

ONE WORLD INVESTMENTS INC.

INFORMATION CIRCULAR

ISSUED IN CONNECTION WITH THE SOLICITATION OF PROXIES FOR THE ANNUAL & EXTRA-ORDINARY GENERAL MEETING TO BE HELD ON THE 28TH DAY OF SEPTEMBER, 2011.

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation by the management of One World Investments Inc. (hereinafter called the Company) of proxies to be used at the time and place and for the purposes set forth in the accompanying Notice of Meeting. It is expected that this solicitation will be primarily by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The cost of solicitation by management will be borne by the Company.

REVOCABILITY OF PROXY

A person giving a proxy has the power to revoke it. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the shareholders or by his attorney authorized in writing or if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereat duly authorized, deposited at the registered office of the Company at 430 - 580 Hornby Street, Vancouver, B.C. V6C 3B6 at any time up to and including the last business day preceding the date of the Meeting or any adjournment thereof and upon either of such deposits the proxy is revoked.

VOTING SHARES REPRESENTED BY THE PROXY

If the instructions of the shareholders given in the accompanying form of proxy are certain and the proxy is duly completed and delivered and has not been revoked the shares represented thereby will be voted on any poll except where the instruction of the shareholder is to withhold the vote. Where the shareholder has specified in the proxy a choice with respect to any matter to be acted upon, the shares will be voted on any poll in accordance with the specifications so made. **WHENEVER A SHAREHOLDER HAS NOT SPECIFIED IN RESPECT OF A MATTER IDENTIFIED IN THE FORM OF PROXY A CHOICE AS TO HOW THE SHARES REPRESENTED BY THE PROXY ARE TO BE VOTED, THE SHARES REPRESENTED BY THE PROXY WILL BE VOTED IN FAVOUR OF ANY SUCH MATTER, OR FOR THE ELECTION OF THE DIRECTORS OR THE APPOINTMENT OF THE AUDITORS NOMINATED BY THE MANAGEMENT OF THE COMPANY, AS THE CASE MAY BE.**

The accompanying form of proxy when duly completed and delivered and not revoked confers authority upon the persons named as proxyholder therein to vote according to their discretion on any amendment or variations to any of the matters identified in the accompanying Notice of Meeting and to vote according to their discretion on any other matters which may properly come before the Meeting.

At the time of printing this Information Circular, the management of the Company does not know of any amendments or variations to any of the matters identified in the accompanying Notice of Meeting or of any additional matters to be presented for action at the Meeting.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No director or senior officer, past, present or nominated, or any associate of such persons or any person on behalf of whom this solicitation is made has any interest, direct or indirect, in any matter to be acted upon at the Meeting, involved in the normal business of the Meeting, or the general affairs of the Company, save and except the resolutions in respect to stock options as described herein.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

None of the directors or senior officers of the company have had any material interest, direct or indirect in any material transaction of the Company since the commencement of the Company's last completed financial year or in any proposed transaction which in either such case, has materially affected or will materially affect control of the Company or any of its subsidiaries, save and except the incentive stock options described below.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of shares without par value of which 2,207,172 Shares are issued and outstanding. There is one class of shares authorized only. Each share carries the right to one vote so that the aggregate number of votes attaching to all the outstanding shares is 2,207,172.

Shareholders registered prior to the close of business on August 24, 2011 (the record date) will be entitled to receive notice of the meeting and to attend and vote thereat. If a shareholder transfers common shares after said date or additional shares are issued, the person who acquires the common shares may vote these common shares at the meeting if, not later than September 15, 2011, that person requests the Company to add his or her name to the list of shareholders entitled to vote at the meeting and establishes that he or she owns the common shares. If a shareholder desires to be represented at the Meeting by Proxy, the Instrument of Proxy duly complete must be mailed or deposited at Computershare Investor Services, 3rd Floor – 510 Burrard Street, Vancouver, B.C. V6C 3B9 and must be received at that office not less than 48 hours, excluding Saturdays, Sundays and holidays, before the time for the holding of the Meeting.

To the best of the knowledge of the directors and officers of the Company, as of the date of this Information Circular, no person or company beneficially own, directly or indirectly, equity shares carrying more than 10% of the voting rights attached to all equity shares of the Company, except the following:

<u>Name</u>	<u>No. of Shares</u>	<u>Percentage</u>
Stanley Lanzet	342,178	15.5%
Benjamin P. Lanzet	237,364	10.75%
Alexis A. Lanzet	228,381	10.35%

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The purpose of this Compensation Discussion and Analysis is to provide information about the Company's executive compensation objectives and processes and to discuss compensation decisions relating to its named executive officers ("Named Executive Officers") listed in the Summary Compensation Table that follows. During its fiscal year ended December 31, 2010, the following individuals were Named Executive Officers (as determined by applicable securities legislation) of the Company.

Stanley Lanzet	-	Chief Executive Officer
Michael Raftery	-	Chief Financial Officer

The Company is a mineral exploration company whose assets include exploration properties in Alberta and British Columbia.. The Company's primary objective is to conduct exploration on various properties.

Notwithstanding the foregoing, given that the Company has not, as of yet, generate any significant income or cash flows from operations and operates with limited financial resources to ensure that funds are available to complete scheduled programs, the Board of Directors has to consider not only the financial situation of the Company at the time of the determination of executive compensation, but also the estimated financial situation of the Company in the mid and long-term. An important element of executive compensation is the grant of incentive stock options by the Company to its employees, director and officers which do not require cash disbursement by the Company. Additional information about the Company and its operation is available in its audited financial statements and Management's Discussion and Analysis for the year ended December 31, 2010 which have been filed with regulators and are available for viewing via the Internet at the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

Compensation Objectives and Principles

The primary goal of the Company's executive compensation process is to attract and retain the key executives necessary for the company's long term success, to encourage executives to further the

development of the Company and its operations and to motivate qualified and experienced executives. The key elements of executive compensation awarded by the company are: (i) base salary; (ii) potential annual incentive award; and (iii) incentive stock options. The directors are of the view that all elements should be considered, rather than any single element.

Compensation Process and the Rule of the Compensation and Corporate Governance Committee

The Compensation and Corporate Governance Committee of the Board of Directors of the Company, through discussions without any formal objectives, criteria or analysis, is responsible for determining all forms of compensation to be granted to the Chief Executive Officer of the Company, as well as to its directors, and for reviewing the Chief Executive Officer'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 the Company's 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 company's executive officers consists of base salary and/or long-term incentive in the form of stock options.

Option Based Awards

Options to purchase common shares of the Company are intended to align the interests of the Company's directors and executive officers with those of its shareholders, to provide a long term incentive that rewards these individuals for their contribution to the creation of shareholder value and to reduce the cash compensation the company would otherwise have to pay. The company's Stock Option Incentive Plan is administered by the board of Directors on recommendations received from time to time from the Compensation and Corporate Governance Committee. In establishing the number of the incentive stock options to be granted to the Named Executive Officers, reference is made to the number of stock options granted to officers of other publicly traded companies that, similar to the Company, are involved in the mining industry, as well as those of other publicly traded Canadian companies on a comparable size to that of the company in respect of assets. The Board of Directors also considers previous grants of options and the overall number of options that are outstanding relative to the number of outstanding common shares in determining whether to make any new grants of options and the size and terms of any such grants, as well as the level of effort, time, responsibility, ability, experience a level of commitment of the executive officer in determining the level of incentive stock option compensation. See "Incentive Plan Awards – Outstanding Option-Based Awards" below, as well as Part 5 – Securities Authorized for Issuance Under Equity Compensation Plans.

Benefits and Perquisites

The Company does not, as of the date of this Circular, offer any benefits or perquisites to its Named Executive Officers than entitlement to incentive stock options as otherwise disclosed and discussed herein.

Summary Compensation Table

The following table provides a summary of the compensation earned by, paid to, or accrued and payable to, each Named Executive Officer during the fiscal year ended December 31, 2009.

Amounts reported in the table below are in Canadian dollars.

Name and Principal Position	Fiscal Year Ended Jan.31	Salary/Fee (\$)	Share based Awards (\$)	Other based Awards (\$)	Non-equity incentive plan compensation (\$)				
					Annual Incentive Plans	Long-Term Incentive Plans	Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
STANLEY LANZET CEO	2010	30,000	Nil	Nil	Nil	Nil	Nil	Nil	30,000
	2009	39,636		25,000				11,000	Nil
	2008	37,891		Nil				Nil	32,977
MICHAEL RAFTERY CFO	2010	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2009	31,175							31,175
	2008	31,400							31,400

Incentive Plan Awards

Outstanding Option-Based Awards

The following table sets out option-based awards granted to the Named Executive Officers during the most recently completed financial year, or in prior years, and that were outstanding as at December 31, 2010. No other share-based awards have been granted to the Named Executive Officers by the Company.

Named Executive Officer	Option-based Awards				Share-based Awards	
	Number of Common Shares Underlying Unexercised Options (#)	Option Exercise Price Per Common Share (\$)	Option Expiry Date	Value of Unexercised in-the-money options ¹ (\$)	Number of Shares or Units of Shares That have Not vested (#)	Market or Payout value Of share-Based awards that have not Vested (\$)
STANLEY LANZET	Nil	Nil	Nil	Nil	Nil	Nil
MICHAEL RAFTERY	Nil	Nil	Nil	Nil	Nil	Nil

Incentive Plan Awards – Value Vested or Earned during the Year

Named Executive Officer	Option-based awards – Value vested ¹ during the year ended December 31, 2010 (\$)	Share-based awards - Value vested during the year ended December 31, 2010 (\$)	Non-equity incentive plan Compensation - Value earned during the year ended December 31, 2010 (\$)
Stanley Lanzet	Nil	Nil	Nil
Michael Raftery	Nil	Nil	Nil

Pension Plan Benefits

The Company does not offer any pension plan benefits to its Named Executive Officers.

Termination and Change of Control Benefits

Other than as disclosed below, the Company is not a party to any contract, agreement, plan or arrangement with its Named Executive Officers that provide for payments to Named Executive Officers at, following, or in connection with any termination (whether voluntary, involuntary or constructive), resignation or retirement, or as a result of a change in control of the Company or a change in a Named Officer's responsibilities.

Director Compensation

The Company does pay its directors a fee for attending meetings. Directors are entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors and the Company does, from time to time, grant incentive stock options to purchase common shares to its directors (see "Outstanding Option – Based Awards" below).

The following disclosure of director compensation for the Company's most recently completed financial year excludes compensation for the Company's Stanley Lanzet, in his capacity as President and Chief Executive Officer of the Company. His compensation is disclosed above.

Name	Director Fees Earned (\$)	Share-Based Awards (\$)	Option Based Awards (\$)	Non-equity Incentive Plan Compensation (\$)	Pension Value (\$)	All other Compensation (\$)	Total (\$)
Benjamin Lanzet	30,013	-	-	-	-	-	•
Elden Schorn	-	-	-	-	-	-	-
Alexis Lanzet	40,000	-	-	-	-	-	•

Outstanding Option-Based Awards

The following table sets out option-based awards to the directors of the Company (excluding Stanley Lanzet) during the most recently completed financial year, and in years prior to, and that were outstanding as at the fiscal year ended December 31, 2010. No other share-based awards have been

granted to the directors and the Company does not provide any non-equity incentive plan compensation to its directors. See also “Executive Compensation – Incentive Plan Awards” for outstanding options held by Stanley Lanzet and Michael Raftery.

Incentive Plan Awards – Value Vested or Earned during the Year

The following table sets out the value vested or earned by the non-executive directors of the Company during the financial year ended December 31, 2010. See Part 4 – “Executive Compensation – Incentive Plan Awards” for details with respect to Stanley Lanzet and Michael Raftery.

Named Executive Officer	Option-based awards – Value vested during the year ended December 31, 2010 (\$)	Share-based awards-Value Vested during the year ended December 31, 2010 (\$)	Non-equity incentive plan Compensation– Value earned During the year ended December 31, 2010 (\$)
Benjamin Lanzet	Nil	Nil	Nil
Elden Schorn	Nil	Nil	Nil
Alexis Lanzet	Nil	Nil	Nil

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following information is as of December 31, 2010, the Company’s most recently completed financial year.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column)
Equity compensation plans approved by securityholders	N/A	N/A	N/A
Equity compensation plans not approved by security–holders	N/A	N/A	N/A
TOTAL	N/A	N/A	N/A

ELECTION OF DIRECTORS

The directors of the Company are annually elected and hold office until the next Annual General Meeting of the Company or until their successors are appointed, unless a director ceases to hold

office pursuant to the Business Corporations Act, SBC 2002, or his office is vacated pursuant to the Articles of the Company. In the absence of instructions to the contrary, the enclosed proxy will be voted for the nominees herein listed.

THE MANAGEMENT DOES NOT CONTEMPLATE THAT ANY OF THE NOMINEES WILL BE UNABLE TO SERVE AS A DIRECTOR. IN THE EVENT THAT PRIOR TO THE MEETING ANY VACANCIES OCCUR IN THE SLATE OF NOMINEES HEREIN LISTED IT IS INTENDED THAT DISCRETIONARY AUTHORITY SHALL BE EXERCISED BY MANAGEMENT TO VOTE THE PROXY FOR THE ELECTION OF ANOTHER PERSON OR PERSONS AS DIRECTORS.

The following table set out the information concerning management nominees for the office of Director, two of whom are ordinarily resident in the United State of America and two of whom are ordinarily resident in Canada.

<u>Name and Place of Residence</u>	<u>Term Expires</u>	<u>Past and Present Principal Occupation for last 5 Years</u>	<u>Period for which Nominee has been a Director of the Company</u>	<u>Approximate No. of shares Beneficially Owned Directly or Indirectly as at Aug. 20, 2011</u>
STANLEY LANZET* Las Vegas, Nevada PRESIDENT, DIRECTOR	At the Next Annual General Meeting	President of Lanzet Global Securities Corp. 1995 to present	December 18, 2003 to present	342,178
BENJAMIN LANZET New York, New York DIRECTOR	At the Next Annual General Meeting	Businessman	May 5, 2008 to present	237,364
ELDEN SCHORN * West Vancouver, B.C. DIRECTOR	At the Next Annual General Meeting	Lobbyist and Financial Consultant of Schorn Consulting Ltd.	June 9, 2004 to present	Nil
ALEXIS LANZET Vancouver, B.C. DIRECTOR	At the Next Annual General Meeting	Self-Employed Businessman	May 16, 2007 to present	228,381
HALSEYD. JOHNSTON Vancouver, B.C. New Appointment	At the Next Annual General Meeting	Self-Employed Businessman, FCSI	New Appointment	Nil

The Board of Directors has one committee:

- a) the Audit and Finance Committee which consists of Elden Schorn, Stanley Lanzet and Benjamin Lanzet;
- b) the Corporate Governance Committee which consists of Stanley Lanzet.

Corporate Cease Trade Orders and Bankruptcies

None of the proposed directors are, or within the ten years prior to the date of this Information Circular, have been a director, officer or promoter of any other issuer or reporting company which have been struck from the Registrar of Companies by the B.C. Registrar of Companies or other similar authority or was subject to a cease trade or similar order, or an order that denied the other issuer access to any statutory exemptions, or suspension order for a period of more than 30 consecutive days.

None of the proposed directors have been a director officer or promoter of any other issuer or reporting company which was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislative authority relating to bankruptcy or insolvency or been 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 that reporting company.

Penalties and Sanctions

None of the proposed directors have been the subject of any penalties or sanctions imposed by a court or securities regulatory authority relating to trading in securities, the promotion, formation or management of a publicly traded company or involving theft or fraud.

Individual Bankruptcies

No proposed director has, within the ten years prior to the date of this Information Circular, been declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

The Board of Directors has adopted:

- a) the Audit and Finance Committee of the Board of Directors Charter;
- b) the Nominating and Corporate Governance Committee of the Board of Directors Charter;
and
- c) the Corporate Disclosure Control System;

in order to comply with National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* and National Policy 58-201 *Corporate Governance Guidelines*. Copies of these

documents are located under the Company's name on the SEDAR website (www.sedar.com).

The Audit Committee of the Board of Directors has established "whistler blower" procedures in order to comply with Section 2.3(7) of National Instrument 52-110, *Audit Committees*. A copy of the procedure is located under the Company's name on the SEDAR website.

CORPORATE GOVERNANCE DISCLOSURE

The Company is a Venture Issuer and is required to provide the following information in its Management Information Circular if the Company is soliciting a proxy for the election of Directors.

Board of Directors

The Board of Directors has created a Nominating and Corporate Governance Committee and has approved a charter for that committee. A copy of the charter has been placed on the SEDAR website.

The said committee is intended to provide the exercise of independent supervision over management.

The Board includes the following persons who are considered to be independent in the circumstances of this Company: Elden Schorn, Alexis Lanzet and Benjamin Lanzet.

In addition, the Board includes Stanley Lanzet as a director. He is not considered independent as he performs the role of an officer for the Company.

Directorships

One of the directors and proposed directors is a director of other reporting issuers or their equivalent in a domestic or foreign jurisdiction. Elden Schorn, director of Pacific Copper Minerals and Global Green Solutions Inc.

Orientation and Continuing Education

The Board does not have any formal procedure to orient new board members nor does it have a formal policy of providing continuing education for directors.

The Company relies upon its professional advisors to update the knowledge of the board members in respect to changes in relevant policies and regulations. The Nominating and Corporate Governance Committee will be expected to select any new members from persons who have the requisite knowledge and experience to ensure that the lack of formal policy will not detract from the performance of board members.

Ethical Business Conduct

The Board has adopted a Code of Ethics. A copy of the Code is located under the company's name on the SEDAR website. The Board does not take any formal measures to encourage and promote a culture of ethical business conduct, but, does rely upon the selection of persons to and as directors, officers and employees who they consider to meet the highest ethical standards.

Nominations of Directors

The Nominating and Corporate Governance Committee is charged with the responsibility of identifying new candidates for board nominations, including setting up a procedure for identifying new candidates.

Compensation

The directors of the Company do not receive compensation as such. The compensation payable to officers and for consulting services are determined by the Board of Directors according to their understanding as to the amount of compensation is reasonable in the circumstances of the services performed by officers or consultants.

Other Board Committee

The Board does not have any standing committee other than audit, compensation and nominating and corporate governance committees. However, it does have a corporate disclosure system which is described in notes which have been placed on the SEDAR website.

Assessment

The Nominating and Corporate Governance Committee is charged with the responsibility of satisfying itself that the board, its committees and individual directors are performing effectively.

REMUNERATION OF MANAGEMENT AND OTHERS

During the year ended December 31, 2010, the Company paid \$30,000 (2009 – \$39,636) for management fees to the President, Stanley Lanzet.

During the last fiscal year, management fees and remuneration to directors or officers of the Company or their holding companies are marketing and development fees of \$30,074 (2009 - \$39,636) paid to an individual related to the President and director of the Company. Salaries and benefits of \$30,013 (2009 - \$30,090) were paid to a director. Professional fees of \$40,000 (2009 - \$40,162) were paid to a director. Professional fees of \$6,489 (2009 - \$8,062) were paid to a legal firm of which a partner is the Secretary of the Company.

There are no incentive stock options.

No pension or retirement benefit plans have been instituted by the Company and none are proposed at this time.

None of the directors or senior officers of the Company or associate or affiliate of any of them have been indebted to the Company since the beginning of the last completed financial year.

AUDIT COMMITTEE

National Instrument 52-110 *Audit Committees* (NI 52-110) of the Canadian securities administrators

requires the Company's Audit Committee to meet certain requirements. It also requires the Company to disclose in this Circular certain information regarding the Audit Committee. That information is disclosed below.

Overview

The Audit Committee of the Company's Board of Directors is responsible for:

- recommending to the Company's Board of Directors the external auditor to be nominated for election by the Company's shareholders at each Annual General Meeting and approving the compensation of such external auditor;
- overseeing the work of the external auditor, including the resolution of disagreements between the auditor and management regarding the Company's financial reporting;
- pre-approving all non-audit services to be provided to the Company and its subsidiaries, if any, by the auditor;
- reviewing the Company's annual and interim financial statements, Management's Discussion & Analysis (MD&A) and press releases regarding earnings before they are submitted for review and approval by the Board of Directors and publicly disseminated by the Company;
- confirming adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph, and periodically assessing the adequacy of those procedures; and
- reviewing and approving the Company's hiring policies regarding current and former partners and employees of the Company's current and former auditors.

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

The Audit Committee's Charter

The Company's Board of Directors has adopted a Charter for the Audit Committee which sets out the Committee's mandate, organization, powers and responsibilities. The Charter is attached as a schedule to this Circular.

Composition of the Audit Committee

The Audit Committee consists of three directors. Unless it is a 'Venture Issuer' (an issuer the securities of which are not listed or quoted on any of the Toronto Stock Exchange, a market in the United States of America other than the over-the-counter market, or a market outside of Canada and the U.S.A.) as of the end of its last financial year, NI 52-110 requires each of the members of the Committee to be independent and financially literate. Since the Company is a 'Venture Issuer' (its securities are listed on the TSX Venture Exchange, but are not listed or quoted on any other

exchange or market, other than possibly the U.S. over-the-counter market, or a market outside of Canada and the U.S.A.), it is exempt from this requirement. In addition, the Company's governing corporate legislation requires the Company to have an Audit Committee composed of a minimum of three directors, a majority of whom are not officers or employees of the Company. The Audit Committee complies with this requirement.

The following table sets out the names of the members of the Audit Committee and whether they are officers or employees, 'independent' or 'financially literate'.

Name of Member	Independent	Financially Literate
Stanley Lanzet	No	Yes
Elden Schorn	Yes	Yes
Benjamin Lanzet	Yes	Yes

Relevant Education and Experience

The education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

- an understanding of the accounting principles used by the Company to prepare its financial statements;
- the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;
- experience preparing, auditing, analysing or evaluating 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 one or more persons engaged in such activities; and
- an understanding of internal controls and procedures for financial reporting, are as follows:

<u>Name</u>	<u>Education</u>	<u>Experience</u>
Stanley Lanzet	MBA	30 years' experience in securities analysis
Elden Schorn	B. Education	More than 30 years' experience as Director/Officer of public companies
Benjamin Lanzet	B. Finance	4 years as Financial Analyst

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Company's Board of Directors.

Reliance on Exemptions in NI 52-110 regarding De Minimis Non-audit Services or on a Regulatory Order Generally

Since the commencement of the Company's most recently completed financial year, the Company has not relied on:

1. the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 (which exempts all non-audit services provided by the Company's auditor from the requirement to be pre-approved by the Audit Committee if such services are less than 5% of the auditor's annual fees charged to the Company, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by the Audit Committee prior to the completion of that year's audit); or
2. an exemption from the requirements of NI 52-110, in whole or in part, granted by a securities regulator under Part 8 (*Exemptions*) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in its Charter.

External Auditor Service Fees (By Category)

The following table discloses the fees billed to the Company by its external auditor during the last four financial years.

Financial Year	Audit Fees ⁽¹⁾	Audit Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees ⁽⁴⁾
2010	20,000	N/A	N/A	N/A
2009	\$18,742	N/A	N/A	N/A
2008	\$19,304	N/A	N/A	N/A
2007	\$25,725	N/A	N/A	N/A

(1) The aggregate fees billed for audit services.

(2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and are not disclosed in the 'Audit Fees' column.

(3) The aggregate fees billed for tax compliance, tax advice, and tax planning services. These services involved the preparation of Canadian Corporation Income Tax Returns.

(4) The aggregate fees billed for professional services other than those listed in the other three columns.

Reliance on Exemptions in NI 52-110 regarding Audit Committee Composition & Reporting Obligations

Since the Company is a Venture Issuer, it is relying on the exemption contained in section 6.1 of NI 52-110 from the requirements of Part 3 *Composition of the Audit Committee* (as described in ‘Composition of the Audit Committee’ above) and Part 5 *Reporting Obligations* of NI 52-110 (which requires certain prescribed disclosure about the Audit Committee in the Company’s Annual Information Form, if any).

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out, as at the end of the Company’s last completed financial year, information regarding outstanding options, warrants and rights (other than those granted *pro rata* to all shareholders) granted by the Company under its equity compensation plans.

<u>Plan Category</u>	<u>Number of shares issuable upon exercise of outstanding options, warrants and rights</u>	<u>Weighted average exercise price of outstanding options, warrants and rights \$</u>	<u>Number of shares remaining available for issuance under equity compensation plans</u>
Equity compensation plans approved by shareholders	Nil	Nil	Nil
Equity compensation plans not approved by shareholders	Nil	Nil	Nil
Total	Nil	Nil	Nil

APPOINTMENT OF AUDITORS

It is intended to vote the proxy to appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Accountants, of 1500 – 1140 West Pender Street, Vancouver, BC, V6E 4G1. as Auditors of the Company, and to authorize the directors to fix their remuneration. They or their predecessor firm have been the Company’s Auditors since 2008.

MANAGEMENT CONTRACTS

No person other than a director or executive officer or their holding company have a management contract with the Company.

OTHER MATTERS TO BE ACTED UPON

The management of the Company proposes to move resolutions as described below:

1. A resolution (by disinterested shareholders), (1) to ratify and approve any stock options granted to directors, officers and employees of the Company and its subsidiaries during the previous year (2) to authorize and approve the granting of stock options that the Company might see fit in their discretion to grant to directors, officers and/or employees of the Company and its subsidiaries during the forthcoming year at such prices and upon such terms as may be acceptable to the TSX Venture Exchange and (3) to authorize the directors to renegotiate or cancel any existing stock options.
2. A resolution to approve the 2011 stock option plan (by disinterested shareholders).

Shareholders will be asked to consider and, if thought fit, to approve a stock option plan (the Plan) whereby the maximum number of common shares of the Company that may be issued under the Plan will be 441,134 of the issued capital. Management is of the view that it is in the best interests of the Company to implement the Plan. The Plan, if approved by the TSX Venture Exchange (the Exchange) and a majority of the disinterested defined in the policies of the Exchange but generally excluding all persons entitled to options under the Plan such as directors, officer and employees of the Company) will become effective upon such approval.

The Plan has been prepared in accordance with the policies of the Exchange. Any common shares subject to a share option which for any reason is cancelled or terminated without having been exercised shall again be available for grant under the Plan.

The Plan provides that eligible persons thereunder include any director, officer, employee (full or part-time), consultant or management company employee of the Company or any affiliate of the Company designated by the directors under the Plan. The definition of consultant is the same as that contained in the policies of the Exchange.

The Plan will be administered by the board of directors or a committee thereof. The board of directors will have the authority to determine, among other things, the persons to whom options are granted and the number of such options. At the time an option is granted, the board will also determine the exercise price of the option which, subject to a minimum price of \$0.05 shall be equal to the closing price of the common shares on the Exchange on the day immediately preceding the date of grant, and any vesting criteria or other restrictions with respect to the exercisability of the option. Subject to any restrictions contained in the Plan, the board may also impose such other terms and conditions as it shall deem necessary or advisable at the time of grant.

The term of the options will be determined by the board, but in any case must be no more than five years from the date of grant. Options are not transferable other than by will or the laws of descent and distribution. If an optionee ceases to be an eligible person for any reason whatsoever, the option (to the extent that it has vested at the time of termination) is exercisable for a period of 90 days or until the options expiration date, whichever is earlier, after which time the options will terminate and be of no further force and effect. If an optionee dies, the legal representative of the optionee may exercise the option (to the extent

that it has vested at the time of death) until the earlier of one year after the date of death and the option's expiration date.

The Plan provides that the maximum number of common shares which may be reserved for issuance to any participant pursuant to options may not exceed 5% of the common shares outstanding at the time of grant (on a non-diluted basis) less the aggregate number of common shares reserved for issuance to such person under any other option to purchase common shares under any other share compensation arrangement. Under the Plan, the maximum number of common shares that may be issued to any participant, or to one insider and the insider's associates, within a one year period pursuant to option exercises may not exceed 5% of the outstanding issue.

The Company will not provide any optionee with financial assistance in order to enable such optionee to exercise share options granted under the Plan.

A copy of the Plan is attached to this Information Circular as Schedule A.

3. Subdivision of Common Shares

At the Meeting, shareholders of the Company will be asked to consider, and if thought advisable, to pass a special resolution (the full text of which is set forth below) amending the Company's share structure by subdividing the fully paid and issued common shares into fully paid and issued common shares (the "Subdivision"), each common share being divided by ratio of two to one.

In accordance with the *Business Corporation Act* (British Columbia) (the "BCBCA"), the Subdivision must be approved by a majority of not less than two-thirds of the votes cast by shareholders of the Company who vote in respect of the resolution approving the Subdivision at the Meeting.

The Subdivision will be effective on the date on which the directors of the Company determine to carry out the Subdivision, as accepted by the TSX Venture Exchange.

It is anticipated that a letter of transmittal containing instructions with respect to the surrender of share certificates for the Company's pre-Subdivision common shares will be furnished to the shareholders of the Company for use in exchanging their share certificates. Following the return of a properly completed and executed letter of transmittal, together with the share certificate for the pre-Subdivision common shares, the certificates for the appropriate number of post-Subdivision common shares will be issued.

Management of the Company is of the opinion that the Subdivision is in the best interest of the Company as there has been limited liquidity in the Company's common shares. Management believes that the Subdivision will create a larger public float and therefore improve the liquidity of the Company's common shares.

The board of directors of the Company recommends that the shareholders vote in favour of the Subdivision.

The following is the text of the special resolution which will be put forward at the Meeting:

“RESOLVED, as special resolutions that, subject to regulatory approval:

- (a) The issued and outstanding common shares shall be split in a ratio of 1:2 so that upon the Articles of Amendment taking effect the 2,207,172 issued and outstanding common shares of the Company shall become 4,414,344 common shares of the Company (the “Subdivision”);
- (b) Should the board of directors of the Company choose to act upon this special resolution to effect the Subdivision and subject to the deposit of this resolution at the Company’s record’s office, the solicitors for the Company are authorized and directed to electronically file an Articles of Amendment with the British Columbia Registrar of Companies, if required;
- (c) Any one director or officer of the Company is authorized and directed on behalf of the Company, to take all necessary steps and proceeds, and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things as may be necessary or desirable to give effect to this special resolution.”

4. A resolution to ratify, confirm and approve all acts, deeds and things done by and the proceedings of the directors and officers of the Company on its behalf sine the last Annual General Meeting of the Company.

To pass the proposed special resolutions, an affirmative vote of not less than sixty-five per cent (65%) of the votes cast by the shareholders of the Company present in person or by proxy at the Meeting is required.

THE MANAGEMENT KNOWS OF NO OTHER MATTERS TO COME BEFORE THE MEETING OF SHAREHOLDERS OTHER THAN REFERRED TO IN THE NOTICE OF MEETING. SHOULD ANY OTHER MATTERS PROPERLY COME BEFORE THE MEETING, THE SHARES REPRESENTED BY THE PROXY SOLICITED HEREBY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGMENT OF THE PERSONS VOTING THE PROXY.

DATED this 24th day of August, A.D. 2011.

BY ORDER OF THE BOARD OF DIRECTORS