directors, employees, consultants, or management company employees expire within 60 days after the Optionee ceases to be a director, employee, consultant, or management company employee.

10. Incentive share purchase options granted to an Optionee who is engaged in investor relations activities must expire within 30 days after the Optionee ceases to be employed in the provision of investor relations activities.

At present, there are no incentive stock options outstanding.

Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote for the approval and ratification of the Plan.

C. Other Matters

The Company will consider and transact such other business as may properly come before the Meeting or any adjournment thereof. The management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the proxy solicited hereby will be voted on in accordance with the best judgment of the persons voting the proxy.

Matters that may properly come before the Meeting shall be any matter not effecting a change in the articles or memorandum of the Company, not effecting a change in control of the Company, or not disposing of all or substantially all of the assets of the Company.

CERTIFICATE

The foregoing contains no untrue statements of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

IT IS AN OFFENCE UNDER THE *SECURITIES ACT* (BRITISH COLUMBIA), THE *SECURITIES REGULATION* (BRITISH COLUMBIA) AND THE *BRITISH COLUMBIA SECURITIES COMMISSION RULES* FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR REGULATIONS THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

Dated at North Vancouver, British Columbia, this 22nd day of April 2011,
By order of the Board of Directors of Senator Minerals Inc.

"Donald A Simon"

President, Senator Minerals Inc



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Senator's Audited Financial Statements, complete with the accompanying Management Discussion & Analysis, are available on the web at:

- Senator Minerals Inc on Sedar.com, and
- the Company's web site at Senatorinc.com