ELKHORN GOLD MINING CORPORATION

1209 – 409 Granville Street
Vancouver, B.C. V6C 1T2

NOTICE OF ANNUAL AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON OCTOBER 11, 2011

AND

INFORMATION CIRCULAR

September 9, 2011

This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this Information Circular, you should immediately contact your advisor.

ELKHORN GOLD MINING CORPORATION
Suite 1209 – 409 Granville Street
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V6C 1T2
Telephone: 604.687.4470
Facsimile: 604.689-4960

NOTICE OF ANNUAL AND EXTRAORDINARY GENERAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that an annual and extraordinary general meeting (the "**Meeting**") of Elkhorn Gold Mining Corporation (the "**Company**") will be held at the offices of Clark Wilson LLP, 800-885 West Georgia Street, Vancouver, on Tuesday, October 11, 2011, at 10:00am (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial years ended July 31, 2008, 2009 and 2010, and accompanying report of the auditor;

2. to appoint Manning Elliot LLP, Chartered Accountants, as the auditor of the Company for the fiscal year ending July 31, 2011;

3. to authorize the directors of the Company to fix the remuneration to be paid to the auditor for the fiscal year ending July 31, 2011;

4. to set the number of directors of the Company for the ensuing year at three (3) persons;

5. to elect the directors of the Company to serve until the next annual general meeting of the shareholders;

6. to consider and, if thought fit, to approve a special resolution approving the consolidation of the issued and outstanding common shares of the Company on a one (1) for five (5) basis;

7. to consider and, if thought fit, to approve a special resolution authorizing the Company's change of name from "Elkhorn Gold Mining Corporation" to "Tulloch Resources Ltd." or such other names as the directors may, in their sole discretion determine, as described in the Information Circular accompanying this Notice of Meeting;

8. to consider and, if thought fit, to approve an ordinary resolution of the disinterested shareholders, to approve a 10% rolling stock option plan, as described in the Information Circular accompanying this Notice of Meeting;

9. To confirm, ratify and approve all acts, resolutions, deeds and things done by and proceedings of the directors and officers of the Company on behalf of the Company since the annual general meeting of the shareholders; and

10. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying information circular (the "**Information Circular**") provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Company's board of directors have fixed August 26, 2011 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Canadian Stock Transfer Company Inc., as administrative agent for CIBC Mellon Trust Company, Attention: Proxy Department, PO Box 721 Agincourt, ON M1S 0A1 or via Fax to 416.368.2502 by 10:00 a.m. (Vancouver time) at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 9th day of September, 2011.

By Order of the Board of Directors

ELKHORN GOLD MINING CORPORATION

"Robert Trenaman"

Robert Trenaman
President

ELKHORN GOLD MINING CORPORATION
Suite 1209 – 409 Granville Street
V6C 1T2
Telephone: 604.687.4470
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INFORMATION CIRCULAR

September 9, 2011

INTRODUCTION

This Information Circular accompanies the Notice of Annual and Extraordinary General Meeting (the "**Notice**") and is furnished to shareholders holding common shares in the capital of Elkhorn Gold Mining Corporation (the "**Company**") in connection with the solicitation by the management of the Company of proxies to be voted at the annual and extraordinary general meeting (the "**Meeting**") of the shareholders to be held at 10:00 a.m. (Vancouver time) on Tuesday, October 11, 2011 at the offices of Clark Wilson LLP, 800-885 West Georgia Street, Vancouver, or at any adjournment or postponement thereof.

Date and Currency

The date of this Information Circular is September 9, 2011. Unless otherwise stated, all amounts herein are in Canadian dollars.

PROXIES AND VOTING RIGHTS

Management Solicitation

The solicitation of proxies by the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation granted to the directors, officers and employees of the Company. The Company does not reimburse shareholders, nominees or agents for costs incurred in obtaining, from the principals of such persons, authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers, and the Company will reimburse such brokers and nominees for their related out of pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

Appointment of Proxy

Registered shareholders are entitled to vote at the Meeting. A shareholder is entitled to one vote for each common share of the Company that such shareholder holds on the record date of August 26, 2011 (the "**Record Date**") on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

The persons named as proxyholders (the "**Designated Persons**") in the enclosed form of proxy are directors and/or officers of the Company.

A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING, OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY.

TO EXERCISE THE RIGHT, THE SHAREHOLDER MAY DO SO BY STRIKING OUT THE PRINTED NAMES AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE'S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER'S SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.

In order to be voted, the completed form of proxy must be received by the Company's registrar and transfer agent, Canadian Stock Transfer Company Inc., as administrative agent for CIBC Mellon Trust Company (the "**Transfer Agent**"), Attention: Proxy Department, at its offices located at PO Box 721 Agincourt, ON M1S 0A1 or via Fax to 416.368.2502 by 10:00 a.m. (Vancouver time) at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof. Alternatively, the completed form of proxy may be delivered to the Chairman of the Meeting on the day of the Meeting, or any adjournment or postponement thereof.

A proxy may not be valid unless it is dated and signed by the shareholder who is giving it or by that shareholder's attorney-in-fact duly authorized by that shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual shareholder or joint shareholders, or by an officer or attorney-in-fact for a corporate shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the form of proxy.

Revocation of Proxies

A shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that shareholder or by that shareholder's attorney-in-fact authorized in writing or, where the shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures within the requisite time period. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

Voting of Common Shares and Proxies and Exercise of Discretion by Designated Persons

A shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space on the proxy. If the instructions as to voting indicated in the proxy are certain, the common shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. **The common shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the common shares will be voted accordingly.**

IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE

DESIGNATED PERSONS WILL VOTE THE COMMON SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY INCLUDING THE VOTE FOR THE ELECTION OF THE NOMINEES TO THE COMPANY'S BOARD OF DIRECTORS (THE "BOARD") AND THE APPOINTMENT OF THE AUDITORS.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the common shares on any matter, the common shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set out in this section is of significant importance to those shareholders who do not hold shares in their own name. Shareholders who do not hold their shares in their own name (referred to in this Information Circular as "Beneficial Shareholders") should note that only proxies deposited by shareholders whose names appear on the records of the Company as the registered holders of common shares can be recognized and acted upon at the Meeting. If common shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those common shares will not be registered in the shareholder's name on the records of the Company. Such common shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In the United States, the vast majority of such common shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depositary for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). **Beneficial Shareholders should ensure that instructions respecting the voting of their common shares are communicated to the appropriate person well in advance of the Meeting.**

The Company does not have access to names of Beneficial Shareholders. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their common shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the Form of Proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge typically prepares a special voting instruction form, mails this form to the Beneficial Shareholders and asks for appropriate instructions regarding the voting of common shares to be voted at the Meeting. Beneficial Shareholders are requested to complete and return the voting instructions to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free number and access Broadridge's dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and to vote the common shares held by them. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge voting instruction form cannot use that form as a proxy to vote common shares directly at the Meeting – the voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have its common shares voted at the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered shareholder and vote the common shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their common shares as proxyholder for the registered shareholder should enter their own names in the blank space on the instrument of proxy provided to them

and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

Alternatively, a Beneficial Shareholder may request in writing that his or her broker send to the Beneficial Shareholder a legal proxy which would enable the Beneficial Shareholder to attend at the Meeting and vote his or her common shares.

All references to shareholders in this Information Circular are to registered shareholders, unless specifically stated otherwise.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue 100,000,000 common shares without par value. As of the Record Date, determined by the Board to be the close of business on August 26, 2011, a total of 18,904,532 common shares were issued and outstanding. Each common share carries the right to one vote at the Meeting.

Only registered shareholders as of the Record Date (August 26, 2011) are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

To the knowledge of the directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, common shares carrying more than 10% of the voting rights attached to the outstanding common shares of the Company, other than as set forth below:

Name of Shareholder	Number of Common Shares Owned	Percentage of Outstanding Common Shares[1]
CDS & Co.[2]	9,288,985	49.14%
Cede & Co[3]	5,434,770	28.75%

(1) Based on 18,904,532 common shares issued and outstanding as of August 26, 2011. The Company believes that all persons hold legal title and the Company has no knowledge of actual common share ownership.

(2) Management of the Company is unaware of the beneficial shareholders of the common shares registered in the name of CDS & CO (NCI).

(3) Management of the Company is unaware of the beneficial shareholders of the common shares registered in the name of Cede & Co.

PARTICULARS OF MATTERS TO BE ACTED UPON

BACKGROUND

Revocation of Cease Trade Order Against the Company

The Company is a reporting issuer in the provinces of British Columbia and Ontario. On January 3, 2002 and January 11, 2002, the British Columbia Securities Commission and the Ontario Securities Commission (the "**Commissions**"), respectively, issued cease trade orders (the "**Cease Trade Orders**") against the Company for failure to file a comparative financial statement for the financial year ended July 31, 2001. Due to financial difficulties, the Company also effectively ceased operations in 2001 and the Cease Trade Orders are still in effect. The Cease Trade Orders prohibit trading in respect of the securities of the Company until further order of the board of the Commissions or until the Cease Trade Orders are revoked by the Executive Director of the Commissions.

The Company's shares which were previously listed on the Toronto Stock Exchange (the "**TSX**") were delisted from the TSX on September 4, 2001. The Company, which was initially in mineral exploration, wishes to pursue opportunities in mineral exploration and development and to become listed on a recognized Canadian stock exchange. In order to do so, the Company will require revocation of the Cease Trade Order.

The Company is in the process of obtaining an order to revoke the Cease Trade Orders and filed revocation applications to the Commission on August 24, 2011 . The Company is also updating its SEDAR and SEDI profiles and has prepared its audited financial statements for the fiscal periods ended July 31, 2008, 2009 and 2010, including management's discussion and analysis for such periods, and accompanying certificates as required by Multi-lateral Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*. The Company has also obtained a Court Order (as described below) to rectify certain past non-compliance with respect to British Columbia corporate law. The Company will use financial resources from a retained cash reserve and is preparing to recommence operations as a mineral exploration issuer.

Court Order

The Company has not held an annual general meeting since January 22, 2001. In order to hold the Meeting, the Company was required to obtain a court order under section 229 of the British Columbia *Business Corporations Act* (the "**Act**"). The court order, dated July 25, 2011 (the "**Court Order**") permitted the Company to hold the Meeting, and also rectified certain past non-compliance with the Act and the former *Company Act*. The Court Order is attached as Schedule A to this Information Circular.

SHARE CONSOLIDATION

The Board has determined that it would be in the best interests of the Company and its shareholders for the Company to consolidate all of its issued and outstanding common shares (the "**Consolidation**"). At the Meeting, shareholders will be asked to consider, and if thought advisable, to pass a special resolution (the "**Consolidation Resolution**") (the full text of which is set out below) amending the Company's share structure by consolidating the Company's issued and outstanding common shares on a ratio of one (1) for (5). The name of the Company (as described herein) will not be changed in conjunction with the Consolidation.

Reasons for the Consolidation

The Board believes that the Consolidation is necessary to facilitate future capital raising efforts and listing on a recognized stock exchange.

Effects of the Consolidation

The Consolidation will result in a shareholder holding a smaller number of common shares of the Company. However, the Consolidation will not affect any shareholder's percentage ownership interest or voting rights in the Company, except to the extent that the Consolidation would otherwise result in any shareholder owning a fractional share. Any fractional shares resulting from the Consolidation will be rounded up to the next whole share if such fractional share is equal to or greater than one-half of a share and rounded down to the next whole share if such fractional share is less than one-half of a share.

At August 26, 2011, the total number of issued and outstanding common shares of the Company was 18,904,532. After the Consolidation, the total number of issued and outstanding common shares is expected to be 3,780,906.

There are currently no options or warrants outstanding in the Company and the Company does not have a Stock Option Plan in place.

Exchange of Share Certificates

If the Consolidation is approved by shareholders and implemented by the Board of the Company, the Company's shareholders will be required to exchange their share certificates representing pre-Consolidation common shares for new share certificates representing post-Consolidation common shares.

Following a determination by the Board to implement the Consolidation, it is expected that the Transfer Agent will send a letter of transmittal to each shareholder as soon as practicable after the implementation of the Consolidation. The letter of transmittal will contain instructions on how shareholders can surrender their share certificates

representing pre-Consolidation common shares to the Transfer Agent. The Transfer Agent will forward to each shareholder who has sent in their certificates representing pre-Consolidation common shares along with such other required documents as the Transfer Agent may require, a new share certificate representing the number of post-Consolidation common shares to which such shareholder is entitled. No share certificates for fractional shares will be issued.

Shareholders should not destroy any share certificate and should not submit any share certificate for a new share certificate until requested to do so.

Procedures for Implementing the Consolidation

If the Company's shareholders pass the special resolutions with respect to the proposed Consolidation set forth below, the Board of the Company will have the authority, in its sole direction, to determine whether or not to implement the Consolidation. If the Consolidation is accepted, the Company will cause letters of transmittal, as described above, to be mailed to its shareholders.

Shareholder Approval

Under the *Business Corporations Act* (British Columbia), a share consolidation requires approval by a special resolution and, as such, the affirmative votes of not less than 2/3 of the common shares cast at the Meeting, in person or by proxy, are required in order for the resolution approving the Consolidation to be considered passed by shareholders.

Accordingly, shareholders will be asked to vote on the following resolution, as a special resolution, at the Meeting or any adjournment or postponement thereof:

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

1 The Company's authorized share structure and its Notice of Articles be altered by consolidating all of the Company's issued and outstanding common shares at a consolidation ratio of one (1) post-consolidation common share for every five (5) pre-consolidation common shares (the "**Consolidation**");

2. Any fractional shares resulting from the Consolidation be: (a) rounded up to the next whole share if such fractional share is equal to or greater than one-half of a share; and (b) rounded down to the next whole share if such fractional share is less than one-half of a share;

3. The board of directors of the Company be and is hereby authorized, in its sole discretion, to determine whether or not and when to implement the Consolidation;

4. Subject to paragraph 5 below, the solicitors for the Company are authorized and directed to prepare and electronically file, if required, a Notice of Alteration with the Registrar of Companies;

5. The Notice of Alteration, if required, shall not be filed with the Registrar of Companies unless and until this resolution has been deposited at the Company's records office; and

6. Any one director or officer of the Company be and is hereby authorized for and on behalf of the Company to execute and deliver all such documents and instruments and take all such other actions as such director or officer may determine necessary or desirable to implement this resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of such documents and instruments or the taking of such actions."

Recommendation of the Company's Directors

The Company's directors have reviewed and considered all material facts relating to the Consolidation which they have considered to be relevant to shareholders. **It is the unanimous recommendation of the Company's directors that shareholders vote for the foregoing resolutions with respect to the proposed Consolidation.**

NAME CHANGE

At the Meeting, shareholders will be asked to approve by special resolution, a change of name of the Company (the "**Name Change**"). The name change is subject to the approval of the shareholders and the shareholders will be asked to consider, and if thought fit, to approve a special resolution in the following form:

"BE IT RESOLVED, AS A SPECIAL RESOLUTION, THAT:

1. The name of the Company be changed from "Elkhorn Gold Mining Corporation" to "Tulloch Resources Ltd.", or such other name as the directors may, in their sole discretion, determine, and that the Notice of Articles of the Company be amended to change the name of the Company to "Tulloch Resources Ltd.", or such other name as the directors may, in their sole discretion, determine, subject to regulatory approval;

2. Notwithstanding the approval by the shareholders of the Company of this special resolution, the board of directors of the Company are hereby authorized, by resolution at any time in its absolute discretion, to determine whether or not to proceed with the transactions contemplated by the Name Change without further approval, ratification or confirmation by the shareholders of the Company; and

3. Any one director or officer of the Company be and is hereby authorized for and on behalf of the Company to execute and deliver all such documents and instruments and take all such other actions as such director or officer may determine necessary or desirable to implement this resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of such documents and instruments or the taking of such actions."

The Name Change requires approval by not less than 2/3 of the votes cast by the shareholders present in person or by proxy at the Meeting. Unless otherwise directed, management intends to vote such proxies in favour of the resolution approving the Name Change.

Management of the Company recommends that shareholders vote in favour of the above special resolution with respect to the proposed Name Change.

STOCK OPTION PLAN

Approval of Stock Option Plan

At the Meeting, shareholders will be asked to approve by ordinary resolution, the Company's Stock Option Plan (the "**Plan**"). Under the Plan, a maximum of 10% of the issued shares of the Company, from time to time, may be reserved for issuance pursuant to the exercise of options granted. If the Company is successful in listing its shares on a recognized Canadian stock exchange, such exchange may require that the Company receive shareholder approval to its "rolling" stock option plan on a yearly basis at the Company's annual shareholders meeting.

The purpose of the Plan is to provide the Company with a share related mechanism to enable the Company to attract, retain and motivate qualified directors, officers, employees and other service providers, to reward those parties for advancing the interests of the Company and to enable and encourage such individuals to acquire shares in the Company as long term investments.

In anticipation of a potential listing on a recognized Canadian stock exchange, the Plan complies with the current policies of TSX Venture Exchange for Tier 2 issuers. The Plan is considered a "rolling" stock option plan whereby the number of shares reserved for issuance under the Plan will increase with the issue of additional shares of the Company.

The following information is intended as a brief description of the Plan and is qualified in its entirety by the full text of the Plan which is attached as Schedule B to this Information Circular:

1. The exercise price of stock options granted under the Plan will be set by the Board in its sole discretion, at the time of grant and will not be less than the prevailing price permitted by the policies of a recognized stock exchange, if applicable.

2. Upon expiry of an option, or in the event an option is otherwise terminated for any reason, without having been exercised in full, the number of shares in respect of the expired or terminated option shall again be available for the purpose of the Plan.

3. All options granted under the Plan may not have an expiry date exceeding ten years from the date on which the option is granted.

4. Options granted to any one individual in any 12 month period cannot exceed more than 5% of the issued shares of the Company.

5. Options granted to any one consultant in any 12 month period cannot exceed more than 2% of the issued shares of the Company.

6. Options granted to all persons, in aggregate, conducting investor relations activities in any 12 month period cannot exceed more than 2% of the issued shares of the Company.

7. If the option holder ceases to be a director, officer, employee or other service provider of the Company (other then by reason of death, disability and termination of services for cause), as the case may be, then the option granted must expire on the earlier of the expiry date and the date that is 90 days following the date that the option holder ceases to be a director, officer, employee or service provider of the Company.

8. If the option holder ceases to be a director, officer, employee or other service provider of the Company by reason of termination of services for cause, then the option granted shall cease to be exercisable upon such termination for cause.

9. Options held by an option holder who is engaged in investor relations activities must expire on the earlier of the expiry date of the option and the date that is 30 days after the option holder ceases to be employed by the Company to provide investor relations activities.

10. Notwithstanding items 7 and 8, an optionee's heirs or administrators shall have until the earlier of:

    (a) one year from the death of the optionee; and

    (b) the expiry date of the options, in which to exercise any options outstanding at the time of death of the optionee.

11. Stock options granted to directors, senior officers, employees or consultants will vest when granted unless determined by the Board on a case by case basis, other than options granted to consultants performing investor relations activities, which will vest in stages over 12 months with no more than one quarter of the options vesting in any three month period.

12 The Plan will be administered by the Board who will have the full authority and sole discretion to grant options under the Plan to any eligible party, including themselves.

13. The options shall not be assignable or transferable by an optionee.

14. The Board may from time to time, subject to regulatory approval, amend or revise the terms of the Plan.

The Plan provides that other terms and conditions may be attached to a particular stock option at the discretion of the Board.

It may occur that the Company will grant stock options to insiders pursuant to the Plan, from time to time during the next 12 months, that in aggregate will exceed 10% of the Company's issued shares. Accordingly, disinterested shareholders will be asked at the Meeting to pass an ordinary resolution authorizing the directors to implement the above. Accordingly, Shareholders at the Meeting, other than insiders of the Company and their associates (who beneficially own a total of 533,100 common shares as of the Record Date), will be asked to pass an ordinary resolution, the text of which will be in substantially the form as follows. The Company will consider the term "insiders" to include persons nominated for election as directors at the Meeting.

"BE IT RESOLVED, AS AN ORDINARY RESOLUTION OF THE DISINTERESTED SHAREHOLDERS THAT:

1. The Company's Stock Option Plan (the "**Plan**") as set forth in the Information Circular dated September 9, 2011, including the reservation for issuance under the Plan at any time of a maximum of 10% of the issued shares of the Company, be and is hereby approved, confirmed and ratified.

2. The Company be and is hereby authorized to grant stock options pursuant and subject to the terms and conditions of the Plan, entitling the option holders to purchase up to that number of common shares reserved under the Plan from the shareholders shall be required prior to the exercise of all or part of any such options granted.

3. The Board be authorized to amend, modify or terminate the Plan with respect to common shares in respect of options which have not been granted under the Plan, so long as the effect of such amendments is intended to reduce the benefits of the Plan to service providers.

4. The Board be authorized in their absolute discretion to establish the Plan and administer the Plan in accordance with its terms and conditions.

5. Any one director or officer of the Company be and is hereby authorized and directed to do all such acts and things and to execute and deliver under the corporate seal of the Company or otherwise all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to the foregoing resolutions, including, without limitation, making any changes to the Plan required by a recognized Canadian stock exchange or applicable securities regulatory authorities and to complete all transactions in connection with the implementation of the Plan."

The Plan requires approval by a majority of the votes cast by the disinterested shareholders present in person or by proxy at the Meeting. Unless otherwise directed, management intends to vote such proxies in favour of the resolution approving the Plan.

Management of the Company recommends that shareholders vote in favour of the above ordinary resolution with respect to the Plan.

RECEIPT OF FINANCIAL STATEMENTS

The financial statements of the Company for the financial years ended July, 2008 through 2010 inclusive and the accompanying auditors' reports thereon will be presented at the Meeting.

APPOINTMENT OF AUDITOR

At the Meeting, shareholders will be asked to vote for the appointment of Manning Elliot LLP, Chartered Accountants, to serve as auditor of the Company for the Company's fiscal year ending July 31, 2011, at a remuneration to be fixed by the Board.

Management recommends that shareholders vote in favour of the appointment of Manning Elliot LLP, Chartered Accountants, as the Company's auditors for the Company's fiscal year ending July 31, 2011 at a remuneration to be fixed by the Company's Board.

NUMBER OF DIRECTORS

At the Meeting, shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company for the ensuing year at three (3). The number of directors will be approved if the affirmative vote of the majority of common shares present or represented by proxy at the Meeting and entitled to vote are voted in favour of setting the number of directors at three (3).

Management recommends the approval of the resolution to set the number of directors of the Company at three (3).

ELECTION OF DIRECTORS

At present, the directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting, or until their successors are duly elected or appointed in accordance with the Company's Articles or until such director's earlier death, resignation or removal. In the absence of instructions to the contrary, the enclosed Form of Proxy will be voted for the nominees listed in the Form of Proxy, all of whom are presently members of the Company's Board.

Management of the Company proposes to nominate the persons named in the table below for election by the shareholders as directors of the Company. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name Province Country of Residence and Position(s) with the Company	Principal Occupation Business or Employment for Last Five Years	Periods during which Nominee has Served as a Director	Number of Common Shares Owned [1]
Robert Trenaman[2] British Columbia, Canada *President and Director*	Self-employed management consultant from April 2001 to present; director of Roxwell Gold Mining Ltd. from February 2002 to February 2007.	May 5, 1995 - May 4, 2001 & July 18, 2001-current	533,100

Name Province Country of Residence and Position(s) with the Company	Principal Occupation Business or Employment for Last Five Years	Periods during which Nominee has Served as a Director	Number of Common Shares Owned [1]
Stuart Wooldridge[2] British Columbia, Canada *Director*	Director of 555155 B.C. Ltd., a private management consulting company, since 1990. Director of VendTek Systems Inc., from July 2004 to December 2009. Director of Yuntone Capital Corp. (a capital pool company) since March 2008, Director of Weifei Capital Inc. (a capital pool company) since October, 2008. Director of Changyu MedTech Ltd., since May 2009..	September 5, 2001 – current	0
Steven Desmond Paquin[2] British Columbia, Canada *Director*	Self-employed management consultant from May 2008 to present; director and officer of Changyu Medtech Ltd. (TSX-V: CYQ) from May 2009 to present; Manager of Corporate Finance for Gateway Securities Inc. from 2007 to 2008; and Manager of Corporate Finance for Golden Capital Securities Ltd. from 1993 to 2007. Director of Sino Environ Energy Tech Corp., May 2010 to present.	July 6, 2011 –current	0

(1) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at September 9, 2011, based upon information furnished to the Company by the individual directors.

(2) Member of the Audit Committee.

Management recommends the approval of each of the nominees listed above for election as directors of the Company for the ensuing year.

Management does not contemplate that any of its nominees will be unable to serve as directors. If any vacancies occur in the slate of nominees listed above before the Meeting, then the Designated Persons intend to exercise discretionary authority to vote the common shares represented by proxy for the election of any other persons as directors.

Cease Trade Orders

Except as disclosed herein, no proposed director of the Company is, or within the ten (10) years before the date of this Information Circular has been, a director, chief executive officer or chief financial officer of any company that:

(a) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Stuart Wooldridge was a director of VendTek Systems Inc. ("**VendTek**") In 2009, the British Columbia Securities Commission and Alberta Securities Commission issued a cease trade order against VendTek for failure to file financial statements. In 2010, the order was revoked.

Robert Trenaman and Stuart Wooldridge were directors and officers of the Company when the Cease Trade Orders were issued. The Cease Trade Orders were imposed after the Company failed to file its comparative financial statements for the year ended July 31, 2001. The cease trade order is still in effect. See "Background – Revocation of Cease Trade Order Against the Company".

Bankruptcies

No proposed director of the Company is, or within ten (10) years before the date of this Information Circular, has been a director or an executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the 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 made a proposal under any legislation relating to bankruptcies or insolvency.

No proposed director of the Company has, within ten (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 proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

STATEMENT OF EXECUTIVE COMPENSATION

General

For the purpose of this Information Circular:

"**CEO**" of the Company means each individual who acted as chief executive officer of the Company or acted in a similar capacity for any part of the most recently completed financial year;

"**CFO**" of the Company means each individual who acted as chief financial officer of the Company or acted in a similar capacity for any part of the most recently completed financial year;

"**LTIP**" means a long-term incentive plan providing compensation intended to motivate performance over a period greater than one financial year. LTIPs do not include options or SARs (as defined below) plans or plans for compensation through shares or units that are subject to restrictions on resale.

"**NEO**" means:

(a) a CEO;

(b) a CFO;

(c) each of the Company's 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 and whose total compensation was, individually, more than $150,000 as determined in accordance with subsection 1.3(6) of Form 51-102F6 *Statement of Executive Compensation*; or

(d) any individual who would be a NEO 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 the most recently completed financial year.

"**SAR**" means a stock appreciation right which is a right, granted by a company or any of its subsidiaries as compensation for employment services or office to receive cash or an issue or transfer of securities based wholly or in part on changes in the trading prices of publicly traded securities.

Compensation Discussion and Analysis

The overall objective of the Company's compensation strategy is to offer medium-term and long-term compensation components to ensure that the Company has in place programs to attract, retain and develop management of the highest caliber and has in place a process to provide for the orderly succession of management, including receipt on an annual basis of any recommendations of the chief executive officer, if any, in this regard. The Company currently has medium-term and long-term compensation components in place, and intends to further develop these compensation components. The objectives of the Company's compensation policies and procedures are to align the interests of the Company's employees with the interests of the Company's shareholders. Therefore a significant portion of the total compensation is based upon overall corporate performance.

The Company does not have in place a Compensation and Nominating Committee. All tasks related to developing and monitoring the Company's approach to the compensation of officers of the Company and to developing and monitoring the Company's approach to the nomination of directors to the Board are performed by the members of the Board. The compensation of the NEOs and the Company's employees is reviewed, recommended and approved by the independent directors of the Company.

The Company chooses to grant stock options to NEOs to satisfy the long-term compensation component. The Board may consider, on an annual basis, an award of bonuses to key executives and senior management. The amount and award of such bonuses is discretionary, depending on, among other factors, the financial performance of the Company and the position of a participant. The Board considers that the payment of such discretionary annual cash bonuses satisfies the medium term compensation component. In the future, the Board may also consider the grant of options to purchase common shares of the Company with longer future vesting dates to satisfy the long term compensation component.

Option Based Awards

The Company has no compensation plans, including individual compensation arrangements, in effect as of September 9, 2011, in which equity securities of the Company are authorized for issuance or remain available for future issuance. The Company had no options, warrants or rights or other securities convertible into common shares outstanding as of September 9, 2011.

Summary Compensation Table

Name and Principal Position	Year	Salary ($)	Share-based Awards[2] ($)	Option-based Awards[3] ($)	Non-equity Incentive Plan Compensation[1] ($)		Pension Value ($)	All Other Compensation ($)	Total Compensation ($)
					Annual Incentive Plans	Long-term Incentive Plans			
Rob Trenaman President	2010 2009 2008	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil
Stuart Wooldridge Director	2010 2009 2008	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil
Steven Desmond Paquin[4] Director	-	-	-	-	-	-	-	-	-

(1) "Non-equity Incentive Plan Compensation" includes all compensation under an incentive plan or portion of an incentive plan that is not an equity incentive plan.

(2) "Share-based Awards" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

(3) "Option-based Awards" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features.

(4) Appointed in July 6, 2011.

Incentive Plan Awards

An "incentive plan" is any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period. An "incentive plan award" means compensation awarded, earned paid, or payable under an incentive plan.

Outstanding share-based awards and option-based awards

There were no share-based awards or option-based awards outstanding at the end of the most recently completed fiscal year.

Incentive plan awards – value vested or earned during the year

There were no plan awards value vested or earned during the most recently completed fiscal year.

Narrative Discussion

There was no re-pricing of stock options during the Company's completed financial year ended July 31, 2010.

The Company has no compensation plans, including individual compensation arrangements, in effect as of September 9, 2011, in which equity securities of the Company are authorized for issuance or remain available for future issuance.

Pension Plan Benefits

The Company does not currently have a defined benefit plan or any pension plans that provides for payments or benefits or, following, or in connection with retirement. No funds were set aside or accrued by the Company during the fiscal year ended July 31, 2010 to provide pension, retirement or similar benefits for its directors or officers pursuant to any existing plan provided or contributed to by the Company or its subsidiary.

Termination and Change of Control Benefits

The Company has no contract, agreement, plan or arrangement that provides for payments to an NEO, at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company or a change in the NEO's responsibilities.

Director Compensation

Narrative Discussion

The Company has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Company for their services in their capacity as directors, including any additional amounts payable for committee participation or special assignments.

The Company has no arrangements under which directors of the Company were compensated for services provided to the Company as consultants or experts.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Company has no compensation plans, including individual compensation arrangements, in effect as of September 9, 2011, in which equity securities of the Company are authorized for issuance or remain available for future issuance. The Company had no options, warrants or rights or other securities convertible into common shares outstanding as of September 9, 2011.

AUDIT COMMITTEE DISCLOSURE

The Audit Committee Charter

National Instrument 52-110 *Audit Committees* of the Canadian Securities Administrations ("**NI 52-110**") requires the Company, as a venture issuer, to disclose annually in its Information Circular, certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor.

Composition of the Audit Committee

As of the date of this Information Circular, the following are the members of the Audit Committee:

Robert Trenaman	Not Independent	Financially literate
Stuart Wooldridge	Not Independent	Financially literate
Steven Paquin	Independent	Financially literate

Relevant Education and Experience

For a description of the education and experience of each audit committee member that is relevant to the performance of their responsibilities as an audit committee member, please review the disclosure for Robert Trenaman, Stuart Wooldridge and Steven Pacquin under the heading "Election of Directors".

Audit Committee Charter

NI 52-110 requires an audit committee to have a written charter. Following the Meeting, the Company's will adopt an audit committee charter, the text of which is attached as Schedule C to the Information Circular, at the time the audit committee is appointed for the ensuing year.

Audit Committee Oversight

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

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the Audit Committee must 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 fiscal 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 above under the heading "External Auditor Service Fees".

External Auditor Service 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 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 aggregate fees billed by the Company's external auditor in the fiscal years ended July 31, 2010, 2009 and 2008 by category, are as follows:

Financial Year Ended July 31	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
2010, 2009 and 2008	$12,000	0	0	0

Exemption

The Company is relying on the exemption provided by section 6.1 of National Instrument 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of National Instrument 52-110.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former director, executive officer or employee, proposed nominee for election to the Board, or associate of such persons is, or has been, indebted to the Company since the beginning of the most recently completed financial year of the Company and no indebtedness remains outstanding as at the date of this Information Circular.

None of the directors or executive officers of the Company is or, at any time since the beginning of the most recently completed financial year, has been indebted to the Company or its subsidiary. None of the directors' or executive officers' indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year, has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiary.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed herein, no: (a) director, proposed director or executive officer of the Company; (b) person or company who beneficially owns, directly or indirectly, common shares or who exercises control or direction of common shares, or a combination of both, carrying more than ten percent of the voting rights attached to the common shares outstanding (an "**Insider**"); (c) director or executive officer of an Insider; or (d) associate or affiliate of any of the directors, executive officers or Insiders, has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company, except with an interest arising from the ownership of common shares where such person or company will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of the same class of common shares.

MANAGEMENT CONTRACTS

There were no management functions of the Company, which were, to any substantial degree, performed by a person other than the directors or executive officers of the Company.

CORPORATE GOVERNANCE

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices*, the Company is required to disclose its corporate governance practices as follows:

Board of Directors

The Board of the Company facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board. During the fiscal year ended July 31, 2010, the Board acted by consent resolution on 0 occasions and conducted a meeting of the Board on 2 occasions.

Steven Pacquin is "independent" in that he is independent and free from any interest and any business or other relationship which could or could reasonably be perceived to, materially interfere with the respective director's ability to act with the best interests of the Company, other than the interests and relationships arising from shareholders. As Robert Trenaman is the President of the Company, he is not considered independent. As Stuart Wooldridge will receive remuneration from the company, he is not independent.

Directorships

The following directors and proposed nominees for election as directors of the Company are also directors of other reporting issuers:

Stuart Wooldridge	Yuntone Capital Corp. Changyu MedTech Ltd. Weifei Capital Inc.
Steven Paquin	Changyu MedTech Ltd. Sino Environ Energy Tech Corp.. Canoel International Energy Ltd. QWIP Systems Inc.

Orientation and Continuing Education

The Board of the Company briefs all new directors with respect to the policies of the Board and other relevant corporate and business information. The Board does not provide any continuing education.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operate independently of management and in the best interests of the Company.

Nomination of Directors

The Board is responsible for identifying individuals qualified to become new members of the Board and recommending to the Board, new director nominees for the next annual meeting of shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the required time, show support for the Company's mission and strategic objectives, and a willingness to serve.

Compensation

The Board conducts reviews with regard to the compensation of the directors and the CEO or President once a year. To make its recommendations on such compensation, the Board takes into account the types of compensation and

the amounts paid to directors and officers of comparable publicly traded Canadian companies.

Other Board Committees

The Board only has an Audit Committee.

Assessments

The Board regularly monitors the adequacy of information given to directors, communications between the Board and management and the strategic direction and processes of the Board and its committees.

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

Except as disclosed elsewhere in this Information Circular, no director or executive officer of the Company who was a director or executive officer since the beginning of the Company's last financial year, each proposed nominee for election as a director of the Company, or any associate or affiliates of any such directors, officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of common shares or other securities in the Company or otherwise, in any matter to be acted upon at the Meeting other than the election of directors.

RATIFY ACTS OF DIRECTORS AND OFFICERS

The shareholders will be asked to confirm, ratify and approve all proceedings, resolutions, acts, deeds and things done, on behalf of the Company, by the Board, the Directors and the Officers of the Company since the last annual general meeting of the shareholders and ending upon the date of this Information Circular.

Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote for the approval and ratification of the proceedings, resolutions, acts, deeds and things done by the Board, the Directors and the Officers of the Company since the last annual general meeting of the shareholders and to authorize the Board, the Directors and the Officers of the Company to continue and proceed taking additional action on behalf of the Company during the ensuing year.

ADDITIONAL INFORMATION

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

Shareholders may contact the Company at its office by mail at Suite 1209 – 409 Granville Street, Vancouver, BC V6C 1T2, to request copies of the Company's financial statements and related Management's Discussion and Analysis (the "**MD&A**"). Financial information is provided in the Company's audited financial statements and MD&A for the years ended July 31, 2010, 2009 and 2008.

OTHER MATTERS

Other than the above, management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. However, if any other matters that are not known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgment.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this Information Circular have been approved and the delivery of it to each shareholder of the Company entitled thereto and to the appropriate regulatory agencies has been authorized by the Board of the Company.

Dated at Vancouver, BC as of September 9, 2011.

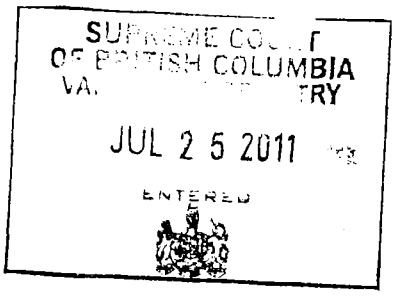
ON BEHALF OF THE BOARD

ELKHORN GOLD MINING CORPORATION

"Robert Trenaman"
Robert Trenaman
President

Schedule A

Court Order



Form 35 (Rules 8-4(1), 13-1(3) and 17-1(2))

No. **S114788**
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,
S.B.C. 2002, c. 57, ss. 229

AND

ELKHORN GOLD MINING CORPORATION

PETITIONER

ORDER MADE AFTER APPLICATION

BEFORE	) THE HONOURABLE MR.) JUSTICE WILLCOCK)	) 25/Jul/2011)

ON THE APPLICATION of Petitioner

☑ without notice coming on for hearing at the Law Courts, 800 Smithe Street, Vancouver, British Columbia on 21/Jul/2011 and on hearing Anna D. Sekunova, counsel for the Petitioner, and on reading the material filed herein;

THIS COURT ORDERS that:

1. the Petitioner, Elkhorn Gold Mining Corporation (the "Company") is hereby at liberty to call and conduct an annual and extraordinary general meeting (the "Meeting") no later than October 31, 2011, for the purposes including the following:

(a) placing before the Meeting the financial statements of the Company and associated auditors' reports for the fiscal periods ended July 31, 2008, July 31, 2009 and July 31, 2010;

(b) electing at least 3 directors;

(c) appointing auditors for the Company and authorizing the directors to set the auditors' remuneration;

2. the consequences in law of the Company's failure to hold annual general meetings for the financial years ended 2001 through 2009 (the "Financial Years"), contrary to section 139 of the Company Act, RSBC 1996, c. 62 (the "CA") and section 182 of the Business Corporations Act, SBC 2002, c. 57 (the "BCA"), and the Articles of the Company, be negated;

3. the consequences in law of the Company's failure to send its annual comparative financial statements and auditors reports and report of the directors to the auditor and to the shareholders of the Company for each of the Financial Years, contrary to section 172 of the CA, and to place such statements before the shareholders of the Company prior to the Meeting, be negated;

4. the consequences in law of the failure of the Company to send to its shareholders the interim comparative financial statements of the Company for the 6 month periods of each of the Financial Years, where such financial statements were not sent to the shareholders of the Company contrary to section 173 of the CA, be negated;

5. the consequences in law of the Company's failure to have at least three directors between April 28, 2001 and July 6, 2011, contrary to section 108 of the CA and section 120 of the BCA and Article 12.2 of the Articles of the Company, be negated;

6. the consequences in law of any defect in the appointment of Rob Trenaman, Stuart Wooldridge and David Paquin as directors of the Company are hereby negated, and such appointments as effective between July 17, 2001 and the Meeting, September 5, 2001 and the Meeting, and July 6, 2011 and the Meeting, respectively, are hereby confirmed;

7. the consequences of failing to have different individuals as President and Secretary of the Company between July 17, 2001 and September 5, 2001, contrary to section 133 of the CA, are hereby negated;

8. the consequences in law of the directors, rather than the shareholders of the Company as required by section 204(2) of the BCA, appointing Manning Elliott LLP as auditor of the Company in April 2011, are hereby negated;

9. the consequences in law of the directors' failure to appoint an audit committee following the annual general meeting of January 22, 2001 and thereafter, contrary to section 187 of the CA and 224 of the BCA, until an interim audit committee was appointed on July 7, 2011, be negated;

10. the consequences in law of the failure of the audit committee of the Company to be comprised of at least three directors, the majority of which are not officers or employees of the Company, as required by section 224 of the BCA, be negated.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

BY THE COURT

Registrar

APPROVED AS TO FORM:

Signature of lawyer for the Petitioner
Lawyer: Anna D. Sekunova

No. **S114788**
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *BUSINESS CORPORATIONS ACT*,
S.B.C. 2002, c. 57, ss. 229

AND

ELKHORN GOLD MINING CORPORATION

PETITIONER

ORDER MADE AFTER APPLICATION

File No.: 38248-1

CLARK WILSON LLP
800 – 885 West Georgia Street
Vancouver, BC V6C 3H1
604.687.5700

LAWYER: Anna D. Sekunova
(Direct #: 604-891-7790)

Schedule B

Stock Option Plan

ELKHORN GOLD MINING CORPORATION

STOCK OPTION PLAN

1. PURPOSE

The purpose of the Stock Option Plan (the "Plan") of Elkhorn Gold Mining Corporation, a body corporate incorporated under the *Business Corporation Act* (British Columbia) (the "Company"), is to attract, retain and motivate qualified directors, officers, employees and other service providers, to reward those parties for advancing the interests of the Company and to enable and encourage such individuals to acquire shares in the Company as long term investments.

2. ADMINISTRATION AND GRANTING OF OPTIONS

The Plan shall be administered by the Board of Directors of the Company or, if appointed, by a special committee of directors appointed from time to time by the Board of Directors of the Company, subject to approval by the Board of Directors of the Company (such committee or, if no such committee is appointed, the Board of Directors of the Company, is hereinafter referred to as the "Committee") pursuant to rules of procedure fixed by the Board of Directors.

The Committee may from time to time designate directors, officers, employees, consultants or management company employees of the Company (the "Participants") to whom Options to purchase common shares of the Company may be granted and the number of common shares to be optioned to each, provided that the total number of common shares to be optioned shall not exceed the number provided in Clauses 3 and 4 hereof. Options will only be granted to Participants as employees, consultants or management company employees who are bona fide employees, consultants or management company employees.

3. SHARES SUBJECT TO PLAN

Subject to adjustment as provided in Clause 13 hereof, the shares to be offered under the Plan shall consist of shares of the Company's authorized but unissued common shares. The aggregate number of shares to be delivered upon the exercise of all Options granted under the Plan shall not exceed the maximum number of shares permitted under the rules of any stock exchange on which the common shares are then listed or other regulatory body having jurisdiction, which maximum number of shares is presently determined from time to time as being equal to 10% of the issued shares of the Company at the time of any granting of Options (on a non-diluted basis). If any Option granted hereunder shall expire or terminate for any reason without having been exercised in full, the unpurchased shares subject thereto shall again be available for the purpose of this Plan.

4. NUMBER OF OPTIONED SHARES

The number of shares subject to an Option to a Participant, other than a Consultant (as defined in the policies of the TSX Venture Exchange) and an Employee (as defined in the policies of the TSX Venture Exchange) conducting Investor Relations Activities

(as defined in the policies of TSX Venture Exchange) shall be determined by the Committee, but no Participant, where the Company is listed on any stock exchange, shall be granted an Option which exceeds the maximum number of shares permitted under any stock exchange on which the common shares are then listed or other regulatory body having jurisdiction, which maximum number of shares is presently an amount equal to 5% of the then issued and outstanding shares of the Company (on a non-diluted basis) in any 12 month period.

The maximum number of shares subject to an Option to a Participant who is a Consultant is presently limited to an amount equal to 2% of the then issued and outstanding shares of the Company (on a non-diluted basis) in any 12 month period.

The maximum number of shares subject to an Option to all Participants who are Employees conducting Investor Relations Activities is presently limited to an aggregate amount equal to 2% of the then issued and outstanding shares of the Company (on a non-diluted basis) in any 12 month period.

5. VESTING

The Committee may, in its sole discretion, determine the time during which Options shall vest and the method of vesting or that no vesting restriction shall exist.

Options granted to Consultants performing Investor Relations Activities shall vest in stages over 12 months with no more than one quarter of the options vesting in any 3 month period.

6. MAINTENANCE OF SUFFICIENT CAPITAL

The Company shall at times during the term of the Plan reserve and keep available such numbers of shares as will be sufficient to satisfy the requirements of the Plan.

7. PARTICIPATION

The Committee shall determine to whom Options shall be granted, the terms and provisions of the respective Option agreements, the time or times at which such Options shall be granted and the number of shares to be subject to each Option. An individual who has been granted an Option may, if he is otherwise eligible, and if permitted by any stock exchange on which the common shares are then listed or other regulatory body having jurisdiction, be granted an additional Option or Options if the Committee shall so determine.

8. EXERCISE PRICE

The exercise price of the shares covered by each Option shall be determined by the Committee. The exercise price shall not be less than the price permitted by any stock exchange on which the common shares are then listed or other regulatory body having jurisdiction.

9. DURATION OF OPERATION

Each Option and all rights thereunder shall be expressed to expire on the date set out in the Option agreements and shall be subject to earlier termination as provided in Clauses 11 and 12.

10. OPTION PERIOD, CONSIDERATION AND PAYMENT

(a) The Option Period shall be a period of time fixed by the Committee, not to exceed the maximum period permitted by any stock exchange on which the common shares are then listed or other regulatory body having jurisdiction, which maximum period is presently 10 years from the date the Option is granted, provided that the Option Period shall be reduced with respect to any Option as provided in Clauses 11 and 12 covering cessation as a director, officer, employee or consultant of the Company or death of the Participant.

(b) Except as set forth in Clauses 11 and 12, no Option may be exercised unless the Participant is, at the time of such exercise, a director, officer, employee or consultant of the Company.

(c) The exercise of any Option will be contingent upon receipt by the Company at its head office of a written notice of exercise, specifying the number of shares with respect to which the Option is being exercised, accompanied by cash payment, certified cheque or bank draft for the full purchase price of such shares with respect to which the Option is exercised. No Participant or his legal representatives, legatees or distributees will be, or will be deemed to be, a holder of any shares subject to an Option under this Plan unless and until the certificates for such shares are issued to such persons under the terms of the Plan.

11. CEASING TO BE A DIRECTOR, OFFICER, EMPLOYEE OR CONSULTANT

If a Participant shall cease to be a director, officer, employee or consultant, as the case may be, of the Company for any reason (other than death), he may, but only within 90 days next succeeding his ceasing to be a director, officer, employee or consultant, exercise his Option to the extent that he was entitled to exercise it at the date of such cessation provided that, in the case of a Participant who is engaged in Investor Relations Activity (as that term is defined in the policies of the TSX Venture Exchange) on behalf of the Company, this 90 day period referenced herein shall be shortened to 30 days.

Nothing contained in the Plan, nor in any Option granted pursuant to the Plan, shall as such confer upon any Participant any right with respect to continuance as a director, officer, employee or consultant of the Company or of any affiliate.

12. DEATH OF A PARTICIPANT

In the event of the death of a Participant, the Option previously granted to him shall be exercisable only within the 12 months next succeeding such death and then only:

(a) by the person or persons to whom the Participant's rights under the Option shall pass by the Participant's will or the laws of descent and distribution; and

(b) if and to the extent that he was entitled to exercise the Option at the date of his death.

13. ADJUSTMENTS

Appropriate adjustments in the number of common shares optioned and in the Option price per share, as regards, Options granted or to be granted, may be made by the Committee in its discretion to give effect to adjustments in the number of common shares of the Company resulting subsequent to the approval of the Plan by the Committee from subdivisions, consolidations or reclassification of the common shares of the Company, the payment of stock dividends by the Company or other relevant changes in the capital of the Company.

14. TRANSFERABILITY

All benefits, rights and Options accruing to the Participant in accordance with the terms and conditions of the Plan shall not be transferable or assignable unless specifically provided herein. During the lifetime of a Participant any benefits, rights and Options may only be exercised by the Participant.

15. AMENDMENT AND TERMINATION OF PLAN

The Committee may, at any time, suspend or terminate the Plan. The Board of Directors may, subject to such approvals as may be required under the rules of any stock exchange or which the common shares are then listed or other regulatory body having jurisdiction, also at any time amend or revise the terms of the Plan, Provided that no such amendment or revision shall alter the terms of any Options theretofore granted under the Plan.

16. NECESSARY APPROVALS

The ability of the Options to be exercised and the obligation of the Company to issue and deliver shares in accordance with the Plan is subject to any approvals which may be required from the shareholders of the Company, any regulatory authority or stock exchange having jurisdiction over the securities of the Company. If any shares cannot be issued to the Participant for whatever reason, the obligation of the Company to issue such shares shall terminate and any Option exercise price paid to the Company will be returned to the Participant.

17. DISINTERESTED SHAREHOLDER APPROVAL

The Company must obtain disinterested shareholder approval of stock options if:

(a) the stock option plan, together with all of the Company's previously established and outstanding stock option plans or grants, could result at any time in:

(i) the number of shares reserved for issuance under stock options granted to Participants who are insiders exceeding 10% of the issued shares;

(ii) the grant to Participants who are insiders, within a 12 month period, of a number of options exceeding 10% of the issued shares; or

(iii) the issuance to any one Optionee, within a 12 month period, of a number of shares exceeding 5% of the issued shares; or

(b) the Company is decreasing the exercise price of stock options previously granted to Participants who are insiders.

18. PRIOR PLANS

The Plan shall entirely replace and supersede any prior share option plans, if any, enacted by the Board of Directors of the Company or its predecessor corporations.

19. EFFECTIVE DATE OF PLAN

The Plan has been adopted by the Board of Directors subject to the approval of any stock exchange on which the shares of the Company are to be listed or other regulatory body having jurisdiction and approval of the shareholders and, if so approved, the Plan shall become effective upon such approvals being obtained.

Schedule C

Audit Committee Charter

Audit Committee Charter

The following Audit Committee Charter was adopted by the Audit Committee of the Board of Directors and the Board of Directors of **ELKHORN GOLD MINING CORPORATION** (the "Company"):

Mandate

The primary function of the audit committee (the "Committee") is to assist the Company's Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements;
- review and appraise the performance of the Company's external auditors; and
- provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

Composition

The Committee shall be comprised of a minimum three directors as determined by the Board of Directors. If the Company ceases to be a "venture issuer" (as that term is defined in National Instrument 51-102), then all of the members of the Committee shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

If the Company ceases to be a "venture issuer" (as that term is defined in National Instrument 51-102), then all members of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Audit Committee Charter, the definition of "financially literate" is 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 presumably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of

Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet a least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

1. Documents/Reports Review

   (a) review and update this Audit Committee Charter annually; and

   (b) review the Company's financial statements, MD&A and any annual and interim earnings press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

2. External Auditors

   (a) review annually, the performance of the external auditors who shall be ultimately accountable to the Company's Board of Directors and the Committee as representatives of the shareholders of the Company;

   (b) obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1;

   (c) review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors;

   (d) take, or recommend that the Company's full Board of Directors take appropriate action to oversee the independence of the external auditors, including the resolution of disagreements between management and the external auditor regarding financial reporting;

   (e) recommend to the Company's Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval;

(f) recommend to the Company's Board of Directors the compensation to be paid to the external auditors;

(g) at each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements;

(h) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company;

(i) review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements; and

(j) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:

(i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided,

(ii) such services were not recognized by the Company at the time of the engagement to be non-audit services, and

(iii) such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

3. Financial Reporting Processes

(a) in consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external;

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

(c) consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management;

(d) review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments;

(e) following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;

(f) review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements;

(g) review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented;

(h) review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;

(i) review certification process;

(j) establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and

(k) establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

4. Other

(a) review any related-party transactions;

(b) engage independent counsel and other advisors as it determines necessary to carry out its duties; and

(c) to set and pay compensation for any independent counsel and other advisors employed by the Committee.