

ONE WORLD INVESTMENTS INC.

Suite 200 – 905 West Pender Street
Vancouver, British Columbia V6C 1L6

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON MARCH 19, 2013

AND

INFORMATION CIRCULAR

February 18, 2013

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 advisors.

ONE WORLD INVESTMENTS INC.
Suite 200 – 905 West Pender Street
Vancouver, British Columbia V6C 1L6

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS OF ONE WORLD INVESTMENTS INC.:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of shareholders of One World Investments Inc. (the “**Company**”) will be held at the offices of Clark Wilson LLP, located at 900 - 885 West Georgia Street, Vancouver, British Columbia, on Tuesday, March 19, 2013, at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive the consolidated audited financial statements of the Company for the financial year ended December 31, 2011, and accompanying report of the auditors;
2. to appoint Dale Matheson Carr-Hilton Labonte LLP as the auditors of the Company for the financial year ended December 31, 2012;
3. to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the financial year ended December 31, 2012;
4. to set the number of directors of the Company for the ensuing year at five;
5. to elect Kevin Beaulieu, Bryce Clark, Halsey Johnston, Morris Elden Schorn and David Hackman as 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 an ordinary resolution to adopt the Company’s proposed 2013 incentive stock option plan, as more particularly described in the Information Circular;
7. to consider, and if thought fit, to approve a special resolution to amend the Articles of the Company such that the directors may authorize a change in the name of the Company without shareholder approval; and
8. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying 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 has fixed February 12, 2013 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, Computershare Investor Services Inc., 3rd Floor – 510 Burrard Street, Vancouver, BC V6C 3B9 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 have 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 securities 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 18th day of February, 2013.

By Order of the Board of Directors of

ONE WORLD INVESTMENTS INC.

“Kevin Beaulieu”

Kevin Beaulieu

President, Chief Executive Officer and Director

PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED PROXY FORM AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED IN ACCORDANCE WITH THE PROXY INSTRUCTIONS.

ONE WORLD INVESTMENTS INC.

Suite 200 – 905 West Pender Street
Vancouver, British Columbia V6C 1L6

INFORMATION CIRCULAR

February 18, 2013

INTRODUCTION

This Information Circular accompanies the Notice of Annual General and Special Meeting of Shareholders (the “**Notice**”) and is furnished to the shareholders (the “**Shareholders**”) holding common shares (the “**Common Shares**”) in the capital of One World Investments Inc. (the “**Company**”) in connection with the solicitation by the management of the Company of proxies to be voted at the Annual General and Special Meeting (the “**Meeting**”) of the Shareholders to be held at 10:00 a.m. (Vancouver time) on Tuesday, March 19, 2013 at the offices of Clark Wilson LLP, 900 - 885 West Georgia Street, Vancouver, British Columbia, or at any adjournment or postponement thereof.

Date and Currency

The date of this Information Circular is February 18, 2013. Unless otherwise stated, all amounts herein are in Canadian dollars.

PROXIES AND VOTING RIGHTS

Management Solicitation

The solicitation of proxies by management of the Company will be conducted by mail and may be supplemented by telephone or other personal contact and such solicitation will be made without special compensation granted to the directors, regular 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 Information Circular and related proxy materials 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 that such Shareholder holds on February 12, 2013 (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, Computershare Investor Services Inc. (the “**Transfer Agent**”), at its offices located on the 3rd Floor, 510 Burrard Street, Vancouver, British Columbia V6B 3B9, by mail or fax, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) 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, should 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 by a Registered Shareholder 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. If the Shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the Common Shares represented will be voted or withheld from the vote on that matter accordingly. 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"), for the appointment of the auditors, for the adoption of the stock option plan and for the amendment to the Company's articles.

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 the determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

NON-REGISTERED HOLDERS

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most Shareholders are "non-registered" Shareholders because the Common Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Common Shares. More particularly, a person is not a registered Shareholder in respect of Common Shares which are held on behalf of that person (the "**Non-Registered Holder**") but which are registered either: (a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators or self-administered RRSP's, RRIF's, RESP's and similar plans); or (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. ("**CDS**")) of which the Intermediary is a participant. In accordance with the requirements as set out in National Instrument 54-101 of the Canadian Securities Administrators ("**NI 54-101**"), the Company has distributed copies of the Notice of Meeting, this Information Circular and the form of Proxy (collectively, the "**Meeting Materials**") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

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

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

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

There are two kinds of beneficial owners – those who object to their name being made known to the issuers of securities which they own (called OBOs for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called NOBOs for Non-Objecting Beneficial Owners). Pursuant to NI 54-101, issuers can obtain a list of their NOBOs from intermediaries for distribution of proxy-related materials directly to NOBOs.

These security holder materials are being sent to both registered and non-registered owners of the Common Shares. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

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 an unlimited number of Common Shares without par value. As at the Record Date, determined by the Board to be the close of business on February 12, 2013, a total of 5,055,506 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 (February 12, 2013) 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 Company's directors and executive officers, no person or company beneficially owns, or controls or directs, directly or indirectly, 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	Percentage of Outstanding Common Shares ⁽¹⁾
CDS & CO ⁽²⁾	2,651,833	52.45%
Big 5 Investment Group	1,166,667	23.08%

⁽¹⁾ Based on 5,055,506 Common Shares issued and outstanding as of the Record Date. 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.

RECEIPT OF FINANCIAL STATEMENTS

The directors will place before the Meeting the audited consolidated financial statements for the financial year ended December 31, 2011 together with the auditors' report thereon.

NUMBER OF DIRECTORS

The Articles of the Company provide for a board of directors of no fewer than three directors and no greater than a number as fixed or changed from time to time by majority approval of the Shareholders.

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 five. The number of directors will be approved if the affirmative vote of at least a majority of Common Shares present or represented by proxy at the Meeting and entitled to vote thereat are voted in favour of setting the number of directors at five.

Management recommends the approval of an ordinary resolution to set the number of directors of the Company at five.

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. The Company's current Board consists of Kevin Beaulieu, Bryce Clark, Halsey Johnston, Morris Elden Schorn and David Hackman. 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 Board.

Management of the Company proposes to nominate all of the current directors, as further described in the table below, for election by the Shareholders as directors of the Company to hold office until the next annual general meeting. Information concerning such persons, as furnished by the individual directors, is as follows:

Name, Province/State, Country of Residence and Position(s) with the Company ⁽¹⁾	Principal Occupation Business or Employment for Last Five Years	Periods during which Nominee has Served as a Director	Number of Voting Securities of the Company Beneficially Owned or Controlled or Directed, Directly or Indirectly ⁽²⁾
<p>Kevin Beaulieu⁽³⁾⁽⁴⁾ BC, Canada <i>President, CEO and Director</i></p>	<p>Over 10 years of experience in corporate communications and corporate finance with the global investment community. President, CEO and director of the Company since February 2012. Director of North American Potash Developments Inc. since January 2012, a mineral exploration development company listed on the TSX Venture Exchange (the “TSXV”). Chief Financial Officer of Ethos Consulting Ltd. from 2009 to 2011 a private company that provides investor relations consulting services.</p>	<p>Since February 16, 2012</p>	<p>Nil</p>
<p>Bryce Clark BC, Canada <i>CFO, Secretary and Director</i></p>	<p>Certified General Accountant. Since 2004, Mr. Clark has been a partner of Minni, Clark & Company. From November 2007 to March 2012, Mr. Clark was the CFO and a director of Rio Grande Mining Corp., a junior mineral exploration company listed on the TSXV. During the previous five years, Mr. Clark has been a director of New Destiny Mining Corp., a junior mineral exploration company listed on the TSXV, Pacific Potash Corporation, a junior mineral exploration company listed on the TSXV, Avantec Technologies Inc., a technology company previously listed on the TSXV, Megastar Development Corporation, a junior mineral exploration company listed on the TSXV, IBC Advanced Alloys Corp., a junior mineral exploration company listed on the TSXV and Westar Resources Corp., a mineral exploration company.</p>	<p>Since February 16, 2012</p>	<p>Nil</p>
<p>Halsey Johnston BC, Canada <i>Director</i></p>	<p>President and director of West Peak Capital Corp. since July 2011, a private company which provides consulting services to private and public companies involved in renewable energy, sustainable living solutions, technology, and natural resource exploration and development. Financial consultant with Zoro Mining Corporation since July 2011, a mineral exploration company listed on the OTCBB. Investor relations for Pacific Copper Corporation from June 2008 to October 2010, a mineral exploration company listed on the OTCBB. Investor relations for Global Green Solutions Inc. from November 2007 to July 2011, a junior industrial company listed on the OTCBB. Chairman, CEO and director of Velocity Chemicals Ltd. from September 2005 to December 2007, a private chemical manufacturing company.</p>	<p>Since September 28, 2011</p>	<p>Nil</p>

Name, Province/State, Country of Residence and Position(s) with the Company ⁽¹⁾	Principal Occupation Business or Employment for Last Five Years	Periods during which Nominee has Served as a Director	Number of Voting Securities of the Company Beneficially Owned or Controlled or Directed, Directly or Indirectly ⁽²⁾
<p>Morris Elden Schorn⁽³⁾⁽⁴⁾ BC, Canada <i>Director</i></p>	<p>Currently president of Windstone Financial Corp., a private company which provides financial services, investor relations support, government relations and consulting services to companies and industry associations as well as to the federal and provincial government. Mr. Schorn has had 20 years of progressive and increasingly responsible positions in the federal and provincial governments in Canada in areas of social education and economic program delivery and in environmental regulations. In addition, Mr. Schorn has had 10 years in the private sector in social/economic consulting, business management, and the structuring of project financing. Director of Smartcool Systems Inc., a technology company listed on the TSXV, from January 2010 to present. Director of Global Green Solutions Inc. from February 2006 to present, a junior industrial company listed on the OTCBB. Director of Gravis Oil Corporation, junior exploration company that was listed on the OTCBB, from April 2011 to present. Director of Snowdon Resources Corporation, a junior exploration company that was listed on the OTCBB, from January 2003 to October 2009.</p>	<p>Since June 9, 2004</p>	<p>Nil</p>
<p>David Hackman⁽³⁾⁽⁴⁾ AZ, USA <i>Director</i></p>	<p>Registered Geological Engineer with the State of Arizona since 1971. Vice-President and director of Zoro Mining Corporation since 2007, a mineral exploration company listed on the OTCBB. Vice President of First Potash Corp. since 2009, a junior mineral exploration company listed on the TSXV. President and Director since 2011 and Vice-President Exploration from 2007 to 2011 of Pacific Copper Corporation, a mineral exploration company listed on the OTCBB. Vice-President and director of War Eagle Mining Company, Inc. from 2000 to 2009, a junior mineral exploration company listed on the TSXV.</p>	<p>Since April 30, 2012</p>	<p>Nil</p>

(1) The information as to country and province or state of residence, and principal occupation, not being within the knowledge of the Company, has been furnished by the respective nominees.

(2) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at the Record Date is based upon information furnished to the Company by the respective nominees. Unless otherwise indicated, such Shares are held directly.

(3) Member of the audit committee.

(4) Member of Compensation Committee.

The term of office of those nominees set out above, who are presently directors, will expire as of the date of the Meeting. All of the directors who are elected at the Meeting will have their term of office expire at the next annual general meeting or at such time when their successors are duly elected or appointed in accordance with the Company's Articles, or with the provisions of applicable corporate legislation or until such director's earlier death, resignation or removal.

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.

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

Orders

To the best of management's knowledge, other than as disclosed below, no proposed director of the Company is, or within the 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.

David Hackman is a director and or officer of the following companies which had cease trade orders issued against them:

- (a) On October 11, 2012, Pacific Copper Corporation Inc. ("**Pacific Copper**") was issued a cease trade order by the British Columbia Securities Commission (the "**BCSC**") for failing to file interim financial statements and Form 51-102F1 Management's Discussion and Analysis for period ending July 31, 2012. The cease trade order remains in effect.
- (b) On March 8, 2012, Pacific Copper was issued a cease trade order by the BCSC for failing to file Form 51-102F1 Management's Discussion and Analysis for period ending October 31, 2011 and Form 51-102F2 Annual Information for year ending October 31, 2011. On March 15, 2012, the BCSC revoked its cease trade order issued on March 8, 2012 against Pacific Copper. In order to comply with the BCSC standards, Pacific Copper filed the necessary Form 51-102F1 and Form 51-102F2 for period ending October 31, 2011.
- (c) On December 11, 2009, Zoro Mining Corp. ("**Zoro Mining**") was issued a cease trade order by the BCSC for failing to comply with the BCSC regulations, governing the filing of technical reports and for failing to file Form 45-106F1 Report of Exempt Distribution under 6.1 of National Instrument Prospectus and Registration Exemptions. On July 21, 2010, the BCSC revoked its cease trade order issued on December 11, 2011 against Zoro Mining. In order to comply with the BCSC standards, Zoro Mining obtained technical reports under Canadian National Instrument 43-101 Standards of Disclosure for Mineral Projects with respect to the Don Beno and the Yura projects. Zoro Mining also filed the necessary 45-106F1 Exemption Report.

Mr. Hackman and Mr. Schorn were directors of Pacific Copper at the time that Pacific Copper was issued a cease trade order by the BCSC on October 28, 2008 for allegedly failing to comply with BCSC regulations, governing the filing of technical reports and for other non-compliant technical disclosure issues. On May 8, 2009 the BCSC revoked its cease trade order issued on October 28, 2008 against

Pacific Copper. In order to comply with the BCSC standards, Pacific Copper obtained technical reports under Canadian National Instrument 43-101 Standards of Disclosure for Mineral Projects with respect to each of the La Guanaca, El Corral and La Mofralla and Venapi properties and amended its annual report for the fiscal year ended October 31, 2008 to indicate that it considers such properties to be material. for allegedly failing to comply with BCSC regulations, governing the filing of technical reports and for other non-compliant technical disclosure issues. On May 8, 2009 the BCSC revoked its cease trade order issued on October 28, 2008 against Pacific Copper. In order to comply with the BCSC standards, Pacific Copper obtained technical reports under Canadian National Instrument 43-101 Standards of Disclosure for Mineral Projects with respect to each of the La Guanaca, El Corral and La Mofralla and Venapi properties and amended its annual report for the fiscal year ended October 31, 2008 to indicate that it considers such properties to be material.

Mr. Schorn was a director of Global Green Solutions Inc. on April 11, 2012 at which time the BCSC issued a cease trade order for failure to file comparative annual financial statements for its financial year ended November 30, 2011, a Form 51-102F1 Management's Discussion and Analysis for the period ended November 30, 2011 and a Form 51-102F2 Annual Information Form for the year ended November 30, 2011. The cease trade order is still in effect.

Bankruptcies

To the best of management's knowledge, other than as disclosed below, no proposed director of the Company has, within 10 years before the date of this Information Circular, been a director or an executive officer of any 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. Halsey Johnston was the managing director of Metrovan Hotsy Equipment Ltd. from December 2000 to December 2007. Metrovan Hotsy Equipment Ltd. filed for bankruptcy protection in December 2007.

To the best of management's knowledge, other than as disclosed below, no proposed director of the Company 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 became 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. On September 26, 2003, Mr. Schorn made a proposal to a creditor which proposal was subsequently accepted by the creditor on November 1, 2006.

Penalties or Sanctions

To the best of management's knowledge, no proposed director of the Company has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a 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;

“**NEO**” or “**named executive officer**” means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the three most highly compensated executive officers of the company, including any of its subsidiaries, 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 in accordance with subsection 1.3(6) of Form 51-102F6 *Statement of Executive Compensation*, for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in a similar capacity, at that financial year.

Compensation Discussion and Analysis

Compensation Discussion and Analysis and Compensation Governance

The Company’s compensation program is intended to attract, motivate, reward and retain the management talent needed to achieve the Company’s business objectives of improving overall corporate performance and creating long-term value for the Shareholders. The compensation program is intended to reward executive officers on the basis of individual performance and achievement of corporate objectives. The Company’s current compensation program is comprised of base salary, short term incentives such as discretionary bonuses and long term incentives such as stock options.

The compensation committee of the Board (the “**Compensation Committee**”), through discussions without any formal objectives, criteria or analysis, is responsible for recommending to the Board all forms of compensation to be granted to the executive officers of the Company, as well as to its directors, and for reviewing the CEO’s recommendations regarding compensation of the other senior executives of the Company, to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation of the Company’s executive officers, the Committee considers: (i) recruiting and retaining executives critical to the success of the Company and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balance the interests of management and Shareholders; and (iv) rewarding performance, both on an individual basis and with respect to operations in general. In order to achieve these objectives, the compensation paid to the NEOs, if any, consists of base salary and/or long-term incentive in the form of stock options. NEOs that are also directors of the Company and are involved in discussions relating to compensation disclose their interest in and abstain from voting on compensation decisions relating to them, as applicable, in accordance with applicable corporate legislation.

In making compensation decisions the Compensation Committee strives to find a balance between short-term and long-term compensation and cash versus equity incentive compensation. Base salaries or fees

and discretionary cash bonuses primarily reward recent performance and incentive stock options encourage NEOs and directors to continue to deliver results over a longer period of time and serve as a retention tool. The annual salary or fee for each NEO, as applicable, is recommended by the Compensation Committee and determined by the Board based on the level of responsibility and experience of the individual, the relative importance of the position to the Company, the professional qualifications of the individual and the performance of the individual over time. The NEOs' performances and salaries or fees are to be reviewed periodically. Increases in salary or fees are to be evaluated on an individual basis and are performance and market-based. The amount and award of cash bonuses to key executives and senior management is discretionary, depending on, among other factors, the financial performance of the Company and the position of a participant.

Given the Company's current stage of development, the implications of the risks associated with the Company's compensation policies and practices have not been considered by the Board or its Compensation Committee. Under the Company's compensation policies and practices, NEOs and directors are not prevented from purchasing financial instruments, including 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 NEO or director.

The members of the Compensation Committee of the Board are as follows:

Member	Independent⁽¹⁾
Kevin Beaulieu	Not Independent ⁽²⁾
Morris Elden Schorn	Independent
David Hackman	Independent

⁽¹⁾ A member of the Compensation Committee is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

⁽²⁾ Mr. Beaulieu is not independent as he is the President and CEO of the Company.

Mr. Beaulieu and Mr. Hackman have previously served as director and/or officers of other reporting issuers and Mr. Schorn has served as a director of the Company for several years and in such capacities they have been involved with making decisions with respect to executive compensation. The skills and experience that the Compensation Committee members obtained from serving in such capacities enables them to make decisions as a committee on the suitability of the Company's compensation policies and practices.

See "Corporate Governance" for a discussion of the responsibilities, powers and operations of the Compensation Committee.

Share-based and Option-based Awards

The Company regards the strategic use of incentive stock options as a cornerstone of the Company's compensation plan. The Company is committed to long-term incentive programs that promote the continuity of an excellent management team and, therefore, the long-term success of the Company. The Company established a formal plan under which stock options may be granted to directors, officers, employees and consultants as an incentive to serve the Company in attaining its goal of improved shareholder value. It applies to personnel at all levels and continues to be one of the Company's primary tools for attracting, motivating and retaining qualified personnel which is critical to the Company's success. The Board is responsible for administering the Company's stock option plan and determining the

type and amount of compensation to be paid to directors, officers, employees and consultants of the Company including the awards of any stock options under a stock option plan. Stock options are typically part of the overall compensation package for executive officers and employees. The Company's current stock option plan (the "**Existing Plan**") is a fixed plan whereby the total number of Common Shares that may be issued under the Existing Plan is 441,134. The Board adopted a new 10% rolling plan (the "**2013 Plan**") whereby, the aggregate number of Common Shares reserved for issuance under the 2013 Plan, including any other plan or agreement of the Company (including the Existing Plan) shall not exceed 10% of the total number of issued and outstanding Common Shares at the time an option is granted, subject to Shareholder and TSXV approval. See "Particulars of Matters to be Acted Upon – Approval of 2013 Stock Option Plan" for further details regarding the Company's 2013 Plan.

All grants of stock options to the NEOs are reviewed and approved by the Board upon recommendations from the Compensation Committee. In evaluating option grants to an NEO, the Board evaluates a number of factors including, but not limited to: (i) the number of options already held by such NEO; (ii) a fair balance between the number of options held by the NEO concerned and the other executives of the Company, in light of their responsibilities and objectives; and (iii) the value of the options (generally determined using a Black-Scholes analysis) as a component in the NEO's overall compensation package.

Summary Compensation Table

Particulars of compensation paid to each individual that was a NEO in the financial year ended December 31, 2011 are set out in the summary compensation table below for the Company's financial years ended December 31, 2009, 2010 and 2011:

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			
Stanley Lanzet <i>Former CEO and Director</i> ⁽⁴⁾	2011	30,000	Nil	Nil	Nil	Nil	Nil	19,500	49,500
	2010	30,000	Nil	Nil	Nil	Nil	Nil	Nil	30,000
	2009	39,636	Nil	25,000	Nil	Nil	Nil	11,000	75,636
Liza Lanzet <i>Former CFO</i> ⁽⁵⁾	2011	Nil	Nil	Nil	Nil	Nil	Nil	25,000	25,000
	2010	30,000	Nil	Nil	Nil	Nil	Nil	3,084	33,084
	2009	30,000	Nil	Nil	Nil	Nil	Nil	Nil	30,000
Michael Raftery <i>Former CFO</i> ⁽⁶⁾	2011	6,750	Nil	Nil	Nil	Nil	Nil	Nil	6,750
	2010	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2009	31,175	Nil	Nil	Nil	Nil	Nil	Nil	31,175

(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) Stanley Lanzet resigned as President, CEO and director of the Company on February 9, 2012.

(5) Liza Lanzet resigned as the CFO on February 9, 2012.

(6) Michael Raftery resigned as the CFO on October 25, 2011.

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Michael Raftery <i>Former CFO</i> ⁽³⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) Stanley Lanzet resigned as President, CEO and director of the Company on February 9, 2012.

(2) Liza Lanzet resigned as the CFO on February 9, 2012.

(3) Michael Raftery resigned as the CFO on October 25, 2011.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned for all incentive plan awards during the most recently completed financial year by each NEOs:

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Stanley Lanzet <i>Former CEO and Director</i> ⁽¹⁾	Nil	N/A	N/A
Liza Lanzet <i>Former CFO</i> ⁽²⁾	Nil	N/A	N/A
Michael Raftery <i>Former CFO</i> ⁽³⁾	Nil	N/A	N/A

(1) Stanley Lanzet resigned as President, CEO and director of the Company on February 9, 2012.

(2) Liza Lanzet resigned as the CFO on February 9, 2012.

(3) Michael Raftery resigned as the CFO on October 25, 2011.

Narrative Discussion

On February 9, 2012, Stanley Lanzet resigned as President, CEO and a director of the Company and Liza Lanzet resigned as CFO of the Company and were replaced, respectively, by Kevin Beaulieu who was appointed as CEO, President and director of the Company and Bryce Clark who was appointed CFO, Secretary and director of the Company.

Subsequent to the financial year ended December 31, 2011, no stock options have been granted to NEOs. See “Statement of Executive Compensation – Compensation Discussion and Analysis”, “Statement of Executive Compensation – Summary Compensation Table – Narrative Discussion” and “Particulars of Matters to be Acted Upon – Approval of 2013 Stock Option Plan” for a description of all plan based awards and their significant terms.

Pension Plan Benefits

The Company does not have a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.

Termination and Change of Control Benefits

The Company does not have any other plan or arrangement whereby any NEO may be compensated in the event of that NEOs resignation, retirement or other termination of employment, or in the event of a change of control of the Company or a change in the NEOs responsibilities following such a change of control.

Director Compensation

Director Compensation Table

The following table sets forth the details of compensation provided to the Company's directors, other than the NEOs, during the Company's financial year ended December 31, 2011:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Halsey Johnston ⁽¹⁾	15,000	Nil	Nil	Nil	Nil	Nil	15,000
Morris Elden Schorn ⁽²⁾	Nil	Nil	Nil	Nil	Nil	9,464	9,464
Benjamin Lanzet ⁽³⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Alex Lanzet ⁽⁴⁾	29,334	Nil	Nil	Nil	Nil	30,000	59,334

⁽¹⁾ Halsey Johnston has been a director of the Company since September 28, 2011.

⁽²⁾ Morris Elden Schorn has been a director of the Company since June 9, 2004.

⁽³⁾ Benjamin Lanzet resigned as a director of the Company on February 9, 2012.

⁽⁴⁾ Alex Lanzet resigned as a director of the Company on September 28, 2011.

Narrative Discussion

Other than as set forth in the foregoing, no director of the Company, during the financial year ended December 31, 2011, who was not an NEO has received compensation pursuant to:

- (a) any standard arrangement for the compensation of directors for their services in their capacity as directors, including any additional amounts payable for committee participation or special assignments;
- (b) any other arrangement, in addition to, or in lieu of, any standard arrangement, for the compensation of directors in their capacity as directors; or
- (c) any arrangement for the compensation of directors for services as consultants or experts.

Subsequent to the financial year ended December 31, 2011, on February 9, 2012, Benjamin Lanzet resigned as a director of the Company and on April 30, 2012, David Hackman was appointed as a director of the Company.

Subsequent to the financial year ended December 31, 2011, the Company has not entered into any management agreements with any of its directors although management fees and professional fees were paid, in the ordinary course of business, to companies which have certain directors in common with the

Company. See the unaudited consolidated interim financial statements of the Company for the nine months ended September 30, 2012 available on SEDAR at www.sedar.com.

Incentive Plan Awards for Directors

Outstanding Share-based Awards and Option-based Awards

The following table sets forth the outstanding share-based awards and option-based awards for each of the directors of the Company that were outstanding as at December 31, 2011:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Halsey Johnston ⁽¹⁾	Nil	Nil	Nil	N/A	N/A	N/A
Morris Elden Schorn ⁽²⁾	Nil	Nil	Nil	N/A	N/A	N/A
Benjamin Lanzet ⁽³⁾	Nil	Nil	Nil	N/A	N/A	N/A
Alex Lanzet ⁽⁴⁾	Nil	Nil	Nil	N/A	N/A	N/A

⁽¹⁾ Halsey Johnston has been a director of the Company since September 28, 2011.

⁽²⁾ Morris Elden Schorn has been a director of the Company since June 9, 2004.

⁽³⁾ Benjamin Lanzet resigned as a director of the Company on February 9, 2012.

⁽⁴⁾ Alex Lanzet resigned as a director of the Company on September 28, 2011.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned for all incentive plan awards during the most recently completed fiscal year by each director:

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Halsey Johnston ⁽¹⁾	Nil	Nil	N/A
Morris Elden Schorn ⁽²⁾	Nil	Nil	N/A
Benjamin Lanzet ⁽³⁾	Nil	Nil	N/A
Alex Lanzet ⁽⁴⁾	Nil	Nil	N/A

⁽¹⁾ Halsey Johnston has been a director of the Company since September 28, 2011.

⁽²⁾ Morris Elden Schorn has been a director of the Company since June 9, 2004.

⁽³⁾ Benjamin Lanzet resigned as a director of the Company on February 9, 2012.

⁽⁴⁾ Alex Lanzet resigned as a director of the Company on September 28, 2011.

Narrative Discussion of Incentive Plan Awards for Directors

Subsequent to the financial year ended December 31, 2011, no stock options have been granted to directors. See “Statement of Executive Compensation – Compensation Discussion and Analysis”, “Statement of Executive Compensation – Summary Compensation Table – Narrative Discussion” and “Particulars of Matters to be Acted Upon – Approval of 2013 Stock Option Plan” for a description of all plan based awards and their significant terms.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Equity Compensation Plan Information

The following table sets forth details of the Company’s compensation plans under which equity securities of the Company are authorized for issuance at the end of the Company’s financial year ended December 31, 2011.

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights⁽¹⁾	(b) Weighted-average exercise price of outstanding options, warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans previously approved by securityholders ⁽¹⁾	Nil	N/A	Nil
Equity compensation plans not previously approved by securityholders	N/A	N/A	N/A
Total	Nil	N/A	Nil

⁽¹⁾ The Company’s Existing Plan is a fixed plan whereby the total number of Common Shares that may be issued under the Existing Plan is 441,134. The Existing Plan was adopted by the Shareholders of the Company on September 28, 2011. The Company intends to obtain Shareholder approval for the 2013 Plan whereby, the aggregate number of Common Shares reserved for issuance under the 2013 Plan, including any other plan or agreement of the Company (including the Existing Plan) shall not exceed 10% of the total number of issued and outstanding Common Shares at the time an option is granted. As at December 31, 2011, there were no stock options outstanding. As at the date of this Information Circular, there were no stock options outstanding.

See “Particulars of Matters to be Acted Upon – Approval of 2013 Stock Option Plan” for a description of the material features of the 2013 Plan.

A copy of the 2013 Plan is available for review at the office of the Company at Suite 200 – 905 West Pender Street, Vancouver, British Columbia V6C 1L6 or at the registered offices of the Company, at 900 – 885 West Georgia Street, Vancouver, British Columbia V6C 3H1 during normal business hours up to and including the date of the Meeting.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former director, executive officer or employee, proposed nominee for election to the board of directors, 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, other than routine indebtedness, if any.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed in this Information Circular, no informed person of the Company, proposed director of the Company or any associate or affiliate of any informed person or proposed director of the Company has had any material interest, direct or indirect, in any transaction during the year ended December 31, 2011 or in any proposed transaction which has materially affected or would materially affect the Company.

“Informed person” means (a) a director or 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, or controls or directs, directly or indirectly, voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company other than voting securities held by the person or company as underwriter in the course of a distribution of it; and (d) the Company has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

During the year ended December 31, 2011, the Company incurred the following expenses with directors, officers and companies controlled by directors and officers of the Company: Stanley Lanzet, the former President, CEO and director of the Company, was paid \$30,000 in management fees and \$19,500 for office rent; Liza Lanzet, the former CFO of the Company, was paid \$25,000 in marketing and development expenses; Alexis Lanzet, a former consultant of the Company, was paid \$29,334 in wages and salary and \$30,000 in engineering and consulting fees; Michael Raftery, the former CFO of the Company, accrued accounting fees of \$6,750 of which \$920 was payable as at December 31, 2011 and has been subsequently written-off; Halsey Johnston, a director of the Company, accrued directors fees of \$15,000 all of which was payable as at December 31, 2011 and has been subsequently paid to the extent of \$6,000 with the balance written-off; and Morris Elden Schorn, a director of the Company, was paid \$4,464 in engineering and consulting fees and \$5,000 of promotion fees.

Disclosure regarding the interests of informed persons in material transactions subsequent to the year ended December 31, 2011 is included in the Company’s financial statements and management’s discussion and analysis available on SEDAR at www.sedar.com and will be included in the Company’s annual information circular for the financial year ended December 31, 2012.

APPOINTMENT OF AUDITOR

At the Meeting, Shareholders will be asked to vote for the appointment of Dale Matheson Carr-Hilton LaBonte LLP, Chartered Accountants, to serve as auditor of the Company for the fiscal year ended December 31, 2012, at a remuneration to be fixed by the Board. The predecessor firm of Dale Matheson Carr-Hilton LaBonte LLP was first appointed as auditors of the Company on June 18, 2008.

Management of the Company recommends that Shareholders vote in favour of the appointment of Dale Matheson Carr-Hilton LaBonte LLP as the Company’s auditor for the Company’s financial year ended December 31, 2012 at a remuneration to be fixed by the Board.

MANAGEMENT CONTRACTS

During the Company’s financial year ended December 31, 2011, no management functions of the Company were, to any substantial degree, performed by a person other than the directors or executive officers of the Company. Since the start of the Company’s most recently completed financial year ended December 31, 2012, no management functions of the Company have been, to any substantial degree, performed by a person other than the directors or executive officers of the Company and management

companies controlled by directors or executive officers. Management services are provided by Halsey Johnston and Bryce Clark, both directors of the Company, and by private management companies controlled by them. There is no written contract with any of the directors or officers or their management companies relating to the provision of such services and the Company is invoiced for such services from time to time when services are provided. During the year ended December 31, 2012, management and administration fees of \$21,451 (unaudited) were paid to West Peak Capital, a private management company controlled by Halsey Johnston, \$20,500 (unaudited) were paid to Halsey Johnston and \$13,500 (unaudited) were paid to Bryce A. Clark & Associates, a private management company controlled by Bryce Clark.

AUDIT COMMITTEE DISCLOSURE

Overview

The role of the audit committee of the Board (the “**Audit Committee**”) is to:

- (a) assist the Board in its oversight responsibilities by reviewing: (i) the Company’s consolidated financial statements, the financial and internal controls and the accounting, audit and reporting activities, (ii) the Company’s compliance with legal and regulatory requirements, (iii) the external auditors’ qualifications and independence, and (iv) the scope, results and findings of the Company’s external auditors’ audit and non-audit services;
- (b) prepare any report of the Committee required to be included in the Company’s annual report or proxy material; and
- (c) take such other actions within the scope of this Charter as the Board may assign to the Committee from time to time or as the Committee deems necessary or appropriate.

The Company’s auditor reports directly to the Audit Committee.

Audit Committee Charter

On February 4, 2013, the Board adopted a charter (the “**Audit Committee Charter**”) for the Audit Committee, the full text of which is attached as Appendix I to this Information Circular. A copy of the Audit Committee Charter is also available on SEDAR at www.sedar.com.

Composition of Audit Committee

National Instrument 52-110 – Audit Committees (“**NI 52-110**”) provides that a member of an audit committee is “independent” if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of the member’s independent judgment.

The Audit Committee is comprised of Kevin Beaulieu, David Hackman and Morris Elden Schorn.

The majority of the members of the Audit Committee of the Company are independent, as that term is defined in NI 52-110. David Hackman and Morris Elden Schorn are considered to be independent under NI 52-110; however, Kevin Beaulieu is not considered to be independent as he is the President and CEO of the Company.

NI 52-110 provides that an individual is “financially literate” if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.

Each of the members of the Audit Committee is financially literate and has adequate education and experience that is relevant to their performance as a member of the Audit Committee and, in particular, the requisite education and experience that have provided the member with:

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accrual and reserves;
- (b) experience preparing, auditing, analyzing or evaluation financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company’s financial statements or experience actively supervising individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting.

Relevant Education and Experience

The relevant education and experience of each of the members of the Audit Committee is as follows:

Kevin Beaulieu

Mr. Beaulieu has over 10 years of experience in corporate communications and corporate finance with the global investment community. He has been the President, CEO and director of the Company since February 2012 and a director of North American Potash Developments Inc. since January 2012, a mineral exploration development company listed on the TSXV, and Chief Financial Officer of Ethos Consulting Ltd. from 2009 to 2011 a corporate communications and investor relations company.

David Hackman

Mr. Hackman has been a registered Geological Engineer with the State of Arizona since 1971. Vice-President and director of Zoro Mining Corporation since 2007, a mineral exploration company listed on the OTCBB. Vice President of First Potash Corp. since 2009, a junior mineral exploration company listed on the TSXV. President and Director since 2011 and Vice-President Exploration from 2007 to 2011 of Pacific Copper Corporation Inc., a mineral exploration company listed on the OTCBB. Vice-President and director of War Eagle Mining Company, Inc. from 2000 to 2009, a junior mineral exploration company listed on the TSXV. Mr. Hackman received his B.S., Geophysical Engineering from the Colorado School of Mines in 1964, his M.S., Geological Engineering from the University of Arizona in 1971 and his Ph.D., Geological Engineering from the University of Arizona in 1982. Mr. Hackman’s years of experience with public companies has given him significant exposure to the preparation and review of financial statements.

Morris Elden Schorn

Mr. Schorn is currently president of Windstone Financial Corp., a private company which provides financial services, investor relations support, government relations and consulting services to companies

and industry associations as well as to the federal and provincial government. Mr. Schorn has had 20 years of progressive and increasingly responsible positions in the federal and provincial governments in Canada in areas of social education and economic program delivery and in environmental regulations. In addition, Mr. Schorn has had 10 years in the private sector in social/economic consulting, business management, and the structuring of project financing. Director of Smartcool Systems Inc., a technology company listed on the TSXV, from January 2010 to present. Director of Global Green Solutions Inc. from February 2006 to present, a junior industrial company listed on the OTCBB. Director of Gravis Oil Corporation, junior exploration company that was listed on the OTCBB, from April 2011 to present. Director of Snowdon Resources Corporation, a junior exploration company that was listed on the OTCBB, from January 2003 to October 2009. Mr. Schorn graduated from the University of British Columbia in August 1964 with a Bachelor of Education.

Audit Committee Oversight

Since the commencement of the Company's financial year ended December 31, 2011, the Audit Committee has not made any recommendations to nominate or compensate an external auditor which were not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's financial year ended December 31, 2011 has the Company relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services, except as set out in the Audit Committee Charter.

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 financial years ended December 31, 2011 and December 31, 2010 by category, are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees	Total
2011	\$13,708	-	-	-	\$13,708
2010	\$14,851	-	-	-	\$14,851

Exemption

The Company is relying on the exemption provided by section 6.1 of NI 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 NI 52-110.

CORPORATE GOVERNANCE

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices*, the Company is required to disclose its corporate governance practices with respect to the corporate governance guidelines (the “**Guidelines**”) adopted in National Policy 58-201. These Guidelines are not prescriptive, but have been used by the Company in adopting its corporate governance practices. The Company’s approach to corporate governance is set out below.

Board of Directors

The Board facilitates its exercise of independent supervision over the Company’s management through frequent meetings or unanimous consent resolutions of the Board. The Board is comprised of five directors consisting of Kevin Beaulieu, Bryce Clark, Halsey Johnston, Morris Elden Schorn and David Hackman. The Board has no formal procedures designed to facilitate the exercise of independent supervision over management, relying instead on the integrity of the individual members of its management team to act in the best interests of the Company.

Of the current directors, two directors, Kevin Beaulieu and Bryce Clark are not considered to be “independent” within the meaning of NI 52-110. Three directors, Halsey Johnston, Morris Elden Schorn and David Hackman, are considered by the Board to be “independent” within the meaning of NI 52-110.

Kevin Beaulieu is not independent as he is the CEO and President of the Company. Bryce Clark is not independent as he is the CFO and Corporate Secretary of the Company. Halsey Johnston, Morris Elden Schorn and David Hackman are “independent” in that they are independent and free from any interest and any business or other relationship which could or could reasonably be perceived to, materially interfere with the director’s ability to act with the best interests of the Company, other than the interests and relationships arising from Shareholders.

Directorships

Name of Director	Names of Other Reporting Issuers
Kevin Beaulieu	North American Potash Developments Inc. ⁽¹⁾
Bryce Clark	Pacific Potash Corporation ⁽¹⁾
Halsey Johnston	None
Morris Elden Schorn	Smartcool Systems Inc. ⁽¹⁾ Global Green Solutions Inc. ⁽²⁾ Gravis Oil Corporation ⁽²⁾
David Hackman	Zoro Mining Corporation ⁽²⁾⁽³⁾ Pacific Copper Corporation ⁽²⁾ First Potash Corp. ⁽¹⁾⁽²⁾

(1) TSXV

(2) OTC Bulletin Board

(3) Frankfurt Stock Exchange

Board Mandate

The Board is responsible for the conduct of the Company's affairs generally. The Board is responsible for reviewing and approving the Company's operating plans and budgets as presented by management. The Board is responsible for identifying the principal risks of the Company's business and for ensuring these risks are effectively monitored and mitigated to the extent practicable. Succession planning, including the recruitment, supervision, compensation and performance assessment of the Company's senior management personnel also falls within the ambit of the Board's responsibilities. The Board is responsible for ensuring effective communication by the Company with its Shareholders and the public and for ensuring that the Company adheres to all regulatory requirements with respect to the timeliness and content of its disclosure. In keeping with its overall responsibility for the stewardship of the financial affairs of the Company, the Board created an audit committee which is responsible for the integrity of the Company's internal control and management information systems.

The Board is responsible for approving annual operating plans recommended by management. Board consideration and approval is also required for all material contracts and business transactions and all debt and equity financing proposals.

The Board delegates to management responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company's business in the ordinary course, managing the Company's cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements.

The Board believes the Company is well served and the independence of the Board from management is not compromised. The Board does not have, and does not consider it necessary under the circumstances to have, any formal structures or procedures in place to ensure that the Board can function independently of management. The Board believes that its current composition is sufficient to ensure that the Board can function independently of management.

Position Descriptions

The CEO and the Board have not, to date, developed a formal, documented position description for the CEO and to define the limit of management's responsibilities. The Board is currently of the view that the respective corporate governance roles of the Board and management are clear and that the limits to management's responsibility and authority are reasonably well-defined.

Orientation and Continuing Education

The Board does not have any formal policies with respect to the orientation of new directors nor does it take any measures to provide continuing education for its directors. At this stage of the Company's development, the Board does not feel it necessary to have such policies or programs in place.

Ethical Business Conduct

The Board has adopted a Code of Business Conduct and Ethics ("**Code of Ethics**") on September 27, 2005, a copy of which was filed on SEDAR at www.sedar.com on May 4, 2006. The Code of Ethics sets forth legal and ethical standards of conduct for employees, officers, directors and consultants of the Company that render material activities on behalf of the Company and its subsidiaries, including the Company's principal executive officer and its senior financial officers. As adopted, the Code of Ethics sets forth written standards that are designed to deter wrongdoing and to promote the conduct of all Company business in accordance with high standards of integrity and in compliance with all applicable

laws and regulations. The Code of Ethics requires, among other things, that all of the Company's personnel shall be accorded full access to his or her supervisor or to the Company's president with respect to any matter which may arise relating to the Code of Ethics. Further, all of the Company's personnel are to be accorded full access to the Company's president and the Board if any such matter involves an alleged breach of the Code of Ethics by an executive officer, senior financial officer or a director. Any employee, officer, director or consultant who becomes aware of any incidents regarding compliance with the Code of Ethics, whether by witnessing the incident or being told of it, must report it to his or her immediate supervisor or to the Company's president. If the incident involves an alleged breach of the Code of Ethics by an executive officer, senior financial officer or a director, the incident must be reported to the Company's president and any member of the Board. Any failure to report such inappropriate or irregular conduct of others is to be treated as a severe disciplinary matter. It is against the Company's policy to retaliate against any individual who reports in good faith the violation or potential violation of the Code of Ethics by another.

Nomination of Directors

The members of the Board identify new candidates for Board nominations as needed from time to time. The Board as a whole determines whether prospective candidates are suitable as nominees for the Board.

Compensation

The Board has created a Compensation Committee which is responsible for recommending compensation for the Company's NEOs and directors to be the Board. A copy of the compensation Committee Charter is attached as Appendix II to this Information Circular and is available on SEDAR at www.sedar.com.

The role of the Compensation Committee is to:

- (a) review and recommend to the Board the appropriate compensation level for the Company's executive officers;
- (b) oversee the Company's compensation and benefit plans, policies and practices, including its executive compensation plans and incentive-compensation and equity-based plans;
- (c) monitor and evaluate, at the Committee's sole discretion, matters relating to the compensation and benefits structure of the Company; and
- (d) take such other actions within the scope of this Charter as the Board may assign to the Committee from time to time or as the Committee deems necessary or appropriate.

See "Statement of Executive Compensation – Compensation Discussion and Analysis" for a discussion of the process for determining compensation of NEOs and directors.

Other Board Committees

At the present time, the only standing committees of the Board are the Audit Committee and the Compensation Committee.

Assessments

The independent members of the Board meet from time to time, and generally at least once per year, to discuss the performance of the Board, its' committees and individual directors. Any concerns are brought to the attention of the Board and dealt with as deemed appropriate by the Board.

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

Except as otherwise disclosed herein, no director or executive officer of the Company who was a director or executive officer at any time since the beginning of the Company's last financial year, no proposed nominee for election as a director of the Company, or no associate or affiliate of any such directors, executive officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of securities of the Company or otherwise, in any matter to be acted upon at the Meeting other than the election of directors, the appointment of auditors or the approval of the 2013 Plan (as hereinafter defined). Directors and executive officers of the Company and the nominees, if elected, are eligible to be granted incentive stock options pursuant to the 2013 Plan.

PARTICULARS OF MATTERS TO BE ACTED UPON

Approval of 2013 Stock Option Plan

On February 4, 2013, the Board approved the 2013 Plan which is dated for reference as of February 4, 2013. The 2013 Plan is intended to replace the Company's Existing Plan under which up to a maximum of 441,134 Common Shares are issuable. The 2013 Plan is subject to such approvals of the Shareholders and the TSXV or other applicable stock exchanges as may be required from time to time by the terms of the 2013 Plan and the rules of the TSXV or other applicable stock exchanges. At the Meeting, Shareholders will be asked to ratify, confirm and approve the 2013 Plan. A copy of the 2013 Plan will be available to Shareholders for review at the head office of the Company during normal business hours up to the date of the Meeting and at the Meeting.

The 2013 Plan is a "rolling" stock option plan, whereby the aggregate number of Common Shares reserved for issuance under the 2013 Plan, including any other plan or agreement of the Company (including the existing stock option plan), shall not exceed 10% of the total number of issued and outstanding Common Shares (calculated on a non-diluted basis) at the time an option is granted. As of the date of this Information Circular, no stock options have been granted under the 2013 Plan. If the 2013 Plan is adopted at the Meeting, no further options will be granted under the Existing Plan; however, options previously granted under the Existing Plan will continue to be subject to the terms of the Existing Plan. The 2013 Plan complies with the current policies of TSXV.

The purpose of the 2013 Plan is to advance the interests of the Company and the Shareholders by attracting, retaining and motivating selected directors, officers, employees, consultants and management company employees of the Company of high caliber and potential and to encourage and enable such persons to acquire an ownership interest in the Company.

The following information is intended as a brief description of the 2013 Plan and is qualified in its entirety by the full text of the 2013 Plan which will be available to Shareholders for review at the head office of the Company during normal business hours up to the date of the Meeting and at the Meeting:

1. The Board shall establish the exercise price at the time each option is granted, subject to the following conditions:

- (d) if the Common Shares are listed on the TSXV, the exercise price will not be less than the minimum prevailing price permitted by the TSXV Policies;
 - (e) if the Common Shares are not listed, posted and trading on any stock exchange or bulletin board, then the exercise price will be determined by the Board at the time of granting; and
 - (f) in all other cases, the exercise price shall be determined in accordance with the rules and regulations of any applicable regulatory bodies.
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 Common Shares in respect of the expired or terminated option shall again be available for an option grant under the 2013 Plan.
 3. All options granted under the 2013 Plan may not have an expiry date exceeding the maximum exercise period as determined by TSXV Policies, currently being 10 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 and outstanding Common Shares, unless the Company has obtained disinterested approval from the Shareholders.
 5. Options granted to any one consultant in any 12 month period cannot exceed more than 2% of the issued and outstanding Common Shares, without the prior consent of the TSXV.
 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 and outstanding Common Shares, without the prior consent of the TSXV.
 7. Options granted to directors, employees or consultants will vest when 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.
 8. If a director, employee or consultant of the Company is terminated for cause, then any option granted to such option holder will terminate and cease to be exercisable immediately upon such option holder ceasing to be a director, employee, or consultant by reason of termination for cause.
 9. If a director, employee or consultant of the Company resigns, then any option granted to the option holder will terminate and cease to be exercisable on the date that is the earlier of: (i) the expiry date of such option, and (ii) the date that is one year after the effective date of such resignation.
 10. If an option holder ceases to be a director, employee or consultant of the Company (other than by reason of death, disability, resignation or termination of services for cause), as the case may be, then any option granted to the option holder that had vested and was exercisable on the date of termination will expire on the date that is the earlier of: (i) the expiry date of such option, and (ii) the date that is two years after the effective date of such option holder ceasing to be a director, employee or consultant.

11. If an option holder is a consultant engages in investor relations activities and the engagement of such option holder is terminated for any reason other than cause, resignation, disability or death, then any option granted to such option holder that had vested and was exercisable on the date of termination will expire on the date that is the earlier of: (i) the expire date of such option, and (ii) the date that is 30 days after the effective date of such option holder ceasing to be a consultant.
12. If an option holder dies, the option holder's lawful personal representatives, heirs or executors may exercise any option granted to the option holder that had vested and was exercisable on the date of death until the earlier of: (i) the expiry date of such option, and (ii) the date that is one year after the date of death of the option holder.
13. If an option holder ceases to be a director, employee or consultant as a result of a disability, or, in the case of an option holder that is a company, the disability of the person who provides management or consulting services to the Company or to an affiliate of the Company, the option holder may exercise any option granted to the option holder that had vested and was exercisable on the date of disability until the earlier of: (i) the expiry date of such option, and (ii) the date that is one year after the date of disability.
14. The 2013 Plan will be administered by the Board who will have the full authority and sole discretion to grant options under the 2013 Plan to any eligible party, including themselves.
15. Options granted under the 2013 Plan shall not be assignable or transferable by an option holder, except in the event of death of the option holder in which case the options held by such option holder will be assignable or transferable in accordance with the terms of the 2013 Plan.
16. The Board may from time to time, subject to regulatory or shareholder approval, if required under the policies of the TSXV, amend or revise the terms of the 2013 Plan.

Shareholders may review the full text of the 2013 Plan at the head office of the Company during normal business hours up to the date of the Meeting. A complete copy of the 2013 Plan will also be available for review at the Meeting. Shareholders wishing to inspect such documents must first provide suitable evidence identifying them as Shareholders.

The 2013 Plan provides that other terms and conditions may be attached to a particular stock option at the discretion of the Board.

The 2013 Plan is subject to receipt of annual TSXV acceptance to its filing. Shareholders will be asked at the Meeting to consider, and if thought fit, to approve an ordinary resolution ratifying, confirming and approving the adoption of the 2013 Plan.

As of the date hereof, there are no stock options outstanding under the 2013 Plan.

At the Meeting, shareholders will be asked to approve the following ordinary resolution (the "**2013 Plan Resolution**"), which must be approved by at least a majority of the votes cast by Shareholders represented in person or by proxy at the Meeting who vote in respect of the 2013 Plan Resolution:

"BE IT RESOLVED, as an ordinary resolution of the shareholders of the Company, that:

1. the Company's stock option plan (the "2013 Plan") as described in the Information Circular dated February 18, 2013 be and is hereby ratified, approved and confirmed including the reserving for issuance under the 2013 Plan at any time of a maximum of 10% of the issued and outstanding shares of the Company, subject to any amendments that may be required by the TSX Venture Exchange;
2. the Company be authorized to abandon or terminate all or any part of the 2013 Plan if the Board of the Company deems it appropriate and in the best interests of the Company to do so;
3. the Company be and is hereby authorized to grant options pursuant and subject to the terms and conditions of the 2013 Plan;
4. the Company be and is hereby, at the discretion of the Board, to amend the exercise price of previously granted option agreements, without further approval by the shareholders, all in accordance with the policies of the TSX Venture Exchange; and
5. any one or more of the directors and officers of the Company be authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Company or otherwise, all such documents and other writings, including treasury orders, stock exchange and securities commissions forms, as may be required to give effect to the true intent of this resolution."

It is the intention of the persons named in the enclosed instrument of proxy, if not expressly directed otherwise in such instrument of proxy, to vote such proxies FOR the 2013 Plan Resolution. This resolution must be passed by a simple majority of the votes cast in person or by proxy by Shareholders at the Meeting.

Management of the Company recommends that Shareholders vote in favour of 2013 Plan Resolution.

Approval of Amendment to Articles

The Articles of the Company currently provide that the Company may by special resolution of its shareholders authorize an alteration of its Notice of Articles in order to change its name. The Company wishes to amend the Articles to allow for the corporate name of the Company to be changed by the Board, without approval of the Shareholders, as this would reduce the costs and time required to affect a change of the Company's name.

Any amendment to the Articles needs to be approved by a special resolution of the Shareholders. The proposed amendments to the Articles set out in this Information Circular will be approved if the affirmative vote of at least 66⅔% of the Common Shares present or represented by proxy at the Meeting and entitled to vote are voted in favour of the resolution.

Copies of the amended Articles will be available to Shareholders at the Meeting or for personal inspection prior to the Meeting at the Company's head office during normal business hours. Shareholders wishing to inspect such documents must first provide suitable evidence identifying them as Shareholders.

At the Meeting, Shareholders will be asked to approve the following special resolution (the “**Amendment Resolution**”), which must be approved by at least 66⅔% of the votes cast by Shareholders represented in person or by proxy at the Meeting who vote in respect of the Amendment Resolution:

“BE IT RESOLVED, as a special resolution of the shareholders of the Company, that:

1. the current Section 9.3 of the Company’s Articles be deleted and replaced with the following:

9.3 Change of Name

The Company may by resolution of the directors authorize an alteration of its Notice of Articles in order to change its name or adopt or change any translation of that name.

2. notwithstanding approval of this special resolution by the shareholders, the Board, without further notice or approval of the shareholders, may amend, postpone or abandon implementation of this special resolution, in whole or in part, at any time prior to the special resolution becoming effective, if the Board, in its sole discretion, should determine that such amendment, postponement or abandonment, in whole or in part, is in the best interests of the Company; and
3. any one director of the Company be and he 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 this resolution, including making any amendments to the as may be required by regulatory authorities, without further approval of our shareholders.”

It is the intention of the persons named in the enclosed instrument of proxy, if not expressly directed otherwise in such instrument of proxy, to vote such proxies FOR the Amendment Resolution. This resolutions needs to be approved by at least 66⅔% of the votes cast in person or by proxy by Shareholders at the Meeting.

Management of the Company recommends that Shareholders vote in favour of Amendment Resolution.

ADDITIONAL INFORMATION

Additional information about the Company can be obtained free of charge through the SEDAR website at www.sedar.com.

Shareholders may also contact Halsey Johnston, Director at Suite 200 – 905 West Pender Street, Vancouver, British Columbia V6C 1L6, Telephone: 604-638-4909, Facsimile: 604-608-9543, to request copies of the Company’s financial statements and the related Management’s Discussion and Analysis (the “**MD&A**”). Financial information is provided in the Company’s comparative financial statements and MD&A for its financial year ended December 31, 2011 and comparisons thereto.

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.

Dated at Vancouver, British Columbia, the 18th day of February, 2013.

ON BEHALF OF THE BOARD

ONE WORLD INVESTMENTS INC.

“Kevin Beaulieu”

Kevin Beaulieu

Chief Executive Officer, President and Director

APPENDIX I

ONE WORLD INVESTMENTS INC. (the “Company”)

AUDIT COMMITTEE CHARTER (adopted as of February 4, 2013)

PURPOSE OF THE AUDIT COMMITTEE

The Audit Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of the Company. The role of the Committee is to:

- (a) assist the Board in its oversight responsibilities by reviewing: (i) the Company’s consolidated financial statements, the financial and internal controls and the accounting, audit and reporting activities, (ii) the Company’s compliance with legal and regulatory requirements, (iii) the external auditors’ qualifications and independence, and (iv) the scope, results and findings of the Company’s external auditors’ audit and non-audit services;
- (b) prepare any report of the Committee required to be included in the Company’s annual report or proxy material; and
- (c) take such other actions within the scope of this Charter as the Board may assign to the Committee from time to time or as the Committee deems necessary or appropriate.

COMPOSITION, OPERATIONS AND AUTHORITY

Composition

The Committee shall be composed of a minimum of three members of the Board. Each member of the Committee shall be independent as determined by the Board in accordance with the applicable requirements of the laws governing the Company, the applicable stock exchanges on which the Company’s securities are listed and applicable securities regulatory authorities (collectively, the “Applicable Law”). Each member of the Committee shall be “financially literate” and at least one member of the Audit Committee shall be a “financial expert”, as such terms are defined by the Applicable Law.

Members of the Committee shall be appointed by the Board and continue to be members until their successors are elected and qualified or until their earlier retirement, resignation or removal. Any member of the Committee may be removed by the Board in its discretion. However, a member of the Committee shall automatically cease to be a member of the Committee upon either ceasing to be a director of the Board or, if applicable, ceasing to be independent as required in this Section 2 of this Charter. Vacancies on the Committee will be filled by the Board.

Authority

The authority of the Committee is subject to the provisions of this Charter, the constating documents of the Company, such limitations as may be imposed by the Board from time to time and Applicable Law.

The Committee shall have the authority to: (i) retain (at the Company's expense) its own legal counsel and other advisors and experts that the Committee believes, in its sole discretion, are needed to carry out its duties and responsibilities; (ii) conduct investigations that it believes, in its sole discretion, are necessary to carry out its responsibilities; and (iii) take whatever actions that it deems appropriate to foster an internal culture that is committed to maintaining quality financial reporting, sound business risk practices and ethical behavior within the Company. In addition, the Committee shall have the authority to request any officer, director or employee of the Company, or any other persons whose advice and counsel are sought by the Committee, such as members of the Company's management or the Company's outside legal counsel and external auditors, to meet with the Committee or any of its advisors and to respond to their inquiries. The Committee shall have full access to the books, records and facilities of the Company in carrying out its responsibilities.

The Committee shall have the authority to delegate to one or more of its members, responsibility for developing recommendations for consideration by the Committee with respect to any of the matters referred to in this Charter.

Operations

The Board may appoint one member of the Committee to serve as chair of the Committee (the "**Chair**"), but if it fails to do so, the members of the Committee shall designate a Chair by majority vote of the full Committee to serve at the pleasure of the majority of the full Committee. If the Chair of the Committee is not present at any meeting of the Committee, an acting Chair for the meeting shall be chosen by majority vote of the Committee from among the members present. In the case of a deadlock on any matter or vote, the Chair shall refer the matter to the Board. The Committee may appoint a secretary who need not be a director of the Board or Committee.

The Chair shall preside at each meeting of the Committee and set the agendas for the Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings as long as they are not inconsistent with any provisions of the Company's constating documents or this Charter.

The Committee shall meet (in person or by telephonic meeting) at least quarterly or more frequently as circumstances dictate. As a part of each meeting of the Committee at which the Committee recommends that the Board approve the annual audited financial statements, the Committee shall meet in a separate session with the external auditors and, if desired, with management and/or the internal auditor. In addition, the Committee or the Chair shall meet with management quarterly to review the Company's financial statements and the Committee or a designated member of the Committee shall meet with the external auditors to review the Company's financial statements on a regular basis as the Committee may deem appropriate. The Committee shall maintain written minutes or other records of its meetings and activities, which shall be duly filed in the Company's records.

Except as otherwise required by the Company's constating documents, a majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee. The Committee may also act by unanimous written consent in lieu of a meeting.

The Chair of the Committee shall report to the Board following meetings of the Committee and as otherwise requested by the Board.

RESPONSIBILITIES AND DUTIES

The Committee's primary responsibilities are to:

General

review and assess the adequacy of this Charter on an annual basis and, where necessary or desirable, recommend changes to the Board;

report to the Board regularly at such times as the Chair may determine to be appropriate but not less frequently than four times per year;

follow the process established for all committees of the Board for assessing the Committee's performance;

Review of Financial Statements, MD&A and other Documents

review the Company's financial statements and related management's discussion and analysis and any other annual reports or other financial information to be submitted to any governmental body or the public, including any certification, report, opinion or review rendered by the external auditors before they are approved by the Board and publicly disclosed;

review with the Company's management and, if applicable, the external auditors, the Company's quarterly financial statements and related management's discussion and analysis, before they are released;

ensure that adequate procedures are in place for the review of the Company's disclosure of financial information extracted or derived from the Company's financial statements other than the disclosure referred to in the two immediately preceding paragraphs and periodically assess the adequacy of such procedures;

review the effects of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company;

review with the Company's management any press release of the Company which contains financial information;

review analyses prepared by management and/or the external auditors setting forth significant reporting issues and judgments made in connection with the preparation of the Company's financial statements;

External Auditors

recommend external auditors' nominations to the Board to be put before the shareholders for appointment and, as necessary, the removal of any external auditors in office from time to time;

approve the fees and other compensation to be paid to the external auditors;

pre-approve all significant non-audit engagements to be provided to the Company with the external auditors;

require the external auditors to submit to the Committee, on a regular basis (at least annually), a formal written statement delineating all relationships between the external auditors and the Company and discuss

with the external auditors any relationships that might affect the external auditors' objectivity and independence;

recommend to the Board any action required to ensure the independence of the external auditors;

advise the external auditors of their ultimate accountability to the Board and the Committee;

oversee the work of the external auditors engaged for the purpose of preparing an audit report or performing other audit, review and attest services for the Company;

evaluate the qualifications, performance and independence of the external auditors which are to report directly to the Committee, including (A) reviewing and evaluating the lead partner on the external auditors' engagement with the Company, (B) considering whether the auditors' quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditors' independence, (C) determine the rotation of the lead audit partner and the audit firm, and (D) take into account the opinions of management and the internal audit function in assessing the external auditors' qualifications, independence and performance;

present the Committee's conclusions with respect to its evaluation of external auditors to the Board and take such additional action to satisfy itself of the qualifications, performance and independence of external auditors and make further recommendations to the Board as it considers necessary;

obtain and review a report from the external auditors at least annually regarding the external auditors' internal quality-control procedures; material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more external audits carried out by the firm; any steps taken to deal with any such issues; and all relationships between the external auditors and the Company;

establish policies for the Company's hiring of employees or former employees of the external auditors;

monitor the relationship between management and the external auditors including reviewing any management letters or other reports of the external auditors and discussing any material differences of opinion between management and the external auditors;

Financial Reporting Process

periodically discuss the integrity, completeness and accuracy of the Company's internal controls and the financial statements with the external auditors in the absence of the Company's management;

in consultation with the external auditors, review the integrity of the Company's financial internal and external reporting processes;

consider the external auditors' assessment of the appropriateness of the Company's auditing and accounting principles as applied in its financial reporting;

review and discuss with management and the external auditors at least annually and approve, if appropriate, any material changes to the Company's auditing and accounting principles and practices suggested by the external auditors, internal audit personnel or management;

review and discuss with the Chief Executive Officer (“CEO”) and the Chief Financial Officer (the “CFO”) the procedures undertaken in connection with the Chief Executive Officer and Chief Financial Officer certifications for the interim and annual filings with applicable securities regulatory authorities;

review disclosures made by the CEO and CFO during their certification process for the annual and interim filings with applicable securities regulatory authorities about any significant deficiencies in the design or operation of internal controls which could adversely affect the Company’s ability to record, process, summarize and report financial data or any material weaknesses in the internal controls, and any fraud involving management or other employees who have a significant role in the Company’s internal controls;

establish regular and separate systems of reporting to the Committee by management and the external auditors of any significant decision made in management’s preparation of the financial statements, including the reporting of the view of management and the external auditors as to the appropriateness of such decisions;

discuss during the annual audit, and review separately with each of management and the external auditors, any significant matters arising from the course of any audit, including any restrictions on the scope of work or access to required information; whether raised by management, the head of internal audit or the external auditors;

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

review with the external auditors and management the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented at an appropriate time subsequent to the implementation of such changes or improvements;

retain and determine the compensation of any independent counsel, accountants or other advisors to assist in its oversight responsibilities (the Committee shall not be required to obtain the approval of the Board for such purposes);

discuss any management or internal control letters or proposals to be issued by the external auditors of the Company;

Corporate Controls and Procedures

receive confirmation from the CEO and CFO that reports to be filed with Canadian Securities commissions and any other applicable regulatory agency: (a) have been prepared in accordance with the Company’s disclosure controls and procedures; and (b) contain no material misrepresentations or omissions and fairly presents, in all material respects, the financial condition, results of operations and cash flow as of and for the period covered by such reports;

receive confirmation from the CEO and CFO that they have concluded that the disclosure controls and procedures are effective as of the end of the period covered by such reports;

discuss with the CEO and CFO any reasons for which any of the confirmations referred to in the two preceding paragraphs cannot be given by the CEO and CFO;

Code of Conduct and Ethics

review and discuss the Company's Code of Business Conduct and Ethics, if any, and the actions taken to monitor and enforce compliance with the Code;

establish procedures for: (A) the receipt, retention and treatment of complaints regarding accounting, internal controls or auditing matters; and (B) the confidential, anonymous submission of concerns regarding questionable accounting, internal control and auditing matters;

Legal Compliance

confirm that the Company's management has the proper review system in place to ensure that the Company's financial statements, reports, press releases and other financial information satisfy Applicable Law;

review legal compliance matters with the Company's legal counsel;

review with the Company's legal counsel any legal matter that the Committee understands could have a significant impact on the Company's financial statements;

conduct or authorize investigations into matters within the Committee's scope of responsibilities;

perform any other activities in accordance with the Charter, the Company's constituting documents and Applicable Law the Committee or the Board deems necessary or appropriate;

Related Party Transactions

review the financial reporting of any transaction between the Company and any officer, director or other "related party" (including any shareholder holding an interest greater than 5% in the Company) or any entity in which any such person has a financial interest;

review policies and procedures with respect to directors' and officers' expense accounts and management perquisites and benefits, including their use of corporate assets and expenditures;

Reporting and Powers

report to the Board following each meeting of the Committee and at such other times as the Board may consider appropriate; and

exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.

LIMITATION OF RESPONSIBILITY

While the Committee has the responsibilities and powers provided by this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management (with respect to whom the Committee performs an oversight function) and the external auditors.

APPENDIX II

ONE WORLD INVESTMENTS INC. (the “Company”)

COMPENSATION COMMITTEE CHARTER (adopted as of February 4, 2013)

PURPOSE OF THE COMPENSATION COMMITTEE

The Compensation Committee (the “**Committee**”) is a standing committee of the Board of Directors (the “**Board**”) of the Company. The role of the Committee is to:

review and recommend to the Board the appropriate compensation level for the Company’s executive officers;

oversee the Company’s compensation and benefit plans, policies and practices, including its executive compensation plans and incentive-compensation and equity-based plans;

monitor and evaluate, at the Committee’s sole discretion, matters relating to the compensation and benefits structure of the Company; and

take such other actions within the scope of this Charter as the Board may assign to the Committee from time to time or as the Committee deems necessary or appropriate.

2. COMPOSITION, OPERATIONS AND AUTHORITY

Composition

The Committee shall be composed of members of the Board, the number of which shall be fixed from time to time by resolution adopted by the Board. Each member of the Committee shall be independent as determined by the Board in accordance with the applicable requirements of the laws governing the Company, the applicable stock exchanges on which the Company’s securities are listed and applicable securities regulatory authorities (collectively, the “**Applicable Law**”).

Members of the Committee shall be appointed by the Board and continue to be members until their successors are elected and qualified or until their earlier retirement, resignation or removal. Any member of the Committee may be removed by the Board in its discretion. However, a member of the Committee shall automatically cease to be a member of the Committee upon either ceasing to be a director of the Board or, if applicable, ceasing to be independent as required in this Section 2 of this Charter. Vacancies on the Committee will be filled by the Board.

Authority

The authority of the Committee is subject to the provisions of this Charter, the constating documents of the Company, such limitations as may be imposed by the Board from time to time and Applicable Law.

The Committee shall have the authority to (i) retain (at the Company's expense) its own legal counsel and other advisors and experts that the Committee believes, in its sole discretion, are needed to carry out its duties and responsibilities, including, without limitation, the retention of a compensation consultant to assist the Committee in evaluating director and executive officer compensation; and (ii) conduct investigations that it believes, in its sole discretion, are necessary to carry out its responsibilities. In addition, the Committee shall have the authority to request any officer, director or employee of the Company, or any other persons whose advice and counsel are sought by the Committee, such as members of the Company's management or the Company's outside legal counsel and independent accountants, to meet with the Committee or any of its advisors and to respond to their inquiries. The Committee shall have full access to the books, records and facilities of the Company in carrying out its responsibilities.

The Committee shall have the authority to delegate to one or more of its members, responsibility for developing recommendations for consideration by the Committee with respect to any of the matters referred to in this Charter.

Operations

The Board may appoint one member of the Committee to serve as chair of the Committee (the "**Chair**"), but if it fails to do so, the members of the Committee shall designate a Chair by majority vote of the full Committee to serve at the pleasure of the majority of the full Committee. If the Chair of the Committee is not present at any meeting of the Committee, an acting Chair for the meeting shall be chosen by majority vote of the Committee from among the members present. In the case of a deadlock on any matter or vote, the Chair shall refer the matter to the Board. The Committee may appoint a secretary who need not be a director of the Board or Committee.

The Chair shall preside at each meeting of the Committee and set the agendas for the Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings as long as they are not inconsistent with any provisions of the Company's constating documents or this Charter.

The Committee shall have regular meetings (in person or by telephonic meeting) on at least a semi-annual basis or more frequently as circumstances dictate. The Committee shall maintain written minutes or other records of its meetings and activities, which shall be duly filed in the Company's records. The Committee shall meet separately, on at least an annual basis, with the Chief Executive Officer, the vice president of human resources (or similar position) and any other corporate officers as the Board and the Committee deem appropriate to discuss and review the performance criteria and compensation levels of key executive officers.

Except as otherwise required by the Company's constating documents, a majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee. The Committee may also act by unanimous written consent in lieu of a meeting.

The Chair of the Committee shall report to the Board following meetings of the Committee and as otherwise requested by the Board.

3. RESPONSIBILITIES AND DUTIES

The Committee's primary responsibilities are to:

review the adequacy and form of compensation of the Company's executive officers and ensure that the compensation realistically reflects the risks and responsibilities of such positions;

review and recommend to the Board for approval policies relating to compensation of the Company's executive officers and directors;

review the performance of the Company's executive officers and recommend annually to the Board for approval the amount and composition of compensation to be paid to the Company's executive officers;

review and make recommendations to the Board with respect to pension, stock option and other incentive plans, benefit plans, perquisites and other remuneration matters with respect to the Company's executive officers;

review the appointment or discharge of any of the Company's executive officers;

review and approve the corporate goals and objectives relevant to compensation of the Chief Executive Officer (the "CEO") and recommend them to the Board for approval, lead the evaluation of the CEO's performance in light of these goals and objectives and recommend the compensation of the CEO based on this evaluation;

review the adequacy and form of compensation of directors and ensure that the compensation realistically reflects the responsibilities and risks of such positions and fix the amount and composition of compensation to be paid to members of the Board and the committees thereof;

review and assess the Company's compensation and benefit policies programs relating to all employees;

review at least annually the corporate goals and objectives of the Company's executive compensation plans, incentive-compensation and equity based plans and other general compensation plans (collectively the "**Company Plans**"), and if appropriate, recommend that the Board amend these goals and objectives;

review at least annually the Company Plans in light of the Company's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, recommend to the Board the adoption of new, or the amendment of existing, Company Plans;

monitor and assess the Company's compliance with the requirements established by the Applicable Law;

review executive compensation disclosure prior to public disclosure or filing with any securities regulatory authorities;

issue an annual report on executive compensation for inclusion in the Company's public filings, if required by Applicable Law;

administer and otherwise exercise the various authorities prescribed for the Committee by any of the Company Plans;

review, and if appropriate recommend for approval, any agreements between the Company and the CEO or the Company and its executive officers, including those assessing retirement, termination of employment or other special circumstances, as appropriate;

exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board;

report to the Board on all other matters and recommendations made by the Committee;

report to the Board following each meeting of the Committee and at such other times as the Board may consider appropriate;

maintain minutes and other records of meetings and activities of the Committee;

follow the process established for all committees of the Board for assessing the Committee's performance; and

review and assess the adequacy of this Charter on an annual basis and, where necessary or desirable, recommend changes to the Board.

ONE WORLD INVESTMENTS INC.

Suite 200 – 905 West Pender Street
Vancouver, British Columbia V6C 1L6

ADDENDUM TO ENCLOSED INFORMATION CIRCULAR

TO THE SHAREHOLDERS:

This Addendum sets out changes to the Company's enclosed Information Circular dated February 18, 2013 which contains the following errors:

Under the sections "Election of Directors" on page 7, "Audit Committee Disclosure – Relevant Education and Experience" on page 21 and "Corporate Governance – Directorship" on page 22 of the enclosed Information Circular, it is stated that Morris Eldon Schorn is a director of Gravis Oil Corporation. Mr. Schorn resigned as a director of Gravis Oil Corporation on June 25, 2012.

The following information is to be included under the section "Election of Directors – Orders" on page 8:

Mr. Schorn was a director of Gravis Oil Corporation at the time that Gravis Oil Corporation was issued a cease trade order by the British Columbia Securities Commission on September 8, 2011 for failure to file comparative annual financial statements for the year ended April 30, 2011, Form 51-102F Management's Discussion and Analysis for the period ended April 30, 2011 and a Form 51-102F2 Annual Information Form for the year ended April 30, 2011 and a cease trade order by the Alberta Securities Commission on September 7, 2011 for failure to file annual audited financial statements, annual management's discussion and analysis and certification of annual filings for the year ended April 30, 2011. The cease trade orders were revoked on June 4, 2012.

Mr. Schorn was also a director of Global Green Solutions Inc. at the time that Global Green Solutions Inc. was issued a cease trade order by the British Columbia Securities Commission on April 11, 2012 for failure to file comparative annual financial statements for the year ended November 30, 2011, Form 51-102F Management's Discussion and Analysis for the period ended November 30, 2011 and a Form 51-102F2 Annual Information Form for the year ended November 30, 2011. The cease trade order is still in effect.

The Information Circular and this Addendum will be read and construed as one document.

DATED at Vancouver, this 20th day of February, 2013.

ON BEHALF OF THE BOARD

ONE WORLD INVESTMENTS INC.

"Kevin Beaulieu"

Kevin Beaulieu
President, Chief Executive Officer and Director