

COLOSSAL RESOURCES CORP.

NOTICE OF MEETING

AND

PROXY STATEMENT AND INFORMATION CIRCULAR

**IN RESPECT OF THE
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON NOVEMBER 29, 2012**

DATED NOVEMBER 1, 2012

COLOSSAL RESOURCES CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of Colossal Resources Corp. (the “**Company**”) will be held at the offices of Torys LLP, Suite 4600, 525 - 8th Avenue S.W., Calgary, Alberta on Thursday, November 29, 2012, at 10:00 a.m. (Calgary time) for the following matters:

1. to receive the financial statements of the Company, together with the report of the auditors thereon for the year ended April 30, 2012;
2. to fix the number of directors of the Company at three;
3. to elect the directors of the Company for the ensuing year;
4. to appoint the auditors of the Company for the ensuing year;
5. to approve the Company’s new stock option plan attached as Appendix “B” to the accompanying proxy statement and information circular of the Company dated November 1, 2012 (the “**Information Circular**”);
6. to approve the continuance (the “**Continuance**”) of the Company from the jurisdiction of the Province of British Columbia to the jurisdiction of the Province of Alberta pursuant to section 188 of the *Business Corporations Act* (Alberta). The articles of Continuance attached as Appendix “C” to the Information Circular will result in a name change from “Colossal Resources Corp.” to “Top Strike Resources Corp.” (or such other name as the board of directors of the Company deems appropriate in its sole discretion) and changes to the share capital of the Company;
7. subject to Shareholder approval of the Continuance, to adopt the Company’s new by-laws, attached as Appendix “D” to the Information Circular; and
8. to transact such other business as may be properly brought before the Meeting or any adjournment or postponement thereof.

Shareholders should refer to the Information Circular for more information with respect to the matters to be considered at the Meeting.

Only Shareholders at the close of business on October 25, 2012 (the “**Record Date**”) are entitled to notice of and to vote at the Meeting or any adjournment or postponement thereof, except to the extent that: (i) a registered Shareholder has transferred the ownership of any Common Shares, subsequent to the Record Date; and (ii) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares and demands, not later than 10 days before the Meeting, that his or her name be included on the Shareholder list before the Meeting, in which case, the transferee shall be entitled to vote such Common Shares at the Meeting.

Registered Shareholders may vote in person at the Meeting or any adjournment or postponements thereof, or they may appoint another person (who need not be a Shareholder) as their proxy to attend and vote in their place. To be valid, proxies must be deposited at the office of the Company’s transfer agent, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, by 10:00 a.m. (Calgary time) on November 27, 2012, or if the Meeting is adjourned or postponed, by 10:00 a.m. (Calgary time) on the second business day prior to the date on which the Meeting is reconvened. Late proxies may be accepted or rejected by the Chairman of the Meeting at his discretion and the Chairman is under no obligation to accept or reject any particular late proxy.

Non-registered Shareholders should carefully follow the instructions of the intermediary providing these materials on behalf of the Company including those regarding when and where the proxy form is to be delivered. Shareholders are cautioned that the use of the mail to transmit proxies is at each Shareholder's risk.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) *"Dale Styner"*

Dale Styner
President and Chief Executive Officer

November 1, 2012

COLOSSAL RESOURCES CORP.

PROXY STATEMENT AND INFORMATION CIRCULAR

**FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON NOVEMBER 29, 2012**

PURPOSE OF SOLICITATION

This proxy statement and information circular ("**Information Circular**") is furnished in connection with the solicitation of proxies by the management of Colossal Resources Corp. ("**Colossal**" or the "**Company**") for use at the annual and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Common Shares**") of Colossal.

The Meeting will be held at the offices of Torys LLP, Suite 4600, 525 - 8th Avenue S.W., Calgary, Alberta on Thursday, November 29, 2012, at 10:00 a.m. (Calgary time) and any adjournment or postponement thereof for the purposes set forth in the accompanying notice of meeting of Shareholders ("**Notice of Meeting**"). Information contained herein is given as of November 1, 2012 unless otherwise specifically stated.

Solicitation of proxies will be primarily by mail but may also be by telephone, facsimile or in person by directors, officers and employees of Colossal who will not be additionally compensated therefore. Brokers, nominees or other persons holding Common Shares in their names for others shall be reimbursed for their reasonable charges and expenses in forwarding proxies and proxy material to the beneficial owners of such Common Shares. The costs of soliciting proxies will be borne by Colossal.

APPOINTMENT AND REVOCATION OF PROXIES

Enclosed herewith is a form of proxy for use at the Meeting. The persons named in the form of proxy are directors and/or officers of Colossal. **A Shareholder submitting a proxy has the right to appoint a nominee (who need not be a Shareholder) to represent him or her at the Meeting other than the persons designated in the enclosed proxy form by inserting the name of his or her chosen nominee in the space provided for that purpose on the form and by striking out the printed names.**

A form of proxy will not be valid for the Meeting or any adjournment or postponement thereof unless it is signed by the Shareholder or by the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, it must be executed by a duly authorized officer or attorney thereof. The proxy, to be acted upon, must be deposited with the registrar and transfer agent of Colossal, Computershare Investor Services Inc. ("**Computershare**"), at the following address, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1 by 10:00 a.m. (Calgary time) on November 27, 2012, or if the Meeting is adjourned or postponed, by 10:00 a.m. (Calgary time) on the second business day prior to the date on which the Meeting is reconvened.

A Shareholder who has given a proxy may revoke it prior to its use, in any manner permitted by law, including by instrument in writing executed by the Shareholder or by his or her attorney authorized in writing or, if the Shareholder is a corporation, executed by a duly authorized officer or attorney thereof and deposited with Computershare at any time up to and including the second last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the chairman of the Meeting on the day of the Meeting or any adjournment or postponement thereof.

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set forth in this section is of significant importance to many Shareholders, as a substantial number of Shareholders do not hold Common Shares in their own name.

Only registered Shareholders, or the persons they appoint as their proxies, are permitted to attend and vote at the Meeting. However, in many cases, Common Shares beneficially owned by a holder (a "**Beneficial Shareholder**")

are in the name of a clearing agency (such as CDS & Co., the registration name for the Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms.) who is holding such Common Shares on behalf of an intermediary (an “**Intermediary**”) that the Beneficial Shareholder deals with in respect of the Common Shares. Intermediaries include securities dealers, or brokers, trustees or administrators of self-administered RRSPs, RRIFs, RESPs, TFSA’s and similar plans. If Common Shares are listed in a statement provided to a Beneficial Shareholder by a broker, those Common Shares will, in all likelihood, not be registered in the Shareholder’s name.

Common Shares held by Intermediaries and their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, the Intermediary or their nominee is prohibited from voting Common Shares for their clients. Each Beneficial Shareholder should therefore ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

Although a Beneficial Shareholder will not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of an Intermediary, a Beneficial Shareholder may attend at the Meeting as a proxyholder for the registered holder and vote the Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered Shareholder, should enter their own names in the blank space on the form of proxy provided to them and return the same to their Intermediary (or the agent of such Intermediary) in accordance with the instructions provided by such Intermediary well in advance of the Meeting.

There are two categories of Beneficial Shareholders: (i) objecting beneficial owners (“**OBOs**”) – those who object to their name being made known to the issuer of securities which they own; and (ii) non-objecting beneficial owners (“**NOBOs**”) – those who do not object to the issuer of the securities they own knowing who they are.

NOBOs

The Company has decided to take advantage of those provisions of NI 54-101 - *Communications with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), which permit it to directly deliver proxy-related materials to NOBOs of the Company who have not waived the right to receive such materials. As a result, NOBOs of the Company can expect to receive a scannable voting instruction form, together with the Information Circular from Computershare. These voting instruction forms are to be completed and returned to Computershare following the instructions provided in the form. Computershare will tabulate the results of the voting instruction forms received from NOBOs and will provide appropriate instructions at the Meeting with respect to the Common Shares represented by the voting instruction forms received by it.

Should a NOBO of the Company wish to vote at the Meeting in person, the NOBO must, as set forth in the voting instruction form, request a form of legal proxy from Computershare that will grant the NOBO the right to attend the Meeting and vote in person. NOBOs that wish to change their vote must, in sufficient time in advance of the Meeting, contact Computershare to change their vote.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding the securities on your behalf. By choosing to send these materials to you directly, the Company (and not the Intermediary holding on your behalf) has assumed responsibility for: (i) delivering these materials to you; and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

OBOs

In accordance with the requirements of NI 54-101, copies of this Information Circular have been distributed to the clearing agencies and Intermediaries for onward distribution to OBOs of the Company. Intermediaries are required to forward the Information Circular to OBOs of the Company unless the OBO has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Information Circular to OBOs. With the

Information Circular, Intermediaries or their service companies should provide OBOs with a “request for voting instruction form” which, when properly completed and signed by such OBO and returned to the Intermediary or its service company, will constitute voting instructions which the Intermediary must follow. The purpose of this procedure is to permit OBOs to direct the voting of the Common Shares that they beneficially own. Should a OBO wish to vote at the Meeting in person, the OBO should follow the procedure in the request for voting instructions provided by or on behalf of the Intermediary and request a form of legal proxy which will grant the OBO the right to attend the Meeting and vote in person. OBOs should carefully follow the instructions of their Intermediary, including those regarding when and where the completed request for voting instructions is to be delivered. OBOs who wish to change their vote must, in sufficient time in advance of the Meeting, arrange with their respective Intermediaries to change their vote and if necessary revoke their proxy in accordance with the revocation procedures set out above.

If you have any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance. **All references to Shareholders in this Information Circular and the accompanying form of proxy and Notice of Meeting are to registered Shareholders unless specifically stated otherwise.**

VOTING OF PROXIES

All Common Shares represented at the Meeting by properly executed proxies will be voted on any ballot that may be called for and, where a choice with respect to any matter to be acted upon has been specified in the accompanying form of proxy, the Common Shares represented by the proxy will be voted in accordance with such instructions. **In the absence of any such instruction, the persons whose names appear on the printed form of proxy will vote in favour of all the matters set out thereon. The enclosed form of proxy confers discretionary authority upon the persons named therein. If any other business or amendments or variations to matters identified in the Notice of Meeting properly comes before the Meeting then discretionary authority is conferred upon the person appointed in the proxy to vote in the manner they see fit, in accordance with their best judgment.**

At the time of the printing of this Information Circular, the management of Colossal knew of no such amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting.

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered shareholders electing to submit a proxy may do so by:

- (a) complete, date and sign the enclosed form of proxy and return it to Computershare by fax within North America at 1-866-249-7775 and outside North America at (416) 263-9524, or by mail to 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1;
- (b) use a touch-tone phone to transmit voting choices to the toll free number. Registered Shareholders must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll free number, the holder’s account number and the proxy access number; or
- (c) use the internet at Computershare’s website, www.computershare.com/proxy. Registered Shareholders must follow instructions given on Computershare’s website and refer to the enclosed proxy form for the holder’s account number and the proxy access number.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The board of directors of Colossal (the “**Board**”) has fixed October 25, 2012 as the record date (the “**Record Date**”). Any registered Shareholder at the close of business on the Record Date is entitled to receive notice of the Meeting and to vote thereat or at any adjournments or postponements thereof on the basis of one vote for each Common Share held, except to the extent that: (i) a registered Shareholder has transferred the ownership of any Common Shares, subsequent to the Record Date; and (ii) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares and demands, not later

than 10 days before the Meeting, that his or her name be included on the Shareholder list before the Meeting, in which case, the transferee shall be entitled to vote such Common Shares at the Meeting.

As of the date hereof, there were 12,157,762 Common Shares issued and outstanding.

To the knowledge of the directors and executive officers of the Company, there are no persons or companies who beneficially own, directly or indirectly, or control or direct Common Shares carrying 10% or more of the voting rights attached to all of the Common Shares.

As of the date hereof, the directors and executive officers of the Company, as a group, beneficially own, directly or indirectly, 819,233 Common Shares representing approximately 6.7% of the issued and outstanding Common Shares and no options to purchase Common Shares (“**Options**”) issuable pursuant to the Company’s current stock option plan (the “**Current Plan**”).

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No director or executive officer or proposed director of the Company, or the associates or affiliates of such persons, has any material interest, direct or indirect, in any matter to be acted upon at the Meeting.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person of the Company, any proposed director of the Company, or any associate or affiliate of the foregoing has or has had any material interest in any transaction since the commencement of the Company’s last completed fiscal year or in any proposed transaction which has materially affected or will materially affect the Company.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No executive officer, director, employee of the Company or former executive officer, director or employee of the Company is indebted to the Company nor is the Company providing, or has provided, to any such persons, a guarantee, support agreement, letter of credit or other similar arrangement or understanding respecting any indebtedness of such persons, including indebtedness incurred for the purchase of securities of the Company.

MANAGEMENT CONTRACTS

There are no management functions of the Company which are to any substantial degree performed by a person or company other than the directors or executive officers (or private companies controlled by them, either directly or indirectly) of the Company.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth the number of Common Shares to be issued upon exercise of outstanding Options, the weighted average exercise price of such outstanding Options and the number of Common Shares remaining available for future issuance under the Current Plan of the Company as at April 30, 2012.

Plan Category	Number of Common Shares to be issued upon exercise of outstanding Options	Weighted-average exercise price of outstanding Options	Number of Common Shares remaining available for future issuance under equity compensation plans (excluding Common Shares reflected in the first column)
Equity compensation plans approved by Shareholders	-	-	1,215,776
Equity compensation plans not approved by Shareholders	-	-	-
Total	-	-	1,215,776

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Introduction

The purpose of this Compensation Discussion and Analysis is to provide information about the Company's philosophy, objectives and processes regarding compensation paid to those who acted as the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") of the Company (or in similar capacities) and each of the most highly compensated executive officers of the Company, other than the CEO and the CFO, whose total compensation was, individually, more than \$150,000 for the year ended April 30, 2012 (each a "Named Executive Officer" and collectively, the "Named Executive Officers").

For the year ended April 30, 2012, the Company had the following three Named Executive Officers:

- Andrew Cheshire (former President and CEO);
- Dennis Mee (CFO, Corporate Secretary and former President and CEO); and
- Terence Kwan (former CFO and Corporate Secretary).

Subsequent to the year ended April 30, 2012, Andrew Cheshire resigned as President, CEO and a director of the Company on June 25, 2012. Dale Styner was appointed as President, CEO and a director of the Company on June 25, 2012.

Given the small size of the Company, the Company's executive compensation program is administered by the Board and the Named Executive Officers. All compensation arrangements between the Company and any director or senior officer of the Company are considered and approved by Mr. Cochlan, the Company's independent director. Given the Company's early development stage, the Company is focused on limiting cash compensation to the extent appropriate. The following discussion is primarily related to Company's policy for executive compensation as the Company's balance sheet is strengthened and the business of the Company evolves from its current early stage development.

Compensation Philosophy and Objectives of the Compensation Program

The Company's compensation objectives is to create and maintain compensation programs that attract and retain committed, highly qualified personnel by providing appropriate rewards and incentives and that align the interest of the Named Executive Officers with those of the Shareholders to provide incentive to the Named Executive Officers to enhance shareholder value.

What the Compensation Program is Designed to Reward

The Company's compensation program is structured to be competitive with companies of comparable size and complexity and recognize individual and overall corporate performance. The compensation program is designed to

reward the performance that contributes to the achievement of the Company's business strategy on both a short-term and long-term basis.

In addition, the Company strives to reward qualities that it believes help achieve its strategy such as teamwork, individual performance in light of general economic and industry specific conditions, performance that supports the Company's core values, integrity and resourcefulness, the ability to manage the Company's existing assets, the ability to identify and pursue new business opportunities, responsibility and accountability and tenure with the Company.

Each Element of Compensation and Why the Company Chooses to Pay Each Element

The Company compensates the Named Executive Officers through base salaries, cash bonuses and Options, at levels which the Company believes are reasonable in light of the performance of the Company under the leadership of the Named Executive Officers. The following table provides a broad overview of the elements of the Company's executive compensation program.

Element	Award Type Per Form 51-102F6	Objective	Key Features
Base Salaries	Salary	To recognize each Named Executive Officer's unique value and historical contribution to the success of the Company in light of salary norms in the industry and the general marketplace.	Non-discretionary fixed regular cash payments based upon the performance of day-to day executive level responsibilities.
Cash Bonuses	Non-equity incentive plan	To recognize each Named Executive Officer's superior performance or accomplishment.	Discretionary cash payment determined by the Board.
Options	Option-based award	To reward long-term performance by allowing Named Executive Officers to participate in the long-term market appreciation of the Common Shares.	Annual and special awards granted at market price, vesting ratably over several years and having a maximum term of five years.

How the Company Determines the Amount for Each Element

Compensation of the Named Executive Officers has been generally compared against compensation paid to companies of comparable size and complexity (the "**Peer Group**"). In reviewing comparative data, the Board does not engage in benchmarking for the purposes of establishing compensation levels relative to any predetermined point. In the Company's view, external data provides an insight into external competitiveness, but is not an appropriate single basis for establishing compensation levels. The Company can and does exercise both positive and negative discretion in relation to the compensation awards and its allocation between cash and non cash awards.

Base Salaries

The Company believes that base salaries should be competitive with those for similar positions within the Peer Group and, as such, should provide the Named Executive Officers with an appropriate compensation that reflects their level of responsibility, industry experience, individual performance, tenure, and contribution to the growth of the Company.

Cash Bonuses

The Company believes that superior performance or attainment of significant objectives as described under "Executive Compensation - Compensation Discussion and Analysis" above should be rewarded with discretionary cash payments.

The Company does not assign any specific weight to any particular performance goal nor is any specific weight assigned to the performance goals in the aggregate. The Company considers not only the Company's performance during the year with respect to the qualitative goals, but also with respect to market and economic trends and forces, extraordinary internal and market-driven events, unanticipated developments and other extenuating circumstances.

In sum, the Company analyzes the total mix of available information on a qualitative, rather than quantitative basis, in making bonus determinations.

No cash bonuses were awarded to the Named Executive Officers in the year ended April 30, 2012.

Options

Options are granted to Named Executive Officers at the Board's discretion. The purpose of Option grants is to develop the interest of directors, employees, and consultants of the Company in the growth and development of the Company by providing them with the opportunity through such Options to acquire an increased proprietary interest in the Company. New Option grants may be made periodically to ensure that the number of Options granted to any particular individual is commensurate with the individual's level of ongoing responsibility within the Company. In considering additional Option grants, the Board will evaluate the number of Options an individual has been granted, the exercise price and value of the Options and the term remaining on those Options.

No Options were granted in the year ended April 30, 2012 to the Named Executive Officers.

Compensation Policies and Risk Management

The Company does not specifically consider the implications of the risks associated with the Company's compensation policies and practices. The Board does exercise regular oversight of internal decisions made by the Named Executive Officers and other officers of the Company and does exercise oversight of risks arising from the Company's compensation policies and practices that are likely to have a material adverse effect on the Company. The ownership of securities of the Company by the CEO also serves to align the interests of those persons with the other Shareholders and mitigates any excessive risks that may be taken by the Named Executive Officers.

Hedging of Economic Risks in the Company's Securities

Named Executive Officers are not permitted to purchase any financial instrument that is designed to hedge or offset a decrease in market value of the Common Shares. However, the Company does not have any written policies which prohibit a Named Executive Officer or director from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officer or director.

Compensation Governance

For a discussion on policies and practices by the Company to determine the compensation of the Company's directors and executive officers, see the above discussion under the title "Executive Compensation – Compensation Discussion and Analysis". The Company has not established a compensation committee and does not intend to do so given its current stage of development. In addition, for the year ended April 30, 2012, the Company did not retain an independent compensation consultant or advisor to assist in determining the compensation for the Company's directors and executive officers.

Termination and Change of Control Benefits

Other than as provided for at common law, there is no contract, agreement, plan or arrangement that provides for payments to the Named Executive Officers at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in the Named Executive Officer's responsibilities.

Summary Compensation Table

The following table provides information concerning compensation of the Named Executive Officers for the years ended April 30, 2012, 2011 and 2010.

Name and Principal Position	Year	Salary (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation -	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans (\$)		
Andrew Cheshire ⁽¹⁾	2012	Nil	Nil	Nil	Nil	Nil	Nil
Former President & CEO	2011	Nil	Nil	Nil	Nil	Nil	Nil
	2010	Nil	Nil	Nil	Nil	Nil	Nil
Dennis Mee ⁽²⁾	2012	Nil	Nil	Nil	Nil	Nil	Nil
CFO, Corporate Secretary and former President and CEO	2011	Nil	Nil	Nil	Nil	Nil	Nil
	2010	2,500	Nil	Nil	Nil	Nil	2,500
Terence Kwan ⁽³⁾	2012	Nil	Nil	Nil	Nil	Nil	Nil
Former CFO and Corporate Secretary	2011	Nil	Nil	Nil	Nil	Nil	Nil
	2010	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Mr. Cheshire was appointed President and CEO effective November 14, 2011. In addition, Mr. Cheshire also acted as a director of the Company and did not receive any additional compensation for his role as a director of the Company during the year ended April 30, 2012. Mr. Cheshire resigned as President, CEO and a director of the Company on June 25, 2012. Dale Styner was appointed President and CEO and elected as a director of the Company effective June 25, 2012.
- (2) On November 14, 2011, Mr. Mee resigned as President and CEO and was appointed CFO and Corporate Secretary of the Company. Mr. Mee also acts as a director of the Company and received additional compensation of \$3,750 for his role as a director of the Company during the year ended April 30, 2012.
- (3) Mr. Kwan resigned as CFO and Corporate Secretary effective November 14, 2011.

Incentive Plan Awards

Outstanding Option-Based Awards

The following table sets forth information with respect to all option-based awards for the Named Executive Officers as at April 30, 2012. The Name Executive Officers do not receive share-based awards.

Name	Number of Common Shares Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options (\$)
Andrew Cheshire	Nil	N/A	N/A	N/A
Dennis Mee	Nil	N/A	N/A	N/A
Terence Kwan	Nil	N/A	N/A	N/A

Incentive Plan Awards - Value Vested or Earned During the Year

The following table sets forth information with respect to the value vested or earned during the year ended April 30, 2012 in respect of option-based awards and non-equity incentive plan compensation for the Named Executive Officers. The Named Executive Officers do not receive share-based awards.

Name	Option-Based Awards - Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation - Value Earned During the Year (\$)
Andrew Cheshire	N/A	Nil
Dennis Mee	N/A	Nil
Terence Kwan	N/A	Nil

Pension Plan Benefits

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

DIRECTORS' COMPENSATION

Summary Compensation Table

The following table provides information concerning compensation of the directors of the Company (who are not also Named Executive Officers) for the year ended April 30, 2012.

Name	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation - Annual Incentive Plans (\$)	All Other Compensation (\$)	Total Compensation (\$)
Scott R. Cochlan	Nil	Nil	Nil	Nil	Nil	Nil

Incentive Plan Awards

Outstanding Option-Based Awards

The following table sets forth information with respect to all option-based awards for the directors of the Company (who are not also Named Executive Officers) as at April 30, 2012. The directors of the Company do not receive share-based awards.

Name	Number of Common Shares Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options (\$)
Scott R. Cochlan	Nil	N/A	N/A	Nil

Incentive Plan Awards - Value Vested or Earned During the Year

The following table sets forth information with respect to the value of the value vested or earned during the year ended April 30, 2012 of the option-based awards and non-equity incentive plan compensation for the director of the Company (who are not also Named Executive Officers). The directors of the Company do not receive share-based awards.

Name	Option-Based Awards - Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation - Value Earned During the Year (\$)
Scott R. Cochlan	Nil	Nil

CORPORATE GOVERNANCE

In establishing its corporate governance practices, the Board has been guided by National Policy 58-201, *Corporate Governance Guidelines* and other regulatory requirements such as National Instrument 58-101, *Disclosure of Corporate Governance Practices* (“NI 58-101”) and National Instrument 52-110, *Audit Committees* (“NI 52-110”).

Board of Directors

The Common Shares are listed for trading on the NEX board (“NEX”) of the TSX Venture Exchange (“TSXV”). Pursuant to applicable NEX policies, the Company must have at least three directors, at least one of whom must not be an employee, senior officer, Control Person (as such term is defined by the TSXV Corporate Finance Manual) or management consultant of the Company, its Associates or Affiliates (as such terms as defined by the TSXV Corporate Finance Manual). The Board is currently comprised of three directors, being Messrs. Styner, Cochlan and Mee. Mr. Cochlan is not an employee, senior officer, Control Person (as such term is defined by the TSXV

Corporate Finance Manual) or management consultant of the Company, its Associates or Affiliates (as such terms as defined by the TSXV Corporate Finance Manual) and is an independent director within the meaning of NI 58-101. Messrs. Styner and Mee, as executive officers of the Company, are not considered by the Board to be an independent director within the meaning of NI 58-101.

The members of the Board have diverse backgrounds and expertise, and were selected in the belief that the Company benefits materially from such a broad range of experience and talent. See “Meeting Matters - Election of Directors” in this Information Circular.

Directorships

The following directors currently serve on the board of directors of the reporting issuers (or equivalent) listed below:

<u>Name</u>	<u>Reporting Issuer</u>
Dennis Mee	Petro Basin Energy Corp. (NEX-TSXV:PBA.H)
Scott R. Cochlan	Santa Maria Petroleum Inc.(TSXV:SMQ) Xcite Energy Limited (TSXV / LSE-AIM:XEL)

Orientation and Continuing Education

At present, the Board does not provide an official orientation or training program to its new directors. Members of the Board have had extensive experience in acting as a director of public or private companies, or both. In addition, the Company’s legal counsel is made available to the directors to assist them in better understanding their legal responsibilities.

Ethical Business Conduct

The Company requires the highest standards of professional and ethical conduct from its directors, officers and employees and believes that its reputation for honesty and integrity among its stakeholders is key to the success of its business. In that regard, to create a culture of honesty, integrity and accountability, discussion, on an informal basis, is had amongst the Board, management and employees respecting such matters as the retention of confidential information, the obligation to declare conflicts of interests, the exercise of fair dealing with suppliers and other third parties and the necessity to comply with applicable laws, regulations and rules.

Nomination of Directors

The Board as a whole is responsible for identifying and evaluating qualified candidates for nomination to the Board. In identifying candidates, the Board considers the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess, the competencies and skills that the Board considers each existing director to possess, the competencies and skills each new nominee will bring to the Board and the ability of each new nominee to devote sufficient time and resources to his or her duties as a director.

Board Committees

Other than the Audit Committee, the Company presently does not have any other standing committees.

Audit Committee

Composition

The Audit Committee is comprised of Messrs. Mee (Chair), Styner and Cochlan. All members of the Audit Committee are financially literate as required by NI 52-110. Messrs. Styner and Mee, as executive officers of the Company and Mr. Cochlan, as a partner of a law firm that provides legal services to the Company, are not considered by the Board to be independent directors within the meaning of NI 52-110. As a company listed on the

NEX, Colossal is relying upon the exemption in section 6.1 of NI 52-110 and is exempt from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

Relevant Education and Experience

The following sets out the education and experience of each director relevant to the performance of his duties as a member of the Audit Committee.

Mr. Styner has extensive capital markets experience, having been an investment banker from 2004 to 2008 and having provided financial advice to private and public companies since 2009. Mr. Styner is a CFA Charterholder and holds a Juris Doctor degree and Bachelor of Commerce degree from the University of Calgary.

Mr. Mee is a Chartered Accountant and received his degree while working for KPMG LLP in Toronto, Ontario. For the past 10 years, Mr. Mee has been the owner and President of Part Time CFO Inc. in Vancouver, British Columbia, a firm that specializes in providing financial management to start-up companies in both the private and public sector. Mr. Mee has a Bachelor of Commerce degree and is a member of both the British Columbia and Ontario Institute of Chartered Accountants.

Mr. Cochlan is a partner at the law firm of Torys LLP in the Corporate and Capital Markets group. Mr. Cochlan practises securities and corporate law, with an emphasis on corporate finance and mergers and acquisitions transactions. Mr. Cochlan has extensive experience representing issuers and underwriters in various complex matters, including domestic and cross-border public/private equity and debt financings, mergers and acquisitions, and other business reorganizations and restructurings. Mr. Cochlan holds a Juris Doctor degree from the University of Calgary and a Bachelor of Arts degree from the University of Western Ontario.

Audit Committee Charter

Please refer to Appendix “A” to this Information Circular for the complete text of the Company’s Audit Committee Charter.

Audit Committee Oversight

At no time since the commencement of the Company’s financial year ended April 30, 2012 was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

Auditor’s Fees

The fees billed from the Company’s external auditor, K.R. Margetson Ltd., Chartered Accountants, for the year ended April 30, 2012 are detailed below.

Fee	Year Ended April 30, 2012 (\$)	Year End April 30, 2011 (\$)
Audit Fees ⁽¹⁾	5,600	7,500
Audit-Related ⁽²⁾	Nil	2,500
Tax Fees ⁽³⁾	Nil	Nil
All Other Fees ⁽⁴⁾	Nil	Nil
Total	5,600	10,000

Notes:

- (1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's financial statements and of its subsidiaries. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All Other Fees" include all other non-audit services.

All permissible categories of non-audit services require pre-approval by the Audit Committee, subject to certain statutory exemptions.

Assessments

The practices of the Board respecting the above corporate governance matters are subject to modifications during the evolution of the Company. Consequently, the Board keeps in mind the questions surrounding corporate governance and assesses, and if necessary, creates measures, control mechanisms and the necessary structures to ensure the efficient execution of its responsibilities, without creating additional general fees and without reducing the performance of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON**Financial Statements**

The audited financial statements of the Company for the year ended April 30, 2012 and the auditor's report thereon will be received at the Meeting. The audited financial statements of the Company and the auditor's report were provided to each registered Shareholder who requested such.

Fixing Number of Directors

At the Meeting, Shareholders will be asked to pass an ordinary resolution fixing the number of directors at three.

Election of Directors

At the Meeting, Shareholders will vote on the election of directors. It is the intention of the persons named in the enclosed form of proxy, if not expressly directed to the contrary in such form of proxy, to vote such proxies "FOR" the election of the nominees specified below as directors of Colossal. If, prior to the Meeting, any vacancies occur with respect to the proposed nominees herein submitted, the persons named in the enclosed form of proxy intend to vote "FOR" the election of any substitute nominee or nominees recommended by management of Colossal and "FOR" the remaining proposed nominees. Management of Colossal has been informed that each of the proposed nominees listed below is willing to serve as a director if elected. Each director, if elected, will hold office until the next annual meeting of Shareholders, or until his successor is duly elected or appointed, unless his office is vacated prior to such time, in accordance with the articles of the Company.

Name and Residence	Office(s) held with Colossal	Principal Occupations for Past Five Years	Common Shares Beneficially Owned Directly or Indirectly	Director Since
Dale Styner ⁽¹⁾ Alberta, Canada	President, CEO and Director	From March 2011 to present, Corporate Secretary of Sonoro Energy Ltd., an international energy company. Prior thereto, from January 2010 to February 2011, CEO of BK Capital Corporation, a company providing financial consulting services. Prior thereto, from January 2004 to December 2008, investment banker at CanaccordAdams, an investment banking firm.	Nil	June 2012
Dennis Mee ⁽¹⁾ British Columbia, Canada	CFO, Corporate Secretary and Director	Owner and President of Part Time CFO Inc., a firm that specializes in providing financial management to start-ups in both the private and public sector.	Nil	October 2009
Scott R. Cochlan ⁽¹⁾ Alberta, Canada	Director	From March 2011 to present, partner of Torys LLP, a law firm. Prior thereto, from 2001 to 2011, partner of Blake, Cassels & Graydon LLP, a law firm.	Nil	November 2011

Note:

(1) Member of Audit Committee.

Corporate Cease Trade Orders or Bankruptcies

No current or proposed director is, or has been within the past 10 years, a director or executive officer of any other company that, while such person was acting in that capacity: (a) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days; (b) was subject to an event that resulted, after the current or proposed director ceased to be a director or executive officer of such company, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or (c) within a year of the current or proposed director 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.

Personal Bankruptcies

No current or proposed director has, within the past 10 years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his assets.

Penalties or Sanctions

No current or proposed directors 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 Shareholder in deciding whether to vote for a proposed director.

Other

Mr. Scott Cochlan, a current director of the Company, is a partner of Torys LLP, which receives fees for the provision of legal services to the Company.

Appointment of Auditors

At the Meeting, Shareholders will be asked to pass an ordinary resolution appointing K.R. Margetson Ltd., Chartered Accountants as auditors of the Company, to hold office until the close of the next annual meeting of Shareholders, at such remuneration as may be fixed by the Board in accordance with the recommendation of the Audit Committee. K.R. Margetson Ltd., Chartered Accountants has been the auditors of the Company since December 16, 2009.

Approval of the New Plan

At the Meeting, Shareholders will be asked to pass an ordinary resolution approving the Company's new stock option plan (the "**New Plan**") attached as Appendix "B" to this Information Circular. The New Plan was approved by the Board on November 1, 2012. If approved, the New Plan will supercede and replace the Current Plan. The following is a summary of certain provisions of the New Plan and is subject to, and qualified in its entirety by, the full text of the New Plan:

- subject to the terms of the New Plan, Options may be granted in such numbers and with such vesting provisions as the Board may determine;
- the Board shall, at the time an Option is granted under the New Plan, fix the exercise price at which Common Shares may be acquired upon the exercise of such Options provided that such exercise price shall not be less than the Discounted Market Price (as is defined in Policy 1.1 – *Interpretation* of the TSXV Corporate Finance Manual);
- Options may be granted for a maximum term of five years;
- Options may only be transferred or assigned subject to the terms of the New Plan;
- the maximum number of Common Shares reserved for issue under the New Plan, together with any Common Shares reserved for issuance under any other share compensation arrangements, shall not exceed 10% of the outstanding Common Shares as at the date of the grant;
- the maximum number of Common Shares reserved for issue to any one person under the New Plan together with any Common Shares reserved for issuance under any other share compensation arrangements shall not exceed 5% of the outstanding Common Shares as at the date of the grant;
- the maximum number of Common Shares reserved for issue to a Consultant (as defined in Policy 4.4 – *Incentive Stock Options* ("**Policy 4.4**") of the TSXV Corporate Finance Manual) or a person engaged in Investor Relations Activities (as defined in Policy 1.1 – *Interpretation* of the TSXV Corporate Finance Manual) in any 12 month period shall not exceed 2% of the outstanding Common Shares as at the date of the grant;
- Options expire either: (i) within 90 days of (or 30 days with respect to a person engaged in Investor Relations Activities) of termination of employment or holding office as a director, officer, employee or consultant of the Company for any reason other than death or permanent disability; or (ii) for a "reasonable period" at the discretion of the Board;
- in case of death, Options expire on the earlier of one year thereafter or the end of the period during which the Option may be exercised, and may be exercised by legal representatives or designated beneficiaries of the holder of such Options;
- the Company is permitted to make the required source withholdings and remittances in respect of employee stock option benefits as required under the *Income Tax Act* (Canada);

- the Board may suspend or terminate the New Plan at any time; and
- the Board may, at any time, amend or revise the terms of the New Plan, subject to the receipt of all necessary regulatory approvals, provided that no such amendment or revision shall alter the terms of any Options granted under the New Plan.

The text of the ordinary resolution approving the New Plan is as follows:

“BE IT RESOLVED THAT:

1. the stock option plan of the Company (the “**New Plan**”), attached as Appendix “B” to the proxy statement and information circular of the Company dated November 1, 2012 is hereby approved;
2. the New Plan may be amended in order to satisfy the requirements or requests of any regulatory authorities without requiring further approval of the shareholders of the Company; and
3. any one director or officer of the Company is hereby authorized and directed for and in the name of and on behalf of the Company to execute or cause to be executed, whether under corporate seal of the Company or otherwise, and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in order to carry out the terms of this resolution, such determination to be conclusively evidenced by the execution and delivery of such documents or the doing of any such act or thing.”

Approval of Continuance

General

At the Meeting, the Shareholders will be asked to consider and, if thought fit, pass with or without variation, a special resolution authorizing the Company to continue (the “**Continuance**”) from the jurisdiction of the Province of British Columbia to the jurisdiction of the Province of Alberta pursuant to Section 188 of the *Business Corporations Act* (Alberta) (the “**ABCA**”) and authorizing the Board, in its sole discretion, to file a continuance application with the registrar under the ABCA as required in connection with the Continuance and to file the articles of continuance (the “**Articles**”) with comply with the provisions of the ABCA. The Articles will result in a name change from “Colossal Resources Corp.” to “Top Strike Resources Corp.” and changes to the authorized share capital to provide for an unlimited number of preferred shares of the Company. Colossal intends to file the Articles substantially in the form attached as Appendix “C”.

Principal Effects of the Continuance

Upon the Continuance becoming effective, the Shareholders will hold one common share of the Company for each Common Share currently held, the name of the Company will be changed to “Top Strike Resources Corp.” (or such other name as the Board deems appropriate in its sole discretion) and the authorized share capital will be changed to authorize the issuance of an unlimited number of Common Shares and an unlimited number of preferred shares of the Company.

Management of the Company is of the view that the ABCA will provide Shareholders with substantively the same rights as are available to Shareholders under the *Business Corporations Act* (British Columbia) (the “**BCBCA**”), including rights of dissent and appraisal and rights to bring derivative actions and oppression action, and is consistent with corporate legislation in most other Canadian jurisdictions and that Shareholders will not be adversely affected by the Continuance. However, Shareholders should consult their legal advisors regarding implications of the Continuance which may be of particular importance to them.

Right to Dissent

Registered Shareholders (as defined below) have the right to dissent to the Continuance pursuant to Section 238 of the BCBCA and this summary is expressly subject to Section 238 of the BCBCA. The Company is not required to notify, and will not notify, the Shareholders of the time periods within which action must be taken in order for a Shareholder to perfect his or her dissent rights. It is recommended that any Shareholder wishing to avail himself or herself of his or her dissent rights seek legal advice, as failure to comply strictly with the provisions of Section 238 of the BCBCA may prejudice any such rights.

A “**Registered Shareholder**” is a Shareholder whose Common Shares are registered in his or her name on the Shareholder register. If a Shareholder holds his or her Common Shares through an investment dealer, broker or market intermediary, he or she will not be a Registered Shareholder as such Common Shares will be registered in the name of such investment dealer, broker or market intermediary.

Any holder of Common Shares who wishes to invoke his or her dissent rights should register his or her shares in his or her name or arrange for the Registered Shareholder to dissent. It is recommended that any holder of Common Shares who wishes to invoke his or her dissent rights consult with his or her legal or investment advisor to determine whether they are Registered Shareholder and to be advised of the strict provisions of Section 238 of the BCBCA. It is recommended that any Shareholder who wishes to register his or her Common Shares in his or her own name consult with his or her legal or investment advisor or the registrar and transfer agent of the Company at the following address:

Computershare Trust Company of Canada
Computershare Investor Services Inc., Proxy Dept.
100 University Avenue
9th Floor, Toronto Ontario, M5J 2Y1

In the event that the special resolution to approve the Continuance (the “**Continuance Resolution**”) is adopted and becomes effective, any holder who dissents in respect of the Continuance Resolution in compliance with Section 238 of the BCBCA (a “**Dissenting Shareholder**”) will be entitled to be paid by the Company a sum representing the fair value of his or her Common Shares. No right of dissent or appraisal is available to a holder of Common Shares with respect to any other matter to be considered at the Meeting.

A Dissenting Shareholder must send to the Company at or before the Meeting, a written objection to the Continuance Resolution (a “**Dissent Notice**”). A vote against the Continuance Resolution does not constitute a Dissent Notice. The BCBCA does not provide for partial dissent and, accordingly, a Shareholder may only dissent with respect to all of the Common Shares held by him or her or on behalf of any one beneficial owner whose shares are registered in his or her name. An application by the Company or by a Shareholder if he or she has sent a Dissent Notice as described above, may be made to the British Columbia Supreme Court (the “**Court**”) by originating notice, after the adoption of the Continuance Resolution to fix the fair value of the Common Shares held by the Dissenting Shareholder.

The fair value is to be determined as of the close of business on the last business day before the date on which the Continuance Resolution was adopted. If an application is made to the Court, the Company shall, unless the Court otherwise orders, send to each Dissenting Shareholder, at least 10 days before the date on which the application is returnable if the Company is the applicant or within 10 days after the Company is served with a copy of the originating notice if the Dissenting Shareholder is the applicant, a written offer to pay an amount considered by the Board to be the fair value of the Common Shares.

Every such offer is to be made on the same terms and is to contain or be accompanied by a statement showing how the fair value was determined. Upon the occurrence of the earliest of: (i) the effective date of the Continuance; (ii) the making of an agreement between the Company and the Dissenting Shareholder as to the payment to be made by the Company for the dissenting Common Shares; or (iii) a pronouncement of the Court fixing the fair value of the Common Shares a Dissenting Shareholder ceases to have any rights as a Shareholder other than the right to be paid the fair value of his or her Common Shares in the amount agreed to between the Company and the Dissenting

Shareholder or in the amount fixed by the Court, as the case may be. Until one of these events occurs, the Dissenting Shareholder may withdraw his or her Dissent Notice or the Company may rescind the Continuance Resolution and in either event, the dissent and appraisal proceedings in respect of such Dissenting Shareholder will be discontinued. Dissenting Shareholders will not have any right other than those granted under the BCBCA to have their Common Shares appraised or to receive the fair value thereof.

The full text of the Continuance Resolution is as follows:

“BE IT RESOLVED THAT:

1. the continuance (the “**Continuance**”) of the Company from a company existing under the *Business Corporations Act* (British Columbia) (the “**BCBCA**”) to a corporation existing under the *Business Corporations Act* (Alberta) (the “**ABCA**”) pursuant to Section 188 of the ABCA is hereby approved;
2. the Company is hereby authorized and directed to make an application to the registrar under the BCBCA to obtain approval for the Continuance;
3. the Company is hereby authorized and directed to make an application to the registrar under the ABCA for a certificate of continuance under the ABCA;
4. the board of directors of the Company (the “**Board**”) is hereby authorized to change the name of the Company to “Top Strike Resources Corp.” or such other name as the Board deems appropriate in its sole discretion;
5. any one director or officer of the Company is hereby authorized and directed for an in the name of and on behalf of the Company to execute or cause to be executed, whether under corporate seal of the Company or otherwise, and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in order to carry out the terms of this resolution, such determination to be conclusively evidenced by the execution and delivery of such documents or the doing of any such act or thing; and
6. the Board may, in its sole discretion without further approval of the shareholders of the Company, revoke and rescind the foregoing resolution before it is acted upon.”

In order to be passed, the Continuance Resolution must be approved by at least two-thirds of the votes cast by Shareholders who vote in respect of such resolution, in person or by proxy, at the Meeting.

Confirmation of New By-Laws

The current notice of articles of the Company (the “**Current By-Laws**”) were adopted October 15, 2010. If the Continuance is approved by Shareholders and becomes effective, the Company will be required to adopt new by-laws that are in compliance with the ABCA. The Board has conditionally approved the new by-laws (the “**New By-Laws**”) substantially in the form attached as Appendix “D” to this Information Circular, which will come into effect upon the Continuance.

At the Meeting, Shareholders will be asked to pass an ordinary resolution approving the repealing of the Current By-Laws and the adoption of the New By-Laws. The text of the ordinary resolution approving the New By-Laws is as follows:

“BE IT RESOLVED THAT:

1. subject to the issuance of a certificate of continuance under the ABCA, the repeal of the current notice of articles of the Company and the adoption of the new by-laws of the Company, conditionally approved by the board of directors of the Company, is hereby approved; and

2. any one director or officer of the Company is hereby authorized and directed for an in the name of and on behalf of the Company to execute or cause to be executed, whether under corporate seal of the Company or otherwise, and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in order to carry out the terms of this resolution, such determination to be conclusively evidenced by the execution and delivery of such documents or the doing of any such act or thing.”

OTHER BUSINESS

Management of Colossal is not aware of any other business to come before the Meeting other than as set forth in the Notice of Meeting. If any other business properly comes before the Meeting, it is the intention of the persons named in the form of proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Financial information is contained in the Company’s financial statements and management’s discussion and analysis for the year ended April 30, 2012. In addition, a Shareholder may obtain copies of the Company’s financial statements and related management’s discussion and analysis, by contacting the Company by telephone at (800) 610-7650.

APPENDIX “A”

COLOSSAL RESOURCES CORP.

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

I. PURPOSE

The Audit Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of Colossal Energy Corp. (the “**Company**”) to assist the Board in fulfilling its oversight responsibilities relating to financial accounting and reporting process and internal controls for the Company. The Committee’s primary duties and responsibilities are to:

- conduct such reviews and discussions with management and the external auditors relating to the audit and financial reporting as are deemed appropriate by the Committee;
- assess the integrity of internal controls and financial reporting procedures of the Company and ensure implementation of such controls and procedures;
- ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel;
- review the quarterly and annual financial statements and management’s discussion and analysis of the Company’s financial position and operating results and report thereon to the Board for approval of same;
- select and monitor the independence and performance of the Company’s external auditors, including attending at private meetings with the external auditors and reviewing and approving all renewals or dismissals of the external auditors and their remuneration; and
- provide oversight to related party transactions entered into by the Company.

The Committee has the authority to conduct any investigation appropriate to its responsibilities, and it may request the external auditors as well as any officer of the Company, or outside counsel for the Company, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. The Committee shall have unrestricted access to the books and records of the Company and has the authority to retain, at the expense of the Company, special legal, accounting, or other consultants or experts to assist in the performance of the Committee’s duties.

The Committee shall review and assess the adequacy of this Charter annually and submit any proposed revisions to the Board for approval.

In fulfilling its responsibilities, the Committee will carry out the specific duties set out in Part IV of this Charter.

II. AUTHORITY OF THE AUDIT COMMITTEE

The Committee shall have the authority to:

- (a) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (b) set and pay the compensation for advisors employed by the Committee; and
- (c) communicate directly with the internal and external auditors.

III. COMPOSITION AND MEETINGS

1. The Committee and its membership shall meet all applicable legal, regulatory and listing requirements, and all applicable securities regulatory authorities.

2. The Committee shall be composed of three or more directors as shall be designated by the Board from time to time. The members of the Committee shall appoint from among themselves a member who shall serve as Chair.
3. The Committee shall meet at least quarterly, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements. A minimum of two and at least 50% of the members of the Committee present either in person or by telephone shall constitute a quorum.
4. If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the next business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present.
5. If and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office.
6. The time and place at which meetings of the Committee shall be held, and procedures at such meetings, shall be determined from time to time by the Committee. A meeting of the Committee may be called by letter, telephone, facsimile, email or other communication equipment, by giving at least 48 hours notice, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.
7. Any member of the Committee may participate in the meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.
8. The Committee shall keep minutes of its meetings which shall be submitted to the Board. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.
9. The Committee may invite such officers, directors and employees of the Company and its subsidiaries as the Committee may see fit, from time to time, to attend at meetings of the Committee.
10. Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such action shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. All decisions or recommendations of the Committee shall require the approval of the Board prior to implementation.

The Committee members will be elected annually at the first meeting of the Board following the annual general meeting of shareholders.

IV. RESPONSIBILITIES

A. Financial Accounting and Reporting Process and Internal Controls

1. The Committee shall review the annual audited financial statements to satisfy itself that they are presented in accordance with applicable international financial reporting standards (“IFRS”) and report thereon to the Board and recommend to the Board whether or not same should be approved prior to their being filed with the appropriate regulatory authorities. The Committee shall also review the interim financial statements. With respect to the annual audited financial statements, the Committee shall discuss significant issues

regarding accounting principles, practices, and judgments of management with management and the external auditors as and when the Committee deems it appropriate to do so. The Committee shall satisfy itself that the information contained in the annual audited financial statements is not significantly erroneous, misleading or incomplete and that the audit function has been effectively carried out.

2. The Committee shall review any internal control reports prepared by management and the evaluation of such report by the external auditors, together with management's response.
3. The Committee shall be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, management's discussion and analysis and interim earnings press releases, and periodically assess the adequacy of these procedures.
4. The Committee shall review management's discussion and analysis relating to annual and interim financial statements and any other public disclosure documents, including interim earnings press releases, that are required to be reviewed by the Committee under any applicable laws before the Company publicly discloses this information.
5. The Committee shall meet no less frequently than annually with the external auditors and the Chief Financial Officer or, in the absence of a Chief Financial Officer, with the officer of the Company in charge of financial matters, to review accounting practices, internal controls and such other matters as the Committee, Chief Financial Officer or, in the absence of a Chief Financial Officer, the officer of the Company in charge of financial matters, deem appropriate.
6. The Committee shall inquire of management and the external auditors about significant risks or exposures, both internal and external, to which the Company may be subject, and assess the steps management has taken to minimize such risks.
7. The Committee shall review the post-audit or management letter containing the recommendations of the external auditors and management's response and subsequent follow-up to any identified weaknesses.
8. The Committee shall ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel.
9. The Committee shall establish procedures for:
 - (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
10. The Committee shall provide oversight to related party transactions entered into by the Company.

B. Independent Auditors

1. The Committee shall recommend to the Board the external auditors to be nominated, shall set the compensation for the external auditors, provide oversight of the external auditors and shall ensure that the external auditors report directly to the Committee.
2. The Committee shall be directly responsible for overseeing the work of the external auditors, including the resolution of disagreements between management and the external auditors regarding financial reporting.
3. The Committee shall pre-approve all audit and non-audit services not prohibited by law to be provided by the external auditors in accordance with this Charter.

4. The Committee shall monitor and assess the relationship between management and the external auditors and monitor, support and assure the independence and objectivity of the external auditors.
5. The Committee shall review the external auditors' audit plan, including the scope, procedures and timing of the audit.
6. The Committee shall review the results of the annual audit with the external auditors, including matters related to the conduct of the audit.
7. The Committee shall obtain timely reports from the external auditors describing critical accounting policies and practices, alternative treatments of information within IFRS that were discussed with management, their ramifications, and the external auditors' preferred treatment and material written communications between the Company and the external auditors.
8. The Committee shall review fees paid by the Company to the external auditors and other professionals in respect of audit and non-audit services on an annual basis.
9. The Committee shall review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former auditors of the Company.
10. The Committee shall monitor and assess the relationship between management and the external auditors and monitor and support the independence and objectivity of the external auditors.

C. Other Responsibilities

The Committee shall perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.

APPENDIX “B”

COLOSSAL RESOURCES CORP.

STOCK OPTION PLAN

ARTICLE 1 - DEFINITIONS AND INTERPRETATION

1.1 Defined Terms

For the purposes of this Plan, the following terms shall have the following meanings:

- (a) “**Affiliate**” shall have the meaning ascribed thereto by the Exchange;
- (b) “**Associate**” shall have the meaning ascribed thereto by the Exchange;
- (c) “**Blackout Expiry Date**” means a period of time which a Participant cannot exercise an Option, or sell the Common Share due to applicable insider trading policies of the Corporation;
- (d) “**Board**” means the board of directors of the Corporation or, as applicable, a committee consisting of not less than three (3) directors of the Corporation duly appointed to administer this Plan;
- (e) “**Charitable Organization**” means "charitable organization" as defined in the *Income Tax Act* (Canada) from time to time;
- (f) “**Common Shares**” means the common shares of the Corporation;
- (g) “**Consultant**” means an individual or Consultant Company, other than an Employee or a Director of the Corporation, that:
 - (i) is engaged to provide on an ongoing *bona fide* basis, consulting, technical, management or other services to the Corporation or to an Affiliate of the Corporation other than services provided in relation to a Distribution,
 - (ii) provides the services under a written contract between the Corporation or an Affiliate of the Corporation and the individual or the Consultant Company,
 - (iii) in the reasonable opinion of the Corporation, spends or will spend a significant amount of time and attention on the business and affairs of the Corporation or an Affiliate of the Corporation, and
 - (iv) has a relationship with the Corporation or an Affiliate of the Corporation that enables the Consultant to be knowledgeable about the business and affairs of the Corporation;
- (h) “**Consultant Company**” means for an individual consultant, a company or partnership of which the individual is an employee, shareholder or partner;
- (i) “**Corporation**” means Colossal Resources Corp.;
- (j) “**Director**” means directors, senior officers and Management Company Employees of the Corporation or its subsidiaries, if any, to whom Options can be granted in reliance on a prospectus exemption under applicable securities laws;
- (k) “**Disinterested Shareholder Approval**” means approval by a majority of the votes cast by all Shareholders entitled to vote at a meeting of Shareholders excluding votes attached to Common

Shares beneficially owned by Insiders to whom Options may be granted under this Plan and their Associates;

- (l) **“Distribution”** has the meaning ascribed thereto by the Exchange;
- (m) **“Eligible Person”** means:
 - (i) a Director, Officer, Employee or Consultant of the Corporation or its subsidiaries, if any, at the time the Option is granted, and includes companies that are wholly owned by Eligible Persons, and
 - (ii) a Charitable Organization at the time the Option is granted;
- (n) **“Employee”** means an individual who:
 - (i) is considered an employee of the Corporation or its subsidiaries, if any, under the *Income Tax Act*, (Canada) i.e. for whom income tax, employment insurance and Canada Pension Plan deductions must be made at source,
 - (ii) works full-time for the Corporation or its subsidiaries, if any, providing services normally provided by an employee and who is subject to the same control and direction by the Corporation over the details and methods of work as an employee of the Corporation, but for whom income tax deductions are not made at source, or
 - (iii) works for the Corporation or its subsidiaries, if any, on a continuing and regular basis for a minimum amount of time per week providing services normally provided by an employee and who is subject to the same control and direction by the Corporation over the details and method of work as an employee of the Corporation, but for whom income tax deductions are not made at source;
- (o) **“Exchange”** means the TSX Venture Exchange or any stock exchange or quotation system on which the Common Shares are listed;
- (p) **“Expiry Date”** means the last day of the term for an Option, as set by the Board at the time of grant in accordance with Section 5.2 hereof and, if applicable, as amended from time to time;
- (q) **“Insider”** means:
 - (i) a director or senior officer of the Corporation,
 - (ii) a person that beneficially owns or controls directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the Corporation,
 - (iii) a director or senior officer of a company that is an insider or a subsidiary of the Corporation, and
 - (iv) the Corporation itself if it holds any of its own securities;
- (r) **“Investor Relations Activities”** means any activities, by or on behalf of the Corporation or shareholder of the Corporation that promote or could reasonably be expected to promote the purchase or sale of securities of the Corporation;
- (s) **“Management Company Employee”** means an individual who is employed by a person providing management services to the Corporation which are required for the ongoing successful operation of the business enterprise of the Corporation, but excluding a person engaged in Investor Relations Activities;

- (t) **“Officer”** means an officer of the Corporation or its subsidiaries, if any;
- (u) **“Option”** means a non-transferable and non-assignable stock option to purchase Common Shares granted to an Eligible Person pursuant to the terms of this Plan;
- (v) **“Other Share Compensation Arrangement”** means, other than this Plan and any Options, any stock option plan, stock options, employee stock purchase plan or other compensation or incentive mechanism involving the issuance or potential issuance of Common Shares, including but not limited to a purchase of Common Shares from treasury which is financially assisted by the Corporation by way of loan, guarantee or otherwise;
- (w) **“Participant”** means an Eligible Person who has been granted an Option;
- (x) **“Plan”** means this stock option plan;
- (y) **“Shareholders”** means the holders of Common Shares; and
- (z) **“Termination Date”** means the date on which a Participant ceases to be an Eligible Person.

1.2 Interpretation

References to the outstanding Common Shares at any point in time shall be computed on a non-diluted basis.

ARTICLE 2 - ESTABLISHMENT OF PLAN

2.1 Purpose

The purpose of this Plan is to advance the interests of the Corporation, through the grant of Options, by:

- (a) providing an incentive mechanism to foster the interest of Eligible Persons in the success of the Corporation, its Affiliates and its subsidiaries, if any;
- (b) encouraging Eligible Persons to remain with the Corporation, its Affiliates or its subsidiaries, if any; and
- (c) attracting new Directors, Officers, Employees and Consultants.

2.2 Shares Reserved

- (a) The aggregate number of Common Shares that may be reserved for issuance pursuant to Options shall not exceed 10% of the outstanding Common Shares at the time of the granting of an Option, LESS the aggregate number of Common Shares then reserved for issuance pursuant to any Other Share Compensation Arrangement. For greater certainty, if an Option is surrendered, terminated or expires without being exercised, the Common Shares reserved for issuance pursuant to such Option shall be available for new Options granted under this Plan.
- (b) If there is a change in the outstanding Common Shares by reason of any share consolidation or split, reclassification or other capital reorganization, or a stock dividend, arrangement, amalgamation, merger or combination, or any other change to, event affecting, exchange of or corporate change or transaction affecting the Common Shares, the Board shall make, as it shall deem advisable and subject to the requisite approval of the relevant regulatory authorities, appropriate substitution and/or adjustment in:
 - (i) the number and kind of shares or other securities or property reserved or to be allotted for issuance pursuant to this Plan,

- (ii) the number and kind of shares or other securities or property reserved or to be allotted for issuance pursuant to any outstanding unexercised Options, and in the exercise price for such shares or other securities or property, and
 - (iii) the vesting of any Options, including the accelerated vesting thereof on conditions the Board deems advisable and, if it relates to Investor Relations Activities vesting provisions, then subject to the approval of the Exchange, and if the Corporation undertakes an arrangement or is amalgamated, merged or combined with another corporation, the Board shall make such provision for the protection of the rights of Participants as it shall deem advisable.
- (c) No fractional Common Shares shall be reserved for issuance under this Plan and the Board may determine the manner in which an Option, insofar as it relates to the acquisition of a fractional Common Share, shall be treated.
 - (d) The Corporation shall, at all times while this Plan is in effect, reserve and keep available such number of Common Shares as will be sufficient to satisfy the requirements of this Plan.

2.3 Non-Exclusivity

Nothing contained herein shall prevent the Board from adopting an Other Share Compensation Arrangement or such other incentive or compensation arrangements as it shall deem advisable.

2.4 Effective Date

This Plan shall be subject to the approval of any regulatory authority whose approval is required. Any Options granted under this Plan prior to such approvals being given shall be conditional upon such approvals being given. No Options may be exercised unless and until this Plan is approved by Shareholders.

ARTICLE 3 - ADMINISTRATION OF PLAN

3.1 Administration

- (a) This Plan shall be administered by the Board. Subject to the provisions of this Plan, the Board shall have the authority to determine the Eligible Persons to whom Options are granted, to grant such Options, and to determine any terms and conditions, limitations and restrictions in respect of any particular Option grant, including but not limited to the nature and duration of the restrictions, if any, to be imposed upon the acquisition, sale or other disposition of Common Shares acquired upon exercise of the Option, and the nature of the events and the duration of the period, if any, in which any Participant's rights in respect of an Option or Common Shares acquired upon exercise of an Option may be forfeited; and to interpret the terms of this Plan, to make all such determinations and take all such other actions in connection with the implementation, operation and administration of this Plan, and to adopt, amend and rescind such administrative guidelines and other rules and regulations relating to this Plan, as it shall from time to time deem advisable, including without limitation for the purpose of ensuring compliance with Section 3.3 hereof.
- (b) The Board's interpretations, determinations, guidelines, rules and regulations shall be conclusive and binding upon the Corporation, Eligible Persons, Participants and all other persons.

3.2 Amendment, Suspension and Termination

The Board may amend, subject to the approval of any regulatory authority whose approval is required, suspend or terminate this Plan or any portion thereof. No such amendment, suspension or termination shall alter or impair any outstanding unexercised Options or any rights without the consent of such Participant. If this Plan is suspended or terminated, the provisions of this Plan and any administrative guidelines, rules and regulations relating to this Plan shall continue in effect for the duration of such time as any Option remains outstanding.

3.3 Compliance with Legislation

- (a) This Plan, the grant and exercise of Options hereunder and the Corporation's obligation to sell, issue and deliver any Common Shares upon exercise of Options shall be subject to all applicable federal, provincial and foreign laws, policies, rules and regulations, to the policies, rules and regulations of the Exchange or such other markets on which the Common Shares are listed or quoted for trading and to such approvals by any governmental or regulatory agency as may, in the opinion of counsel to the Corporation, be required. The Corporation shall not be obligated by the existence of this Plan or any provision of this Plan or the grant or exercise of Options hereunder to sell, issue or deliver Common Shares upon exercise of Options in violation of such laws, policies, rules and regulations or any condition or requirement of such approvals.
- (b) No Option shall be granted and no Common Shares sold, issued or delivered hereunder where such grant, sale, issue or delivery would require registration or other qualification of this Plan or of the Common Shares under the securities laws of any foreign jurisdiction, and any purported grant of any Option or any sale, issue and delivery of Common Shares hereunder in violation of this provision shall be void.
- (c) Common Shares sold, issued and delivered to Participants pursuant to the exercise of Options shall be subject to restrictions on resale and transfer under applicable securities laws and the requirements of the Exchange or such other markets on which the Common Shares are listed or quoted for trading, and any certificates representing such Common Shares shall bear, as required, a restrictive legend in respect thereof.

ARTICLE 4 - OPTION GRANTS

4.1 Eligibility and Multiple Grants

Options shall only be granted to Eligible Persons. An Eligible Person may receive Options on more than one occasion and may receive separate Options, with differing terms, on any one or more occasions.

4.2 Representation

The Corporation represents that an Employee, Consultant or Management Company Employee who is granted an Option or Options is a *bona fide* Employee, Consultant or Management Company Employee, as the case may be. In the event of any discrepancy between this Plan and an option agreement, the provisions of this Plan shall govern.

4.3 Limitation on Grants and Exercises

- (a) *To any one person.* The number of Common Shares reserved for issuance to any one person in any 12 month period under this Plan and any Other Share Compensation Arrangement shall not exceed five percent (5%) of the outstanding Common Shares at the time of the grant (unless the Corporation has obtained Disinterested Shareholder Approval to exceed such limit).
- (b) *To Consultants.* The number of Common Shares reserved for issuance to any one Consultant in any 12 month period under this Plan and any Other Share Compensation Arrangement shall not exceed two percent (2%) of the outstanding Common Shares at the time of the grant.
- (c) *To persons conducting Investor Relations Activities.* The number of Common Shares reserved for issuance to all persons employed to provide Investor Relations Activities in any 12 month period under this Plan and any Other Share Compensation Arrangement shall not exceed an aggregate of two percent (2%) of the outstanding Common Shares at the time of the grant.
- (d) *To Insiders.* Unless the Corporation has received Disinterested Shareholder Approval to do so:

- (i) the aggregate number of Common Shares reserved for issuance to Insiders under this Plan and any Other Share Compensation Arrangement shall not exceed 10% of the outstanding Common Shares at the time of the grant, and
- (ii) the aggregate number of Common Shares reserved for issuance to Insiders in any 12 month period under this Plan and any Other Share Compensation Arrangement shall not exceed 10% of the outstanding Common Shares at the time of the grant.
- (e) *Exercises.* Unless the Corporation has received Disinterested Shareholder Approval to do so, the number of Common Shares issued to any person within a 12 month period pursuant to the exercise of Options granted under this Plan and any Other Share Compensation Arrangement shall not exceed five percent (5%) of the outstanding Common Shares at the time of the exercise.

ARTICLE 5 - OPTION TERMS

5.1 Exercise Price

- (a) The exercise price per Common Share for an Option shall not be less than the Discounted Market Price for the Common Shares (as defined by the policies of the Exchange) discounted.
- (b) If Options are granted within 90 days of a Distribution by the Corporation by prospectus, then the exercise price per Common Share for such Option shall not be less than the greater of the minimum exercise price calculated pursuant to Subsection 5.1(a) hereof and the price per Common Share paid by the public investors for Common Shares acquired pursuant to such Distribution. Such 90 day period shall begin:
 - (i) on the date the final receipt is issued for the final prospectus in respect of such Distribution, or
 - (ii) in the case of a prospectus that qualifies special warrants, on the closing date of the private placement in respect of such special warrants.

5.2 Expiry Date

Every Option granted shall, unless sooner terminated, have a term not exceeding and shall therefore expire no later than five (5) years after the date of grant. Notwithstanding anything else contained herein, if the Expiry Date occurs during a Blackout Period or within 10 business days after the expiry of a Blackout Period, then the Expiry Date for that Option shall be the date that is the 10th business day after the expiry of the Blackout Period.

5.3 Vesting

- (a) Subject to Subsection 5.3(b) hereof and otherwise in compliance with the policies of the Exchange, the Board shall determine the manner in which an Option shall vest and become exercisable.
- (b) Options granted to Consultants performing Investor Relations Activities shall vest over a minimum of 12 months with no more than 1/4 of such Options vesting in any three (3) month period.

5.4 Non-Assignability

Options may not be assigned or transferred.

5.5 Ceasing to be Eligible Person

- (a) If a Participant who is an Officer, Employee or Consultant is terminated for cause, each Option held by such Participant shall terminate and shall therefore cease to be exercisable upon such termination for cause.
- (b) If a Participant dies prior to otherwise ceasing to be an Eligible Person, each Option held by such Participant shall terminate and shall therefore cease to be exercisable no later than the earlier of the Expiry Date and the date which is 12 months after the date of the Participant's death.
- (c) Unless an option agreement specifies otherwise, if a Participant ceases to be an Eligible Person for any reason whatsoever other than termination for cause or death, each Option held by the Participant will cease to be exercisable at the discretion of the Board. If a Participant ceases to be an Eligible Person for any reason whatsoever other than termination for cause or death, each Option held by the Participant other than a Participant who is involved in Investor Relations Activities will cease to be exercisable 90 days after the Termination Date or for a "reasonable period" after the Participant ceases to serve in such capacity, as determined by the Board. For Participants involved in Investor Relations Activities, Options shall cease to be exercisable 30 days after the Termination Date or for a "reasonable period" after the Participant ceases to serve in such capacity, as determined by the Board.
- (d) For greater certainty, if a Participant dies, each Option held by such Participant shall be exercisable by the legal representative of such Participant until such Option terminates and therefore ceases to be exercisable pursuant to the terms of this Section.
- (e) If any portion of an Option is not vested at the time a Participant ceases, for any reason whatsoever, to be an Eligible Person, such unvested portion of the Option may not be thereafter exercised by the Participant or its legal representative, as the case may be, always provided that the Board may, in its discretion and in the case of Options relating to Investor Relations Activities, subject to the approval of the Exchange, thereafter permit the Participant or its legal representative, as the case may be, to exercise all or any part of such unvested portion of the Option that would have vested prior to the time such Option otherwise terminates and therefore ceases to be exercisable pursuant to the terms of this Section. For greater certainty, and without limitation, this provision will apply regardless of whether the Participant ceased to be an Eligible Person voluntarily or involuntarily, was dismissed with or without cause, and regardless of whether the Participant received compensation in respect of dismissal or was entitled to a notice of termination for a period which would otherwise have permitted a greater portion of an Option to vest.

ARTICLE 6 - EXERCISE PROCEDURE

6.1 Exercise Procedure

An Option may be exercised from time to time, and shall be deemed to be validly exercised by the Participant only upon the Participant's delivery to the Corporation at its head office of:

- (a) a written notice of exercise addressed to the Corporate Secretary of the Corporation, specifying the number of Common Shares with respect to which the Option is being exercised;
- (b) the originally signed option agreement with respect to the Option being exercised;
- (c) a certified cheque or bank draft made payable to the Corporation for the aggregate exercise price for the number of Common Shares with respect to which the Option is being exercised; and
- (d) documents containing such representations, warranties, agreements and undertakings, including such as to the Participant's future dealings in such Common Shares, as counsel to the Corporation

reasonably determines to be necessary or advisable in order to comply with or safeguard against the violation of the laws of any jurisdiction;

and on the business day following, the Participant shall be deemed to be a Shareholder of record with respect to which the Option is being exercised, and thereafter the Corporation shall, within a reasonable amount of time, cause certificates for such Common Shares to be issued and delivered to the Participant.

ARTICLE 7 - AMENDMENT OF OPTIONS

7.1 Consent to Amend

The Board may amend any Option with the consent of the affected Participant and the Exchange, including any Shareholder approval required by the Exchange. For greater certainty, Disinterested Shareholder Approval is required for any reduction in the exercise price of an Option if the Participant is an Insider at the time of the proposed amendment.

7.2 Amendment Subject to Approval

If the amendment of an Option requires regulatory or Shareholder approval, such amendment may be made prior to such approvals being given, but no such amended Options may be exercised unless and until such approvals are given.

ARTICLE 8 - WITHHOLDING TAXES

8.1 Withholding Taxes

The Corporation may deduct, withhold and/or remit from any amount payable, under this Plan or otherwise, such amount as may be necessary so as to ensure the Corporation and/or any subsidiary will be able to comply with the applicable provisions of any federal, provincial, state or local law relating to the withholding of tax or other required deductions, including on the amount, if any, includable in the income of a Participant. For greater certainty, the Corporation shall have the irrevocable right, in its discretion, to satisfy any such liability for withholding or other required deduction by: (a) making additional withholdings on cash remuneration or other amounts owing to the Participant; (b) retaining any Common Shares or any amount payable pursuant to the exercise of an Option; and/or (c) requiring a Participant, as a condition to the exercise of an Option, to pay or reimburse the Corporation or any subsidiaries for any such withholding or other required deduction amounts related to the exercise or surrender of Options.

ARTICLE 9 - MISCELLANEOUS

9.1 No Rights as Shareholder

Nothing in this Plan or any Option shall confer upon a Participant any rights as a Shareholder with respect to any of the Common Shares underlying an Option unless and until such Participant shall have become the holder of such Common Shares upon exercise of such Option in accordance with the terms of this Plan.

9.2 No Right to Employment

Nothing in this Plan or any Option shall confer upon a Participant any right to continue in the employ of the Corporation, its Affiliate or its subsidiaries, if any, or affect in any way the right of the Corporation or any Affiliate to terminate the Participant's employment, with or without cause, at any time; nor shall anything in this Plan or any Option be deemed or construed to constitute an agreement, or an expression of intent, on the part of the Corporation, its Affiliate or its subsidiaries, if any, to extend the employment of any Participant beyond the time which the Participant would normally be retired pursuant to the provisions of any present or future retirement plan of the Corporation, its Affiliate or its subsidiaries, if any, or beyond the time at which he would otherwise be retired pursuant to the provisions of any contract of employment with the Corporation, its Affiliate or its subsidiaries, if any.

9.3 Governing Law

This Plan, all option agreements, the grant and exercise of Options hereunder, and the sale, issue and delivery of Common Shares hereunder upon exercise of Options shall be, as applicable, governed by and construed in accordance with the laws of the Province of Alberta and the federal laws of Canada applicable therein. The Courts of the Province of Alberta shall have the exclusive jurisdiction to hear and decide any disputes or other matters arising herefrom.

APPENDIX "C"

BUSINESS CORPORATIONS ACT
ARTICLES OF CONTINUANCE
FORM 11

1. NAME OF CORPORATION:

Top Strike Resources Corp.

2. THE CLASSES, AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE:

Refer to "Share Structure" attachment.

3. RESTRICTIONS ON SHARE TRANSFERS (IF ANY):

None.

4. NUMBER (OR MINIMUM AND MAXIMUM NUMBER) OF DIRECTORS:

The Corporation shall have a minimum of 1 and a maximum of 10 directors.

5. IF THE CORPORATION IS RESTRICTED FROM CARRYING ON A CERTAIN BUSINESS, OR RESTRICTED TO CARRYING ON A CERTAIN BUSINESS, SPECIFY THE RESTRICTION(S):

There shall be no restrictions on the business that the Corporation may carry on.

6. DETAILS OF CREATION IN PREVIOUS JURISDICTION:

NAME OF CORPORATION: Colossal Resources Corp.
CORPORATION NUMBER: BC0373820
PREVIOUS JURISDICTION: British Columbia
DATE CREATED: October 4, 1989

7. DETAILS OF EXISTING EXTRA-PROVINCIAL REGISTRATION IN ALBERTA:

Extra-provincially registered on August 27, 1998 under corporate access number 217976919.

8. OTHER RULES OR PROVISIONS (IF ANY):

Refer to "Other Rules or Provisions" attachment.

DATE	SIGNATURE	TITLE
_____, 2012	_____ (Signature)	_____
	_____ (Print Name)	

**SHARE STRUCTURE
ATTACHED TO AND FORMING PART OF
THE ARTICLES OF CONTINUANCE
OF
TOP STRIKE RESOURCES CORP.**

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares, issuable in series.

COMMON SHARES

The rights, privileges, restrictions and conditions attaching to the Common Shares shall be as follows:

1. Voting

- 1.1. Holders of Common Shares shall be entitled to receive notice of and to attend and vote at all meetings of shareholders of the Corporation, except meetings of holders of another class of shares. Each Common Share shall entitle the holder thereof to one vote.

2. Dividends

- 2.1. Subject to the preferences accorded to holders of Preferred Shares and any other shares of the Corporation ranking senior to the Common Shares from time to time with respect to the payment of dividends, holders of Common Shares shall be entitled to receive, if, as and when declared by the Board of Directors, such dividends as may be declared thereon by the Board of Directors from time to time.

3. Liquidation, Dissolution or Winding-Up

- 3.1. In the event of the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, or any other distribution of its assets among its shareholders for the purpose of winding-up its affairs (such event referred to herein as a "Distribution"), holders of Common Shares shall be entitled, subject to the preferences accorded to holders of Preferred Shares and any other shares of the Corporation ranking senior to the Common Shares from time to time with respect to payment on a Distribution, to share equally, share for share, in the remaining property of the Corporation.

PREFERRED SHARES

The rights, privileges, restrictions and conditions attaching to the Preferred Shares, as a class, shall be as follows:

1. Issuance in Series

- 1.1. Subject to the filing of Articles of Amendment in accordance with the *Business Corporations Act* (Alberta) (the "**Act**"), the Board of Directors may at any time and from time to time issue the Preferred Shares in one or more series, each series to consist of such number of shares as may, before the issuance thereof, be determined by the Board of Directors.
- 1.2. Subject to the filing of Articles of Amendment in accordance with the Act, the Board of Directors may from time to time fix, before issuance, the designation, rights, privileges, restrictions and conditions attaching to each series of Preferred Shares including, without limiting the generality of the foregoing, the amount, if any, specified as being payable preferentially to such series on a Distribution; the extent, if any, of further participation on a Distribution; voting rights, if any; and dividend rights (including whether such dividends be preferential, or cumulative or non-cumulative), if any.

2. Liquidation

- 2.1. In the event of the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, or any other distribution of its assets among its shareholders for the purpose of winding-up its affairs (such event referred to herein as a “**Distribution**”), holders of each series of Preferred Shares shall be entitled, in priority to holders of Common Shares and any other shares of the Corporation ranking junior to the Preferred Shares from time to time with respect to payment on a Distribution, to be paid rateably with holders of each other series of Preferred Shares the amount, if any, specified as being payable preferentially to the holders of such series on a Distribution.

3. Dividends

- 3.1. The holders of each series of Preferred Shares shall be entitled, in priority to holders of Common Shares and any other shares of the Corporation ranking junior to the Preferred Shares from time to time with respect to the payment of dividends, to be paid rateably with holders of each other series of Preferred Shares, the amount of accumulated dividends, if any, specified as being payable preferentially to the holders of such series.

**OTHER RULES OR PROVISIONS
ATTACHED TO AND FORMING PART OF
THE ARTICLES OF CONTINUANCE OF
TOP STRIKE RESOURCES CORP.**

1. Subject to the *Business Corporations Act* (Alberta), the directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting, but the number of the additional directors shall not at any time exceed one third of the number of directors who held office at the expiration of the last annual meeting of the Corporation.

APPENDIX "D"

BY-LAW NO. 1

A By-Law relating generally to the transaction of
the business and affairs of

Top Strike Resources Corp.

CONTENTS

<u>SECTION</u>	<u>SUBJECT</u>
One	Interpretation
Two	Business of the Corporation
Three	Directors
Four	Committees
Five	Protection of Directors and Officers
Six	Shares
Seven	Dividends
Eight	Meetings of Shareholders
Nine	Notices
Ten	Effective Date

IT IS HEREBY ENACTED as By-law No. 1 of Top Strike Resources Corp. (hereinafter called the "**Corporation**") as follows:

SECTION ONE **INTERPRETATION**

1.01 Definitions

In the by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Business Corporations Act* (Alberta), and any statute that may be substituted therefor, including the regulations thereunder, as from time to time amended;

"**appoint**" includes "**elect**" and vice versa;

"**articles**" means the articles of the Corporation, as defined in the Act, and includes any amendments thereto;

"**board**" means the board of directors of the Corporation;

"by-laws" means this By-law No. 1 of the Corporation and all other by-laws of the Corporation from time to time in force and effect;

"meeting of shareholders" means any meeting of shareholders, including any meeting of one or more classes or series of shareholders;

"recorded address" means, in the case of a shareholder, the address of such shareholder as recorded in the securities register; in the case of joint shareholders, the address appearing in the securities register in respect of such joint holding or the first address so appearing if there are more than one; and, in the case of a director, officer, auditor or member of a committee of the board, the latest address of such person as recorded in the records of the Corporation;

"shareholders" means the holders of any class or series of shares of the Corporation; and

"signing officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by Section 2.03 or by a resolution passed pursuant thereto.

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts, unincorporated organizations and personal representatives.

1.02 Conflict with the Act, the Articles or any Unanimous Shareholder Agreement

To the extent of any conflict between the provisions of the by-laws and the provisions of the Act, the articles or any unanimous shareholder agreement relating to the Corporation, the provisions of the Act, the articles or the unanimous shareholder agreement shall govern.

1.03 Headings and Sections

The headings used throughout the by-laws are inserted for convenience of reference only and are not to be used as an aid in the interpretation of the by-laws. "Section" followed by a number means or refers to the specified section of this by-law.

1.04 Invalidity of any Provision of By-laws

The invalidity or unenforceability of any provision of the by-laws shall not affect the validity or enforceability of the remaining provisions of the by-laws.

SECTION TWO **BUSINESS OF THE CORPORATION**

2.01 Corporate Seal

The corporate seal of the Corporation, if any, shall be in such form as the board may from time to time by resolution approve.

2.02 Financial Year

The financial year of the Corporation shall end on such date in each year as the board may from time to time by resolution determine.

2.03 Execution of Instruments

Deeds, transfers, assignments, contracts, mortgages, charges, obligations, certificates and other instruments of any nature whatsoever (collectively "**instruments**") shall be signed on behalf of the Corporation by the chief executive officer alone or by any two persons, one of whom holds the office of president, chair of the board, lead director, chief financial officer, vice-president or director and the other of whom holds one of the said offices or the office of secretary, treasurer, assistant secretary or assistant treasurer. In addition, the board is authorized from time to time by resolution to appoint any person or persons on behalf of the Corporation either to sign instruments in writing generally or to sign specific instruments. Any signing officer may affix the corporate seal to any instrument requiring the same.

2.04 Execution in Counterpart, By Facsimile, and by Electronic Signature

- a) Subject to the Act, any instrument or document required or permitted to be executed by one or more persons on behalf of the Corporation may be signed by electronic means or by facsimile; and
- b) Any instrument or document required or permitted to be executed by one or more persons may be executed in separate counterparts, each of which when duly executed by one or more of such persons shall be an original and all such counterparts together shall constitute one and the same such instrument or document.

2.05 Banking Arrangements

The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be authorized by the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

2.06 Voting Rights in Other Bodies Corporate

The signing officers may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments, certificates or other evidence shall be in favour of such person or persons as may be determined by the persons executing such proxies or arranging for the issuance of voting certificates or such other evidence of the right to exercise such voting rights. In addition, the board or, failing the board, the signing officers may from time to time direct the manner in which and the person or persons by whom any particular voting rights or class of voting rights may or shall be exercised.

2.07 Divisions

The board may from time to time cause the business and operations of the Corporation or any part thereof to be divided into one or more divisions upon such basis, including without limitation, types of business or operations, geographical territories, product lines or goods or services, as the board may consider appropriate in each case. From time to time the board may authorize upon such basis as may be considered appropriate in each case:

- a) the designation of any such division by, and the carrying on of the business and operations of any such division under, a name other than the name of the Corporation; provided that the Corporation shall set out its name in legible characters in all contracts, invoices, negotiable instruments and orders for goods or services issued or made by or on behalf of the Corporation; and
- b) the appointment of officers for any such division and the determination of their powers and duties, provided that any such officers shall not, as such, be officers of the Corporation.

SECTION THREE

DIRECTORS

3.01 Number of Directors

The board shall consist of the number of directors provided in the articles, or, if a minimum number and a maximum number of directors is so provided, the number of directors of the Corporation shall be determined from time to time by ordinary resolution of the shareholders, or in the absence of such resolution, by resolution of the directors.

3.02 Calling and Notice of Meetings

Meetings of the board shall be called and held at such time and at such place as the board, the chair of the board, lead director, the president or any two directors may determine, and the secretary or any other officer shall give notice of meetings when directed or authorized by such persons. Notice of each meeting of the board shall be given in the manner provided in Section 9 to each director not less than forty-eight (48) hours before the time when the meeting is to be held unless waived in accordance with the Act. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting, except where required by the Act. Notwithstanding the foregoing, the board may from time to time fix a day or days in any month or months for regular meetings of the board at a place and hour to be named, in which case no other notice shall be required for any such regular meeting except where the Act requires specification of the purpose or the business to be transacted thereat. Provided that a quorum of directors is present, each newly elected board may, without notice, hold its first meeting following the meeting of shareholders at which such board was elected.

3.03 Place of Meetings

Meetings of the board may be held at any place in or outside Alberta.

3.04 Meetings by Telephonic, Electronic or Other Communication Facility

A director may participate in a meeting of the board or of a committee of the board by electronic means, telephone or other communication facilities that permit all persons participating in the meeting to hear each other. A director participating in such a meeting in such manner shall be considered present at the meeting and at the place of the meeting.

3.05 Quorum

Subject to the requirements under the Act requiring resident Canadians to be present at any meeting of the board, the quorum for the transaction of business at any meeting of the board shall consist of a majority of directors or such greater or lesser number of directors as the board may from time to time determine, provided that, if the board consists of only one director, the quorum for the transaction of business at any meeting of the board shall consist of one director.

3.06 Chair

The chair of any meeting of the board shall be the director present at the meeting who is the first mentioned of the following officers as have been appointed: chair of the board, lead director, president, chief executive officer, chief financial officer, or a vice-president (in order of seniority). If no such officer is present, the directors present shall choose one of their number to be chair. If the secretary of the Corporation is absent, the chair of the meeting shall appoint some person, who need not be a director, to act as secretary of the meeting.

3.07 Action by the Board

At all meetings of the board every question shall be decided by a majority of the votes cast on the question. A director participating in a meeting by electronic means, telephone or other communication facilities may vote by means of such facility. In case of an equality of votes the chair of the meeting shall not be entitled to a second or

casting vote but may request another vote. The powers of the board may also be exercised by resolution in writing signed by all the directors who would be entitled to vote on that resolution at a meeting of the board.

3.08 Adjourned Meeting

Any meeting of directors may be adjourned from time to time by the chair of the meeting, with the consent of the meeting, to a fixed time and place. The adjourned meeting shall be duly constituted if a quorum is present and if it is held in accordance with the terms of the adjournment. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

3.09 Remuneration and Expenses

Subject to any unanimous shareholder agreement, the directors shall be paid such remuneration for their services as the board may from time to time determine. The directors shall also be entitled to be reimbursed for reasonable travelling and other expenses properly incurred by them in attending meetings of the board or any committee thereof. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving remuneration therefor.

3.10 Officers

The board from time to time may appoint one or more officers of the Corporation and, without prejudice to rights under any employment contract, may remove any officer of the Corporation. The powers and duties of each officer of the Corporation shall be those determined from time to time by the board and, in the absence of such determination, shall be those usually incidental to the office held.

3.11 Agents and Attorneys

The board shall have the power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

SECTION FOUR **COMMITTEES**

4.01 Committees of the Board

Subject to the Act, the board may appoint one or more committees of the board, however designated, and delegate to any such committee any of the powers of the board.

4.02 Transaction of Business

The powers of any committee of directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of any committee may be held at any place in or outside Alberta.

4.03 Procedure

Unless otherwise determined by the board, a quorum for meetings of any committee shall be a majority of its members, each committee shall have the power to appoint its chair and the rules for calling, holding, conducting and adjourning meetings of the committee which, unless otherwise determined, shall be the same as those governing the board. Each member of a committee shall serve during the pleasure of the board and, in any event, only so long as such person shall be a director. The directors may fill vacancies in a committee by appointment from among their members. Provided that a quorum is maintained, the committee may continue to exercise its powers notwithstanding any vacancy among its members.

SECTION FIVE
PROTECTION OF DIRECTORS AND OFFICERS

5.01 Limitation of Liability

No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or act for conformity, insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation including any person, firm or corporation with whom or with which any moneys, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets of or belonging to the Corporation or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her failure to exercise the powers and to discharge the duties of his or her office honestly, in good faith and with a view to the best interests of the Corporation and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

5.02 Indemnity

The Corporation shall, to the maximum extent permitted under the Act or otherwise by law, indemnify a director or officer of the Corporation, a former director or officer of the Corporation, and a person who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity, of another entity, and their heirs and legal representatives, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding to which he or she is made a party to or involved by reason of that association with the Corporation or such other entity.

5.03 Advance Of Costs

The Corporation shall, to the maximum extent permitted under the Act or otherwise by law, advance moneys to an individual referred to in Section 5.02 to defray the costs, charges and expenses of a proceeding referred to in Section 5.02 provided such individual shall repay the moneys advanced if the individual does not fulfill the conditions set forth in the Act.

5.04 Court Approval

The Corporation shall use reasonable commercial efforts to obtain any court or other approvals necessary for any indemnification pursuant to Section 5.02.

5.05 Indemnities Not Exclusive

The rights of any person to indemnification granted by the Act or this by-law are not exclusive of any other rights to which any person seeking indemnification may be entitled under any agreement, vote of shareholders or directors, at law or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and will enure to the benefit of the heirs and legal representatives of that person.

5.06 Insurance

The Corporation may purchase, maintain or participate in insurance for the benefit of the persons referred to in Section 5.02 as the board may from time to time determine.

SECTION SIX

SHARES

6.01 Non-Recognition of Trusts

Subject to the Act, the Corporation may treat as the absolute owner of any share the person in whose name the share is registered in the securities register as if that person had full legal capacity and authority to exercise all rights of ownership, irrespective of any indication to the contrary through knowledge or notice or description in the Corporation's records or on the share certificate.

6.02 Joint Shareholders

If two or more persons are registered as joint holders of any share:

- a) the Corporation shall record only one address on its books for such joint holders;
- b) the address of such joint holders for all purposes with respect to the Corporation shall be their recorded address; and
- c) any one of such persons may give effectual receipts for the certificate issued in respect thereof or for any dividend, bonus, return of capital or other money payable or warrant issuable in respect of such share.

6.03 Lien for Indebtedness

If the articles provide that the Corporation has a lien on any shares registered in the name of a shareholder or his or her legal representative for a debt of that shareholder to the Corporation, such lien may be enforced, subject to the articles and to any unanimous shareholder agreement, by the sale of the shares thereby affected or by any other action, suit, remedy or proceeding authorized or permitted by law or by equity and, pending such enforcement, the Corporation may refuse to register a transfer of the whole or any part of such shares.

SECTION SEVEN

DIVIDENDS

7.01 Dividend Cheques

A dividend payable in cash shall be paid by cheque of the Corporation or of any dividend paying agent appointed by the board, to the order of each registered holder of shares of the class or series in respect of which it has been declared and mailed by prepaid ordinary mail to such registered holder at the shareholder's recorded address, unless such holder otherwise directs and the Corporation agrees to follow such direction. In the case of joint holders the cheque shall, unless such joint holders otherwise direct and the Corporation agrees to follow such direction, be made payable to the order of all of such joint holders and mailed to them at their recorded address. The mailing of such cheque as aforesaid, unless the same is not paid on due presentation, shall satisfy and discharge the liability for the dividend to the extent of the sum represented thereby plus the amount of any tax which the Corporation is required to and does withhold. Alternatively, dividends payable in money may be paid to shareholders by such form of electronic funds transfer as the board considers appropriate.

7.02 Non-receipt of Cheques

In the event of non-receipt of any dividend cheque by the person to whom it is sent as aforesaid, the Corporation shall issue to such person a replacement cheque for a like amount on such terms as to indemnity, reimbursement of expenses and evidence of non-receipt and of title as the board may from time to time prescribe, whether generally or in any particular case. No dividend shall bear interest against the Corporation.

7.03 Unclaimed Dividends

Any dividend unclaimed after a period of six years from the date on which the same has been declared to be payable shall be forfeited and shall revert to the Corporation.

SECTION EIGHT **MEETINGS OF SHAREHOLDERS**

8.01 Place of Meetings

Meetings of the shareholders shall be held at such place within Alberta as the board shall determine. Subject to the Act, meetings may be held outside of Alberta.

8.02 Participation in Meeting By Electronic Means

Any person entitled to attend a meeting of shareholders may participate in the meeting, in accordance with the Act, by electronic means, telephone or other communication facility that permits all participants to hear each other or otherwise communicate with each other during the meeting, if the Corporation makes available such a communication facility. A person participating in a meeting of shareholders by such means shall be deemed to be present at the meeting.

8.03 Electronic Meetings

If the board or the shareholders call a meeting of shareholders, the board or those shareholders, as the case may be, may determine that the meeting shall be held, in accordance with the Act, entirely by electronic means, telephone or other communication facility that permits all participants to communicate adequately with each other during the meeting.

8.04 Chair, Secretary and Scrutineers

The chair of any meeting of shareholders, who need not be a shareholder, shall be the first mentioned of the following officers as has been appointed and is present at the meeting: chair of the board, lead director, president, chief executive officer, chief financial officer or a vice-president (in order of seniority). If no such officer is present and willing to act as chair within fifteen (15) minutes from the time fixed for holding the meeting of shareholders, the persons present and entitled to vote shall choose one of their number to be chair. The chair shall conduct the proceedings at the meeting in all respects and his or her decision in any matter or thing, including, but without in any way limiting the generality of the foregoing, any question regarding the validity or invalidity of any instruments of proxy and any question as to the admission or rejection of a vote, shall be conclusive and binding upon the shareholders. The secretary of any meeting of shareholders shall be the secretary of the Corporation, provided that, if the Corporation does not have a secretary or if the secretary of the Corporation is absent, the chair shall appoint some person, who need not be a shareholder, to act as secretary of the meeting. The board may from time to time appoint in advance of any meeting of shareholders one or more persons to act as scrutineers at such meeting and, in the absence of such appointment, the chair may appoint one or more persons to act as scrutineers at any meeting of shareholders. Scrutineers so appointed may, but need not be, shareholders, directors, officers or employees of the Corporation.

8.05 Persons Entitled to be Present

The only persons entitled to be present at a meeting of shareholders shall be; (a) those entitled to vote at such meeting; (b) the directors and auditors of the Corporation; (c) others who, although not entitled to vote, are entitled or required under any provision of the Act, the articles or the by-laws to be present at the meeting; (d) legal counsel to the Corporation when invited by the Corporation to attend the meeting; and (e) any other person on the invitation of the chair or with the consent of the meeting.

8.06 Quorum

A quorum for the transaction of business at any meeting of shareholders shall be at least two persons present in person, each being a shareholder entitled to vote thereat or a duly appointed proxy or representative for an absent shareholder so entitled, and representing in the aggregate not less than five percent (5%) of the outstanding shares of the Corporation carrying voting rights at the meeting, provided that, if there should be only one shareholder entitled to vote at any meeting of shareholders, the quorum for the transaction of business at the meeting of shareholders shall consist of the one shareholder.

8.07 Representatives

The authority of an individual to represent a body corporate or association at a meeting of shareholders shall be established by depositing with the Corporation a certified copy of the resolution of the directors or governing body of the body corporate or association, as the case may be, granting such authority, or in such other manner as may be satisfactory to the chair of the meeting.

8.08 Action by Shareholders

The shareholders shall act by ordinary resolution unless otherwise required by the Act, articles, by-laws or any unanimous shareholder agreement. In case of an equality of votes either upon a show of hand or upon a poll, the chair of the meeting shall not be entitled to a second or casting vote but may request another vote.

8.09 Show of Hands

Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the shareholders upon the said question.

8.10 Ballots

A ballot required or demanded shall be taken in such manner as the chair of the meeting shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each person present shall be entitled, in respect of the shares which he or she is entitled to vote at the meeting upon the question, to that number of votes provided by the Act or the articles, and the result of the ballot so taken shall be the decision of the shareholders upon the said question.

8.11 Electronic Voting

Notwithstanding Section 8.09, any vote referred to in Section 8.08 may be held, in accordance with the Act, partially or entirely by electronic means, telephone or other communication facility, if the Corporation has made available such a facility. Any person participating in a meeting of shareholders under Sections 8.02 or 8.03 and entitled to vote at the meeting may vote, in accordance with the Act by electronic means, telephone or other communication facility that the Corporation has made available such purpose.

8.12 Resolution in Lieu of Meeting

A resolution in writing signed by all the shareholders entitled to vote on that resolution at a meeting of shareholders is as valid as if it had been passed at a meeting of shareholders. A resolution in writing may be signed in one or more counterparts.

SECTION NINE

NOTICES

9.01 Method of Giving Notices

Any notice (which term includes any communication or contract document or instrument in writing, or electronic document) to be given (which term includes sent, delivered or served) pursuant to the Act, the articles or the by-laws or otherwise to a shareholder, director, officer, or auditor or member of a committee of the board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the person's record address or if mailed to such person at such record address by prepaid mail or if sent to such person by electronic means as permitted by, and in accordance with, the Act. The secretary may change or cause to be changed the recorded address of any shareholder, director, officer, auditor or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The foregoing shall not be construed so as to limit the manner or effect of giving notice by any other means of communication otherwise permitted by law.

9.02 Notice to Joint Holders

If two or more persons are registered as joint holders of any share, any notice may be addressed to all of such joint holders but notice addressed to one of such persons shall be sufficient notice to all of them.

9.03 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

9.04 Omissions and Errors

The accidental omission to give any notice to any shareholder, director, officer, auditor or member of a committee of the board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

9.05 Persons Entitled by Death or Operation of Law

Every person who, by operation of law, transfer, death of a shareholder or any other means whatsoever shall become entitled to any share, shall be bound by every notice in respect of such share which shall have been duly given to the shareholder from whom such person derives title to such share prior to such person's name and address being entered on the securities register (whether such notice was given before or after the happening of the event upon which such person became so entitled) and prior to such person furnishing to the Corporation the proof of authority or evidence of such person's entitlement prescribed by the Act.

SECTION TEN

EFFECTIVE DATE

10.01 Effective Date

This by-law shall come into force when made by the board in accordance with the Act.