AFRASIA MINERAL FIELDS INC.
Suite 2050 - 1055 West Georgia Street
Vancouver, British Columbia
Canada V6E 3P3

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

Notice is hereby given that the Annual General and Special Meeting (the "**Meeting**") of the shareholders of Afrasia Mineral Fields Inc. (the "**Company**") will be held on Thursday, August 15, 2013 at Suite 2050 - 1055 West Georgia Street, Vancouver, B.C. V6E 3P3, at 10:00 a.m. (local time in Vancouver, B.C.) for the following purposes:

1. To receive the audited annual financial statements of the Company for its financial year ended May 31, 2012 and the report of the auditor thereon;

2. To set the number of directors at three;

3. To elect directors for the ensuing year;

4. To appoint Davidson & Company LLP, Chartered Accountants,as the Company's auditor for the ensuing financial year and to authorize the directors to set the auditor's remuneration;

5. To ratify and approve the Company's stock option plan (the "**Plan**") and to authorize the directors to make such changes to the Plan as may be required by the securities regulatory authorities without further shareholder approval;

6. To approve by ordinary resolution the consolidation of the authorized and issued share capital of the Company on the basis of one (1) post consolidated common share to every two and one half (2.5) common shares outstanding;

7. To consider and, if thought advisable, to pass, with or without amendment, a special resolution to adopt new Articles for the Company, as more particularly described in the attached Information Circular;

8. To consider, and if thought fit, to pass a special resolution to ratify and approve the Company's advance notice provisions relating to the nominations of directors for election at shareholder's meetings, as more particularly described in the accompanying Information Circular; and

9. To approve the transaction of such other business as may properly come before the Meeting.

Accompanying this Notice is an Information Circular and a form of Proxy.

Shareholders unable to attend the Meeting in person should read the notes to the enclosed Proxy and complete and return the Proxy to the Company's Registrar and Transfer Agent, Computershare Trust Company of Canada, 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9 at least 48 hours (excluding Saturdays and holidays) before the time of the meeting or adjournment thereof. Unregistered shareholders who received the Proxy through an intermediary must deliver the Proxy in accordance with the instructions given by such intermediary.

The enclosed Proxy is solicited by management of the Company and shareholders may amend it, if desired, by inserting in the space provided, the name of an individual designated to act as Proxy holder at the Meeting.

DATED at Vancouver, British Columbia, this 11th day of July, 2013.

BY ORDER OF THE BOARD

"Praveen K. Varshney"
Praveen K. Varshney, C.A.
President

INFORMATION CIRCULAR

for the

ANNUAL GENERAL AND SPECIAL MEETING

of

AFRASIA MINERAL FIELDS INC.

to be held on

THURSDAY, AUGUST 15, 2013

INFORMATION CIRCULAR

AFRASIA MINERAL FIELDS INC.
Suite 2050 - 1055 West Georgia Street
Vancouver, British Columbia
Canada V6E 3P3
(all information as at July 11, 2013 unless otherwise noted)

PERSONS MAKING THE SOLICITATION

This Information Circular is furnished in connection with the solicitation of proxies being made by the management of Afrasia Mineral Fields Inc. (the "Company") for use at the Annual General and Special Meeting of the Company's shareholders (the "Meeting") to be held on Thursday, August 15, 2013 at the time and place and for the purposes set forth in the accompanying Notice of Meeting. While it is expected that the solicitation will be made primarily by mail, proxies may be solicited personally or by telephone by directors, officers and employees of the Company.

All costs of this solicitation will be borne by the Company.

APPOINTMENT OF PROXIES

The individuals named in the accompanying form of proxy (the "**Proxy**") are directors or officers of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR THE SHAREHOLDER AND ON THE SHAREHOLDER'S BEHALF AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY INSERTING SUCH PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE PROXY AND STRIKING OUT THE TWO PRINTED NAMES, OR BY COMPLETING ANOTHER PROXY**. A Proxy will not be valid unless it is completed, dated and signed and delivered to Computershare Trust Company of Canada, 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9, Canada not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment of it or to the chair of the Meeting on the day of the Meeting or any adjournment of it.

VOTING BY PROXY

The persons named in the accompanying form of Proxy will vote or withhold from voting the shares represented by the proxy in accordance with your instructions, provided your instructions are clear. If you have specified a choice on any matter to be acted on at the Meeting, your shares will be voted or withheld from voting accordingly. If you do not specify a choice or where you specify both choices for any matter to be acted on, your shares will be voted in favour of all matters.

The enclosed form of Proxy gives the persons named as proxy holders discretionary authority regarding amendments or variations to matters identified in the Notice of Meeting and any other matter that may properly come before the Meeting. As of the date of this Information Circular, our management is not aware of any such amendment, variation or other matter proposed or likely to come before the Meeting. **However, if any amendment, variation or other matter properly comes before the Meeting, the persons named in the form of Proxy intend to vote on such other business in accordance with their judgement.**

You may indicate the manner in which the persons named in the enclosed Proxy are to vote on any matter by marking an "X" in the appropriate space. If you wish to give the persons named in the Proxy a discretionary authority on any matter described in the Proxy, then you should leave the space blank. **In that case, the proxy holders nominated by management will vote the shares represented by your Proxy in accordance with their judgement.**

NON-REGISTERED HOLDERS

Only shareholders whose names appear on our records or validly appointed proxy holders are permitted to vote at the Meeting. Most of our shareholders are "non-registered" shareholders because their shares are registered in the name of a nominee, such as a brokerage firm, bank, trust company, trustee or administrator of a self-administered RRSP, RRIF, RESP or similar plan or a clearing agency such as CDS Clearing and Depository Service Limited (a "Nominee"). If you purchased your shares through a broker, you are likely a non-registered shareholder.

Non-registered holders who have not objected to their Nominee disclosing certain ownership information about themselves to us are referred to as "NOBOs". Those non-registered holders who have objected to their Nominee disclosing ownership information about themselves to us are referred to as "OBOs".

In accordance with securities regulatory requirements under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Company will have distributed copies of the Meeting Materials, being the Notice of Meeting, this Information Circular, and the Proxy directly to the NOBOs and to the Nominees for onward distribution to OBOs. The Company may also request the Nominees to forward the Meeting Materials to the NOBOs.

Nominees are required to forward the Meeting Materials to each OBO unless the OBO has waived the right to receive them. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered shareholder. Meeting Materials sent to non-registered holders who have not waived the right to receive Meeting Materials are accompanied by a request for voting instructions (a "**VIF**"). This form is instead of a proxy. By returning the VIF in accordance with the instructions noted on it a non-registered holder is able to instruct the registered shareholder (or Nominee) how to vote on behalf of the non-registered shareholder. VIFs, whether provided by the Company or by a Nominee, should be completed and returned in accordance with the specified instructions noted on the VIF.

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. Non-registered holders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered. **Should a non-registered holder who receives a VIF wish to attend the Meeting or have someone else attend on his/her behalf, the non-registered holder may request (in writing) to the Company or its Nominee, as applicable, without expense to the non-registered holder, that the non-registered holder or his/her nominee be appointed as proxyholder and have the right to attend and vote at the Meeting.**

REVOCATION OF PROXIES

A registered shareholder who has returned a proxy may revoke their proxy at any time before it is exercised. In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by either:

(a) signing a proxy bearing a later date; or
(b) signing a written notice of revocation in the same manner as the form of proxy is required to be signed as set out in the notes to the proxy.

The later Proxy or the notice of revocation must be delivered to the office of the Company's registrar and transfer agent or to the Company's head office at any time up to and including the last business day before the scheduled time of the Meeting or any adjournment, or to the Chairman of the Meeting on the day of the Meeting or any adjournment.

A non-registered shareholder who wishes to revoke a Proxy authorization form or VIF or to revoke a waiver of their right to receive Meeting Materials and to give voting instructions, written instructions must be given to Nominee at least seven days before the Meeting.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of the directors or executive officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the approval of the Company's stock option plan, pursuant to which directors and executive officers of the Company and

persons proposed as nominees for election as directors of the Company will be eligible to receive stock options. See "Particulars of Matters to be Acted Upon".

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized capital of the Company consists of an unlimited number of voting common shares. As at the date of this Information Circular, the Company has issued and outstanding 20,026,663 fully paid and non-assessable common shares without par value, each share carrying the right to one vote. The Company has no other classes of voting securities and does not have any classes of restricted securities.

Any shareholder of record at the close of business on July 11, 2013 who either personally attends the Meeting or who has completed and delivered a Proxy in the manner specified, subject to the provisions described above, is entitled to vote or to have such shareholder's shares voted at the Meeting.

To the best knowledge of the directors and executive officers of the Company, there are no persons who, or corporations which, beneficially own, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company.

NUMBER OF DIRECTORS

Management of the Company is seeking shareholder approval of an ordinary resolution fixing the number of directors of the Company at three for the ensuing year.

ELECTION OF DIRECTORS

The term of office of each of the present directors expires at the Meeting. **The persons named below will be presented for election at the Meeting as management's nominees.** Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Company or until his or her successor is elected or appointed, unless his or her office is earlier vacated in accordance with the Articles of the Company or the provisions of the *Business Corporations Act* (British Columbia)("**BCBCA**").

The following table sets out the names of the nominees for election as directors, the province and country in which each is ordinarily resident, the period or periods during which each has served as a director, the positions held in the Company, their present principal occupations and the number of common shares of the Company or any of its subsidiaries beneficially owned by each, directly or indirectly, or over which control or direction is exercised, as at the date hereof.

Name, Position(s) with the Company [1] and Place of Residence [3]	**Principal Occupation [2] [3]**	**Date(s) Served as a Director Since**	**Ownership or Control Over Voting Shares Held [3]**
Praveen K. Varshney, C.A. [4] President, Chief Executive Officer ("**CEO**"), Acting Chief Financial Officer ("**CFO**") & Director British Columbia, Canada	Chartered Accountant; Director of Varshney Capital Corp. ("**VCC**"); Director and officer of various publicly traded companies	January 24, 1995	134,650
Peeyush Varshney, LL.B.[4] Director British Columbia, Canada	Barrister and Solicitor; Director of VCC; Director and officer of various publicly traded companies	November 3, 1998	903,000
Capt. Mervyn Pinto[4] Director British Columbia, Canada	President, Chief Executive Officer and Director of Minaean International Corp; Director of various publicly traded companies	December 13, 2006	Nil

(1) For the purposes of disclosing positions held in the Company, "Company" includes the Company and any parent or subsidiary thereof.
(2) Unless otherwise stated above, any nominees named above have held the principal occupation or employment indicated for at least five years.
(3) The information as to province and country of residence, principal occupation and number of shares beneficially owned by the nominees (directly or indirectly or over which control or direction is exercised) is not within the knowledge of the management of the Company and has been furnished by the respective nominees.
(4) Member of the Company's Audit Committee.

Cease Trade Orders and Bankruptcy

To the knowledge of Company's management, no proposed director of the Company:

(a) is or has been within the past ten years personally, or a director, CEO or CFO of any company (including the Company) that:

(i) was the subject of a cease trade order or similar order or an order that denied such other issuer access to any exemption under the securities legislation for more than thirty consecutive days, that was issued while the proposed director was acting in the capacity as director, CEO or CFO; or

(ii) was subject a cease trade or similar order or an order that denied such other issuer access to any exemption under securities legislation for more than thirty consecutive days, that was issued after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO; or

(b) is, 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) has, 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; or

(d) has been subject to 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

(e) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

COMPENSATION DISCUSSION AND ANALYSIS

Remuneration plays an important role in helping the Company attract, motivate, reward and retain knowledgeable and skilled individuals to its management team. The Company does not have a formal compensation policy and relies solely on Board discussion with respect to compensation of its directors and officers. The main objectives the Company hopes to achieve through its compensation are:

- to attract and retain executives critical to the Company's success, who will be key in helping the Company achieve its corporate objectives and increase shareholder value;

- to motivate the Company's management team to meet or exceed targets;

- to recognize the contribution of the Company's executive directors and officers to the overall success and strategic growth of the Company; and

- to align the interests of management and the Company's shareholders.

The Board of Directors determines the allocation and terms of any stock option grants. When granting stock options, the Board considers the amount of past options that have been granted.

The Board of Directors has not proceeded to a formal evaluation of the implications of the risks associated with the Company's compensation policies and practices. The Board does not believe that the Company's compensation program results in unnecessary or inappropriate risk taking including risks that are likely to have a material adverse effect on the Company.

The Company's Named Executive Officers and directors are not permitted to purchase financial instruments, including for greater certainty, prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officer or directors.

The main elements of compensation are incentive stock options. No incentive stock options were granted to Named Executive Officers during the most recently completed financial year of the Company.

Option based Awards

No option based awards were granted to Named Executive Officers during the most recently completed financial year of the Company.

The Company has one Named Executive Officer, being Praveen Varshney, the President, CEO and Acting CFO of the Company.

For the purpose of this Information Circular, a "**Named Executive Officer"** means each of the following individuals:

(a) the individual who served as the Company's CEO or acted in a similar capacity during the most recently completed financial year;

(b) the individual who served as the Company's CFO or acted in a similar capacity during the most recently completed financial year;

(c) each of our three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000, as determined by 1.3(6) of Form 51-102F6; and

(d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

The following table is a summary of compensation paid to the Named Executive Officer during the financial years ended May 31, 2012, May 31, 2011 and May 31, 2010. For information concerning compensation related to previous years, please refer to the Company's previous information circulars available at www.sedar.com.

Name and Principal Position	Year	Salary ($)	Share-based awards ($)	Option-based awards ($)	Non Equity incentive plan compensation ($)		Pension Value ($)	All other compensation ($)[1][2]	Total compensation ($)
					Annual incentive plans	Long term incentive plans			

Praveen Varshney, President, CEO and Acting CFO	2012	Nil	Nil	Nil	Nil	Nil	Nil	22,000	22,000
	2011	Nil	Nil	Nil	Nil	Nil	Nil	22,000	22,000
	2010	Nil	Nil	Nil	Nil	Nil	Nil	22,000	22,000

(1) Pursuant to a management and administrative services contract (the "**Management Services Agreement**") dated November 1, 2003 (amended on June 1, 2008 and January 1, 2009) between the Company and VCC. VCC is a private B.C. company of which Praveen Varshney, President, CEO, acting CFO and a director of the Company, is a director. See "Management Contracts" below.

(2) No additional compensation was paid to the Named Executive Officer for serving as a director of the Company.

During the financial year ended May 31, 2012, the Company did not award any compensation to the Named Executive Officer, other than the $22,000 paid to VCC, a private company of which Praveen Varshney is a director.

Incentive Plan Awards

There were no awards outstanding to the Named Executive Officer at the year ending May 31, 2012, including awards granted before the most recently completed financial year.

Incentive Plan Awards – value vested or earned during the year

No option-based awards or share-based awards value vested or were earned during the most recently completed financial year for the Named Executive Officer.

Pension Plan Benefits

The Company does not have in place any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

Termination and change of control benefits

The Company does not have any plan or arrangement to pay or otherwise compensate any Named Executive Officer if his employment is terminated as a result of resignation, retirement, change of control, etc. or if his responsibilities change following a change of control.

Compensation of Directors

The Company has three directors, one of which is also a Named Executive Officer. For a description of the compensation paid to the Named Executive Officer of the Company who also acts as a director, see "Summary Compensation Table".

The Company did not grant any compensation to its directors during its most recently completed financial other than as indicated below:

Name	Year	Fees earned ($)	Share based awards ($)	Option based awards($)	Non-equity incentive plan compensation ($)	Pension value ($)	All other compensation ($)	Total ($)
Peeyush Varshney	2012	Nil	Nil	Nil	Nil	Nil	22,000 (1)	22,000
Mervyn Pinto	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) This amount was paid pursuant to the Management Services Agreement. VCC is a private B.C. company, partially owned by Peeyush Varshney. See "Management Contracts" below.

The Company currently does not pay directors who are not employees or officers of the Company for attending directors meetings or for serving on committees. The Company has no arrangements, standard for otherwise, pursuant to which directors are compensated by the Company for their services as directors, for committee participation, or for involvement in special assignments during the most recently completed financial year. None of the Company's directors have received any cash compensation for services provided in their capacity as directors during the Company's most recently completed financial year.

Share-based awards, option based awards and non-equity incentive plan compensation

Incentive Plan Awards

There were no awards outstanding to any of the directors at the year ending May 31, 2012, including awards granted before the most recently completed financial year.

Incentive Plan Awards – value vested or earned during the year

No option-based awards or share based awards value vested or were earned during the most recently completed financial year for the directors.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information as of the date of this Information Circular regarding the number of common shares to be issued pursuant to the Company's stock option plan. The Company does not have any equity compensation plans that have not been approved by its shareholders.

Plan Category	**Number of Common Shares to be issued upon exercise of outstanding options, warrants and rights**	**Weighted-average exercise price of outstanding options**	**Number of Common Shares remaining available for future issuance under equity compensation plans**
Equity compensation plans approved by security holders			
Stock Option Plan	Nil	N/A	2,002,666
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	**Nil**		**2,002,666**

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Information Circular, no executive officer, director, employee or former executive officer, director or employee of the Company or any of its subsidiaries is indebted to the Company, or any of its subsidiaries, nor are any of these individuals indebted to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company, or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed in this Information Circular, since the commencement of the Company's most recently completed financial year, no informed person of the Company, nominee for director or any associate or affiliate of an informed person or nominee, had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries. An "informed person" means: (a) a director of executive officer of the Company; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10% of the voting rights other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself, if and for so long as it has purchased, redeemed or otherwise acquired any of its shares.

AUDIT COMMITTEE – DISCLOSURE BY VENTURE ISSUERS UNDER FORM 52-110F2

Composition of Audit Committee

As at the date in this Information Circular, the Audit Committee is composed of Praveen Varshney, Peeyush Varshney and Mervyn Pinto. Peeyush Varshney and Mervyn Pinto are "independent" because they are not executive officers or employees of the Company. Praveen Varshney is not "independent" because he is an executive officer of the Company. All three members are "financially literate" within the meaning of National Instrument 52-110 *Audit Committee* ("**NI 52-110**"). The text of the Audit Committee's Charter is attached as Appendix I to this Information Circular.

The Company is relying on the exemption provided by Section 6.1 of NI 52-110 by virtue of the fact that it is a venture issuer. Section 6.1 exempts the Company from the requirements of Parts 3 (*Composition of the Audit Committee*) and 6 (*Reporting Obligations*) of NI 52-110.

Relevant Education and Experience

Member	Independent (1)	Financially Literate (1)	Relevant Education and Experience
Praveen Varshney	No	Yes	Mr. Praveen Varshney is a Chartered Accountant and was in public practice from 1987 to 1991 with KPMG and from 1991 to 1995 with Varshney Chowdhry & Co. He has held executive level positions with various public companies since 1992 and is currently the CFO of Canada Zinc Metals Corp.
Peeyush Varshney	Yes	Yes	Mr. Peeyush Varshney obtained a Bachelor of Commerce degree (1989) and a Bachelor of Laws degree (1993) from the University of British Columbia. He is a Barrister and Solicitor in good standing with the Law Society of British Columbia. Mr. Varshney serves as a director and officer for both private and public companies.
Mervyn Pinto	Yes	Yes	Captain Mervyn Pinto has experience with publicly traded companies and has an understanding of accounting principles used by the Company to prepare its financial statements.

(1) As defined by NI 52-110.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year, has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 (De Minimis Non-audit Services) or Part 8 (Exemptions) of NI 52-110. Section 2.4 provides an exemption from the requirement that the Audit Committee pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the financial year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described under the heading "Article 2 – Pre-Approval of Non-Audit Services" of the Audit Committee Charter as set out in Appendix I to this Information Circular.

Audit Fees, Audit-Related Fees, Tax Fees and all other Fees

In the following table, "Audit Fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in "Audit Fees" that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The fees paid by the Company to its auditor in each of the last two financial years, by category, are as follows:

Financial Year Ending	Audit Fees ($)	Audit Related Fees ($)	Tax Fees ($)	All Other Fees ($)
May 31, 2012	13,005	Nil	1,500	Nil
May 31, 2011	8,925	Nil	1,500	Nil

Assessment

The entire Board is responsible for assessing the effectiveness of the Board, its members and the Audit Committee, in consultation with the chair of the Board and the chair of the Audit Committee.

CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* requires each reporting issuer to disclose its corporate governance practices on an annual basis. The Company's approach to corporate governance is set forth below.

Board of Directors

NI 52-110 sets out the standard for director independence. Under NI 52-110, a director is independent if he or she has no direct or indirect material relationship with the Company. A material relationship is a relationship which could, in the view of the board of directors, be reasonably expected to interfere with the exercise of a director's independent judgment. NI 52-110 also sets out certain situations where a director will automatically be considered to have a material relationship with the Company.

Applying the definition set out in NI 52-110, one member of the Board, Praveen Varshney, is not independent. Praveen Varshney, the Company's President, is not independent by virtue of the fact that he is an executive officer of the Company. Peeyush Varshney and Mervyn Pinto are considered to be independent.

In addition to their positions on the Board, the following directors also serve as directors of the following reporting issuers or reporting issuer equivalent(s):

Name of Director	Reporting Issuer(s) or Equivalent(s)
Praveen Varshney, CA	Ackroo Inc. Bayswater Uranium Corporation Bluerock Ventures Corp. Canada Zinc Metals Corp. Genview Capital Corp.

Name of Director	Reporting Issuer(s) or Equivalent(s)
	Mexigold Corp. LED Medical Diagnostics Inc. Trigen Resources Inc.
Peeyush Varshney, LLB	Broome Capital Corp. Canada Zinc Metals Corp. JDV Capital Corp. Mexigold Corp. Minaean International Corp. Mountain Province Diamonds Inc. Open Gold Corp. Trigen Resources Inc.
Mervyn Pinto	Genview Capital Corp. Mexigold Corp. Minaean International Corp.

Orientation and Continuing Education

Orientation and education of new members of the Board is conducted informally by management and members of the Board. The orientation provides background information on the Company's history, performance and strategic plans.

Ethical Business Conduct

Directors, officers and employees are required as a function of their directorship, office or employment to structure their activities and interests to avoid conflicts of interest and potential conflicts of interest and refrain from making personal profits from their positions. The Board does not consider it necessary at this time to have a written policy regarding ethical conduct.

Nomination of Directors

The Board as a whole is responsible for reviewing the composition of the Board on a periodic basis. The Board analyzes the needs of the Board when vacancies arise and identifies and proposes new nominees who have the necessary competencies and characteristics to meet such needs.

Compensation

The Board as a whole reviews and approves all matters relating to compensation of the directors and executive officers of the Company. With regard to the President, the Board reviews and approves corporate goals and objectives relevant to the President's compensation, evaluates the President's performance in light of those goals and objectives and sets the President's compensation level based on this evaluation.

Committees of the Board of Directors

The Board has appointed an Audit Committee, the members of which are: Praveen Varshney, Peeyush Varshney and Mervyn Pinto. A description of the function of the Audit Committee can be found in this Information Circular under the heading "Audit Committee". The Company does not have any other committees of the Board.

Assessments

The Board has not, as yet, adopted formal procedures for assessing the effectiveness of the Board, its Audit Committee or individual directors. The relatively small size of the Company enables the Board to satisfy itself that individual directors are performing effectively. As the Company grows, the Board will consider adopting formal procedures for evaluating director performance.

APPOINTMENT AND REMUNERATION OF AUDITOR

Shareholders will be asked to approve the appointment of Davidson & Company LLP, Chartered Accountants, as the auditor of the Company to hold office until the next annual general meeting of the shareholders with remuneration to be fixed by the directors.

MANAGEMENT CONTRACTS

Pursuant to the Management Services Agreement, the Company paid or accrued to VCC an aggregate of $66,000, being $2,500 per month for management fees and $3,000 per month for administrative fees during the financial year ended May 31, 2012. Peeyush Varshney, a director of the Company, partially owns VCC and Praveen Varshney, a director and President of the Company, is a director of VCC.

PARTICULARS OF MATTERS TO BE ACTED UPON

Incentive Stock Option Plan

In accordance with Policy 4.4 of the TSX Venture Exchange (the "**Exchange**"), "rolling plans" must receive shareholder approval yearly. As such, the directors of the Company are seeking shareholder approval of the Company's 2013 "rolling" stock option plan (the "**Plan**") reserving a maximum of 10% of the issued shares of the Company at the time of the stock option grant. The purpose of the Plan is to provide incentive to employees, directors, officers, management companies and consultants who provide services to the Company and reduce the cash compensation the Company would otherwise have to pay.

The Plan complies with the current policies of the Exchange for Tier 2 issuers. Under the Plan, a maximum of 10% of the issued and outstanding shares of the Company are proposed to be reserved at any time for issuance on the exercise of stock options. As the number of shares reserved for issuance under the Plan increases with the issue of additional shares of the Company, the Plan is considered to be a "rolling" stock option plan.

Management is seeking shareholder approval for the Plan and the approval of the number of shares reserved for issuance under the Plan in accordance with and subject to the rules and policies of the Exchange.

Terms of the Plan

A full copy of the Plan will be available at the Meeting for review by shareholders. Shareholders may also obtain copies of the Plan from the Company prior to the Meeting on written request.

The following is a summary of the material terms of the Plan:

Number of Common Shares Reserved. The number of common shares reserved for issuance under the Plan is 10% of the number of issued common shares at the time the common shares are reserved for issuance as a result of the grant of a stock option, less any common shares reserved for issuance under stock options granted under share compensation arrangements other than the Plan.

Annual Shareholder Approval. The Company will submit the Plan for approval and ratification by the shareholders of the Company at each annual general meeting of the Company.

Administration. The Plan is to be administered by the Board of the Company or, if the Board so elects, by a committee to which such authority is delegated by the Board from time to time.

Different Exercise Periods, Prices and Number. The Board may, in its absolute discretion, at the time of granting of options under this Plan, specify different exercise prices, numbers of common shares, expiry dates and vesting periods respecting such options without regard to terms of any other options granted hereunder either previously or concurrently.

Expiry Date. Each option granted under the Plan will be for a term not exceeding ten years from the date of grant.

Limitations on Number of Options Granted to Individual Optionees. The number of common shares reserved for issuance to any one optionee pursuant to options granted to such optionee during any 12 month period will not exceed 5% of the

issued and outstanding common shares, calculated at the date such options are granted. The number of common shares reserved for issuance to employees and consultants who are engaged or employed in investor relations activities during any 12 month period will not exceed in the aggregate 2% of the issued and outstanding common shares, calculated at the date such options are granted.

Assignment. No options granted under the Plan will be assignable or transferable.

Termination or Cessation Prior to Expiry. Generally, stock options must expire and terminate on a date stipulated by the Board at the time of grant and, in any event, must terminate within a reasonable time following the date on which the option holder ceases to be an employee, officer, director or consultant. If an option holder dies, the stock options of the deceased option holder will be exercisable by his or her legal representatives for a period not exceeding 12 months or the balance of the term of the stock options, whichever is shorter.

Payment. Subject to any vesting requirements described in each individual option agreement, options may be exercised in whole or in part at any time prior to their expiry or termination. The aggregate exercise price of any options will be paid for in full concurrently with the delivery of the notice of exercise by certified cheque or bank draft.

Termination of Plan. The Plan will only terminate when all of the stock options have been granted or when the Plan is otherwise terminated by a resolution of the Board or the Company's shareholders.

At the Meeting, shareholders will be asked to pass an ordinary resolution approving the Plan in the following form:

"BE IT RESOLVED as an ordinary resolution, that:

1. The Company's stock option plan pursuant to which directors may, from time to time reserve for issuance and issue up to 10% of the then issued and outstanding common shares of the Company pursuant to incentive stock options granted to directors, officers, employees and consultants of the Company and its subsidiaries, as more particularly described in the Company's Information Circular dated July 11, 2013, is approved, ratified and confirmed, subject to regulatory approval."

In order to be effective, the foregoing ordinary resolution must be approved by a simple majority of the votes cast by those shareholders of the Company who, being entitled to do so, vote in person or by proxy at the Meeting in respect of such resolution.

It is the intention of the persons named in the accompanying Proxy, if not expressly directed to the contrary in such Proxy, to vote such proxies FOR the ordinary resolution authorizing the approval of the Plan.

The Directors of the Company believe the passing of the foregoing ordinary resolution is in the best interests of the Company and recommend that shareholders of the Company vote in favour of the resolution.

Share Consolidation

The authorized capital of the Company currently consists of an unlimited number of common shares without par value, of which 20,026,663 shares were issued and outstanding on July 11, 2013. The Board believes that having regard to the large number of common shares of the Company outstanding, it is in the best interests of the Company and the Shareholders to consolidate all of the issued and outstanding common shares on a 2.5 for 1 basis or such other lesser number of existing common shares for one new share (the "**Proposed Consolidation**") in order to facilitate any future financing.

The Board proposes that the shareholders consider and, if deemed appropriate, approve an ordinary resolution to authorize the Board to give effect to the Proposed Consolidation. If, as a result of the Proposed Consolidation, a shareholder would otherwise be entitled to a fraction of a common share in respect of the total aggregate number of pre-consolidation common shares held by such shareholder, no such fractional common share will be awarded and the aggregate number of common shares that such shareholder is entitled to will be rounded down to the next closest whole number of common shares. Except for any change resulting from the rounding described above, the change in the number of common shares outstanding that would result from the Proposed Consolidation will cause no change in the stated capital attributable to the common shares.

The Proposed Consolidation will not materially affect the percentage ownership in the Company by the shareholders even though such ownership will be represented by a smaller number of common shares. The Proposed Consolidation will merely proportionately reduce the number of common shares held by the shareholders.

The number of common shares issuable upon the exercise of any outstanding convertible securities of the Company (i.e. incentive stock options or warrants) and the exercise price therefore, will also be adjusted proportionately to reflect the Proposed Consolidation.

There are risks associated with the Proposed Consolidation in that there can be no assurance that the market price of the consolidated shares will increase as a result of the Proposed Consolidation. The marketability and trading liquidity of the consolidated shares of the Company may not improve. The consolidation may result in some shareholders owning "odd lots" of less than 100 common shares which may be more difficult for such shareholders to sell or which may require greater transaction costs per share to sell.

Although approval for the Proposed Consolidation is being sought at the Meeting, such Proposed Consolidation would become effective at a date in the future to be determined by the Board of Directors when the Board considers it to be in the best interests of the Company to implement the Proposed Consolidation, and following Exchange approval. Shareholders holding common shares as of such effective date in the future, when the Proposed Consolidation may be effected, will be subject to the consolidation.

Assuming approval and implementation of the Proposed Consolidation, a letter of transmittal will be sent by mail to Shareholders instructing them to surrender the certificates evidencing their common shares for replacement certificates representing the number of post-consolidation common shares to which they are entitled as a result of the Proposed Consolidation. Shareholders will not have to pay a transfer or other fee in connection with the exchange of certificates. Shareholders should not submit certificates for exchange until requested to do so. Until surrendered, each certificate formerly representing common shares will be deemed for all purposes to represent the number of common shares to which the holder thereof is entitled as a result of the Proposed Consolidation.

As provided by the Company's Articles and the BCBCA, the Company will seek shareholder approval of the Proposed Consolidation by way of an ordinary resolution. Shareholders will be asked to consider and if thought fit, approve the Proposed Consolidation by ordinary resolution as set forth below:

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

1. Subject to receipt of necessary regulatory approvals, the issued and outstanding common shares of the Company, be consolidated on the basis of up to 2.5 old common shares for 1 new common share or such lesser ratio below 2.5:1 as the directors may in their sole discretion deem appropriate;

2. Despite that this resolution has been duly passed by the shareholders of the Company, the Board is authorized and empowered to revoke this resolution at any time before giving effect to the Proposed Consolidation and to determine not to proceed with the Proposed Consolidation without further approval of the holders of Common Shares; and

3. Any one director or officer of the Company is authorized to do all such things and execute all such documents and instruments as may be necessary or desirable to give effect to this resolution."

In order to be effective, the foregoing ordinary resolution must be approved by a simple majority of the votes cast by those shareholders of the Company who, being entitled to do so, vote in person or by proxy at the Meeting in respect of such resolution.

It is the intention of the persons named in the accompanying Proxy, if not expressly directed to the contrary in such Proxy, to vote such proxies FOR the ordinary resolution authorizing the approval of the Proposed Consolidation.

The Directors of the Company believe the passing of the foregoing ordinary resolution is in the best interests of the Company and recommend that shareholders of the Company vote in favour of the resolution.

Adoption of New Articles

The Board believes that the existing Articles of the Company do not allow for maximum efficiency in the Company's operations and do not reflect the current provisions of the BCBCA. The proposed new form of Articles (the "**New Articles**") will be substantially similar to the Company's existing Articles.

A copy of the proposed New Articles of the Company will be available for inspection at the Meeting and at the Company's registered office, located at Suite 700 – 595 Burrard Street, Vancouver, British Columbia, V7X 1S8 during regular business hours up to the day before the Meeting.

Shareholders will be asked to consider and if thought fit, approve the adoption of New Articles by special resolution as set forth below:

"BE IT RESOLVED, as a special resolution, that:

1. The existing Articles of the Company be cancelled and the new form of Articles made available to shareholders for review before and at the Annual General and Special Meeting to be held on August 15, 2013, be adopted as the Articles of the Company in substitution for, and to the exclusion of the existing Articles;

2. Any one director of the Company, signing alone, be authorized to execute and deliver all such documents and instruments, including the new form of Articles, and to do such further acts, as may be necessary to give full effect to these resolutions or as may be required to carry out the full intent and meaning thereof;

3. Despite that this special resolution has been duly passed by the shareholders of the Company, the Board is authorized and empowered to revoke this resolution at any time before giving effect to the adoption of the new form of Articles and to determine not to proceed with the without further approval of the shareholders; and

4. It is a condition of this resolution that the alteration to the Articles of the Company referred to in paragraph 1 does not take effect until this resolution is deposited with the records of the Company as prescribed by the *Business Corporations Act* (British Columbia)."

In order to be effective, the foregoing special resolution must be approved by a two-thirds majority of the votes cast by those shareholders of the Company who, being entitled to do so, vote in person or by proxy at the Meeting in respect of such resolution.

It is the intention of the persons named in the accompanying Proxy, if not expressly directed to the contrary in such Proxy, to vote such proxies FOR the special resolution adopting the New Articles.

The Directors of the Company believe the passing of the foregoing special resolution is in the best interests of the Company and recommend that shareholders of the Company vote in favour of the resolution.

Confirmation and Approval of Advance Notice Provisions

Background

On July 11, 2013, the Board adopted an advance notice provision (the "**Advance Notice Provisions**") with immediate effect as disclosed by press release dated July 11, 2013. A copy of the Advance Notice Provision is attached to this Information Circular as Appendix II. In order for the Advance Notice Provision to remain in effect following termination of the Meeting, the Advance Notice Provisions must be ratified, confirmed and approved by the Company's shareholders at the Meeting.

Purpose of the Advance Notice Provisions

The Company's directors are committed to: (a) facilitating an orderly and efficient annual general or, where the need arises, special meeting, process; (b) ensuring that all shareholders receive adequate notice of the director nominations and sufficient information with respect to all nominees; and (c) allowing shareholders to register an informed vote having been afforded reasonable time for appropriate deliberation.

The purpose of the Advance Notice Provisions is to provide the Company's shareholders, directors and management with a clear framework for nominating directors. The Advance Notice Provision fixes a deadline by which holders of record of common shares of the Company must submit director nominations to the Company prior to any annual general or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Company in order for any director nominee to be eligible for election at any annual general or special meeting of the Company's shareholders.

Terms of the Advance Notice Provisions

The following information is intended as a brief description of the Advance Notice Provisions and is qualified in its entirety by the full text of the Advance Notice Provisions, a copy of which is attached to this Information Circular as Appendix II.

The terms of the Advance Notice Provisions are summarized below:

The Advance Notice Provisions provide that advance notice to the Company must be made in circumstances where nominations of persons for election to the board of directors are made by shareholders of the Company other than pursuant to: (i) a "proposal" made in accordance with Division 7 of Part 5 of the BCBCA; or (ii) a requisition of the shareholders made in accordance with section 167 of the BCBCA.

Among other things, the Advance Notice Provision fixes a deadline by which holders of record of common shares of the Company must submit director nominations to the secretary of the Company prior to any annual or special meeting of shareholders and sets forth the specific information that a shareholder must include in the written notice to the secretary of the Company for an effective nomination to occur. No person will be eligible for election as a director of the Company unless nominated in accordance with the provisions of the Advance Notice Provisions.

In the case of an annual meeting of shareholders, notice to the Company must be made not less than 30 days or more than 65 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10th day following such public announcement.

In the case of a special meeting (which is not also an annual meeting) of shareholders, notice to the Company must be made not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made.

The Board may, in its sole discretion, waive any requirement of the Advance Notice Provisions.

Confirmation and Approval of Advance Notice Provisions by Shareholders

At the Meeting, the Shareholders will be asked to approve a motion to include in the New Articles of the Company the Advance Notice Provisions such that the Company receive adequate notice of nominations of people to be elected to serve as directors of the Company. The motion will require that such nominations will be required to be made not less than 30 days and not more than 65 days prior to any annual meeting of the shareholders and in the case of a special meeting of the shareholders, not less than 15 days following the date of the public announcement of the date of the special meeting. Shareholders should read Appendix II - Advance Notice Provisions attached to this Information Circular to be adopted.

If the Advance Notice Provisions is approved at the Meeting, the Advance Notice Provisions will continue to be effective and in full force and effect in accordance with its terms and conditions beyond the termination of the Meeting. Thereafter, the Advance Notice Provisions will be subject to periodic review by the Board, and will be updated to the extent needed to reflect changes required by securities regulatory agencies or stock exchanges, or so as to meet industry standards.

If the Advance Notice Provisions are not approved at the Meeting, the Advance Notice Provisions will terminate and be of no further force or effect from and after the termination of the Meeting.

At the Meeting, the shareholders will be asked to approve the following by special resolution (the "**Advance Notice Provisions Resolution**"):

"BE IT RESOLVED, as a special resolution, that:

1. the Advance Notice Provisions (the "**Advance Notice Provisions**") adopted by the Company effective July 11, 2013, as attached as Appendix II to the Information Circular of the Company dated July 11, 2013, be ratified, confirmed is hereby approved;

2. the Articles of the Company be altered by adding the text substantially as set forth in Appendix II to the Information Circular as at Article 10.11 of the Articles of the Company;

3. the board of directors (the "**Board**") of the Company be authorized in its absolute discretion to administer the Advance Notice Provisions and amend or modify the Advance Notice Provisions in accordance with its terms and conditions to the extent needed to reflect changes required by securities regulatory agencies or stock exchanges, so as to meet industry standards;

4. the Board reserves the right to abandon the Advance Notice Provisions should they deem it appropriate and in the best interests of the Company to do so;

5. the Company be authorized to revoke this resolution and abandon or terminate the alteration of the Articles of the Company if the Board deems it appropriate and in the best interests of the Company to do so without further confirmation, ratification or approval of the Shareholders; and

6. any director or officer of the Company be authorized and directed to do all acts and things and to execute and deliver all documents required which, in the opinion of such director or officer, may be necessary or appropriate in order to give effect to this resolution."

In order to be effective, the foregoing special resolution must be approved by a two-thirds majority of the votes cast by those shareholders of the Company who, being entitled to do so, vote in person or by proxy at the Meeting in respect of such resolution.

Management of the Company recommends that shareholders vote FOR the Advance Notice Policy Resolution, and the persons named in the enclosed Form of Proxy intend to vote FOR the approval of the Advance Notice Provisions Resolution at the Meeting unless the Shareholder has specified that the common shares represented by such proxy are to be voted against such resolution.

The Board reserves the right to abandon the Advance Notice Provisions Resolution should it deem it appropriate and in the best interests of the Company to do so.

OTHER BUSINESS

Management is not aware of any matters to come before the Meeting other than those set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the Proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

ADDITIONAL INFORMATION

Additional information relating to the Company is on the SEDAR website at www.sedar.com.

Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year. These financial statements and MD&A are available on the SEDAR website at www.sedar.com or shareholders may request copies of these documents by contacting the Company at:

Afrasia Mineral Fields Inc.
Suite 2050 - 1055 West Georgia Street
PO Box 11121, Royal Centre
Vancouver, British Columbia, Canada V6E 3P3
Telephone: (604) 684-2181; Fax: (604) 682-4768

DATED at Vancouver, British Columbia, this 11th day of July, 2013.

ON BEHALF OF THE BOARD

"Praveen K. Varshney"

Praveen K. Varshney, C.A.
President

Appendix I

Audit Committee Charter

Article 1 – Mandate and Responsibilities

The Audit Committee is appointed by the board of directors of the Company (the "Board") to oversee the accounting and financial reporting process of the Company and audits of the financial statements of the Company. The Audit Committee's primary duties and responsibilities are to:

(a) recommend to the Board 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;

(b) recommend to the Board the compensation of the external auditor;

(c) oversee 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;

(d) pre-approve all non-audit services to be provided to the Company or its subsidiaries by the Company's external auditor;

(e) review the Company's financial statements, MD&A and annual and interim earnings press releases before the Company publicly discloses this information;

(f) be satisfied that adequate procedures are in place for the review of all other public disclosure of financial information extracted or derived from the Company's financial statements, and to periodically assess the adequacy of those procedures;

(g) establish procedures for:

  (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and

  (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and

(h) 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 Company.

The Board and management will ensure that the Audit Committee has adequate funding to fulfill its duties and responsibilities.

Article 2 – Pre-Approval of Non-Audit Services

The Audit Committee may delegate to one or more of its members the authority to pre-approve non-audit services to be provided to the Company or its subsidiaries by the Company's external auditor. The pre-approval of non-audit services must be presented to the Audit Committee at its first scheduled meeting following such pre-approval.

The Audit Committee may satisfy its duty to pre-approve non-audit services by adopting specific policies and procedures for the engagement of the non-audit services, provided the policies and procedures are detailed as to the particular service, the Audit Committee is informed of each non-audit service and the procedures do not include delegation of the Audit Committee's responsibilities to management.

Article 3 – External Advisors

The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the external auditors as well as anyone in the organization. The Audit Committee has the ability to retain, at the Company's expense, special legal, accounting or other consultants or experts it deems necessary in the performance of its duties.

Article 4 – External Auditors

The external auditors are ultimately accountable to the Audit Committee and the Board, as representatives of the shareholders. The external auditors will report directly to the Audit Committee. The Audit Committee will:

(a) review the independence and performance of the external auditors and annually recommend to the Board the nomination of the external auditors or approve any discharge of external auditors when circumstances warrant;

(b) approve the fees and other significant compensation to be paid to the external auditors;

(c) on an annual basis, review and discuss with the external auditors all significant relationships they have with the Company that could impair the external auditors' independence;

(d) review the external auditors' audit plan to see that it is sufficiently detailed and covers any significant areas of concern that the Audit Committee may have;

(e) before or after the financial statements are issued, discuss certain matters required to be communicated to audit committees in accordance with the standards established by the Canadian Institute of Chartered Accountants;

(f) consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in the Company's financial reporting;

(g) resolve any disagreements between management and the external auditors regarding financial reporting;

(h) approve in advance all audit services and any non-prohibited non-audit services to be undertaken by the external auditors for the Company; and

(i) receive from the external auditors timely reports of:

  (i) all critical accounting policies and practises to be used;

  (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the external auditors; and

  (iii) other material written communications between the external auditors and management.

Article 5 – Legal Compliance

On at least an annual basis, the Audit Committee will review with the Company's legal counsel any legal matters that could have a significant impact on the organization's financial statements, the Company's compliance with applicable laws and regulations and inquiries received from regulators or governmental agencies.

Article 6 - Complaints

Individuals are strongly encouraged to approach a member of the Audit Committee with any complaints or concerns regarding accounting, internal accounting controls or auditing matters. The Audit Committee will from time to time establish procedures for the submission, receipt and treatment of such complaints and concerns. In all cases the Audit

Committee will conduct a prompt, thorough and fair examination, document the situation and, if appropriate, recommend to the Board appropriate corrective action.

To the extent practicable, all complaints will be kept confidential. The Company will not condone any retaliation for a complaint made in good faith.

Appendix II

Advance Notice Provisions for Nomination of Directors

10.11 Advance Notice for Nomination of Directors

(1) Subject only to the *Business Corporations Act* and these Articles, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Company. Nominations of persons for election to the board of directors at any annual meeting of shareholders, or at any special meeting of shareholders called for the purpose of electing directors as set forth in the Company's notice of such special meeting, may be made (i) by or at the direction of the board of directors, including pursuant to a notice of meeting, (ii) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the *Business Corporations Act*, or a requisition of the shareholders made in accordance with the provisions of the *Business Corporations Act* or, (iii) by any shareholder of the Company (a "**Nominating Shareholder**") (x) who, at the close of business on the date of the giving of the notice provided for below in this Article 10.11 and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting, and (y) who complies with the notice procedures set forth in this Article 10.11.

(a) In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, such person must have given timely notice thereof in proper written form to the secretary at the principal executive offices of the Company in accordance with this Article 10.11.

(b) To be timely, a Nominating Shareholder's notice must be received by the secretary of the Company (i) in the case of an annual meeting, not less than 30 days or more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made (the "Meeting Notice Date"), the Nominating Shareholder's notice must be so received not later than the close of business on the 10th day following the Meeting Notice Date; and (ii) in the case of a special meeting of shareholders (which is not also an annual meeting) called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the 15th day following the day on which public announcement of the date of the special meeting is first made. In no event shall the public announcement of an adjournment of an annual meeting or special meeting commence a new time period for the giving of a Nominating Shareholder's notice as described in this Article 10.11.

(c) To be in proper written form, a Nominating Shareholder's notice must set forth: (i) as to each person whom the Nominating Shareholder proposes to nominate for election as a director (A) the name, age, business address and residence address of the person, (B) the principal occupation or employment of the person, (C) the class or series and number of shares of the Company that are owned beneficially or of record by the person and (D) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the *Business Corporations Act* and Applicable Securities Laws; and (ii) as to the Nominating Shareholder giving the notice, any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote any shares of the Company and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the *Business Corporations Act* and Applicable Securities Laws. The Company may require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as an independent director of the Company or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee. The Nominating Shareholder's notice must be accompanied by a written consent of each proposed nominee to being named as a nominee and to serve as a director if elected.

(d) No person shall be eligible for election as a director of the Company unless nominated in accordance with the procedures set forth in this Article 10.11; provided, however, that nothing in this Article 10.11 shall be deemed to preclude a shareholder from discussing (as distinct from nominating directors) at a meeting of shareholders any matter in respect of which the shareholder would have been entitled to submit a proposal pursuant to the provisions of the *Business Corporations Act*. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

(e) For purposes of this Article 10.11, (i) "public announcement" shall mean disclosure in a press release disseminated by a nationally recognized news service in Canada, or in a document publicly filed by the Company under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com; and (ii) "Applicable Securities Laws" means the applicable securities legislation in each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada.

(f) Notice given to the secretary of the Company pursuant to this Article 10.11 may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the secretary of the Company for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the address aforesaid) or sent by facsimile transmission (provided the receipt of confirmation of such transmission has been received) to the secretary at the address of the principal executive offices of the Company; provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Vancouver time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been on the subsequent day that is a business day.

(g) Notwithstanding the foregoing, the board may, in its sole discretion, waive any requirement in this Article 10.11.

* * * * *