

Prominex Resource Corp.

1001, 1010 Howe Street
Vancouver, British Columbia
V6Z 1P5
604.566.1094

INFORMATION CIRCULAR as of and dated June 6, 2012 (unless otherwise noted)

This Information Circular accompanies the Notice of the Annual General and Special Meeting (“Notice of Meeting”) of holders of common shares (the “shareholders”) of Prominex Resource Corp. (the “Company”) scheduled to be held on July 6th, 2012 (the “Meeting”), and is furnished in connection with a solicitation of proxies for use at that Meeting and at any adjournment or postponement thereof.

PERSONS OR COMPANIES MAKING THE SOLICITATION

THE FORM OF PROXY ACCOMPANYING THIS INFORMATION CIRCULAR IS BEING SOLICITED BY MANAGEMENT OF THE COMPANY

It is expected that the solicitation will be primarily by mail. Proxies may also be solicited personally or by telephone by directors, officers or arms-length third parties appointed by the Company. The Company will pay for the expenses of mailing copies of the foregoing material to beneficial owners of shares. All costs of this solicitation will be borne by the Company. All dollar amounts in this Information Circular are in Canadian currency unless otherwise specified.

APPOINTMENT OF PROXYHOLDERS

Only registered shareholders or duly appointed proxy holders are permitted to vote at the Meeting. Those shareholders so desiring may be represented by proxy at the Meeting. The persons named in the form of proxy accompanying this Information Circular are directors and/or officers of the Company (the “Management Appointees”).

A shareholder has the right to appoint a person or company (who need not be a shareholder) to attend and act on the shareholder’s behalf at the Meeting other than the Management Appointees. To exercise this right, the shareholder must either insert the name of the desired person in the blank space provided in the form of proxy accompanying this Information Circular and strike out the names of the Management Appointees or submit another proper form of proxy.

A shareholder has the right to appoint some other person (who need not be a shareholder) to represent him or her at the Meeting. The shareholder may do so, either by striking out the printed names and inserting the desired person's name in the blank space provided in the Form of Proxy or by completing another proper form of proxy.

In either case, the completed proxy must be delivered to the office of Company's Registrar and Transfer Agent, Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, not less than 48 hours (excluding Saturdays and holidays) before the time fixed for the Meeting or any adjournment thereof at which the Proxy is to be used.

NON REGISTERED SHAREHOLDERS

Only shareholders whose names appear on the records of the Company (the "registered shareholders") or duly appointed proxy holders are permitted to vote at the Meeting. Most shareholders of the Company are not registered shareholders because the shares they own are not registered in their names. More particularly, a person is not a registered shareholder in respect of shares which are held on behalf of that person (the "Non-Registered Holder") but which are registered either: (a) in the name of an intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the shares including, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self administered RRSP's, RRIF's, RESP's and similar plans; or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (CDS)) of which the Intermediary is a participant. In accordance with existing securities regulatory policy, the Company has distributed copies of the Notice of Meeting, this Information Circular and the form of proxy accompanying this Information Circular (collectively, the "Meeting Materials") to the clearing agencies and Intermediaries.

Existing regulatory policy requires Intermediaries to forward the Meeting Materials to, and to seek voting instructions from, Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Intermediaries will often use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete this form of proxy and submit it to the Company, c/o Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, fax number: 1 (416) 263-9261; or
- b) more typically, be given a voting instruction or proxy authorization form which is not signed by the Intermediary, and which, when properly completed and signed by the Non-Registered

Holder and returned to the Intermediary or its service company (such as Broadridge Financial Solutions Inc.), will constitute voting instructions (often called a “Proxy Authorization Form”) which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions, which contains a removable label containing a bar code and other information. In order for this proxy form to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the proxy form, properly complete and sign the proxy form and return it to the Intermediary or its service company, or otherwise communicate voting instructions to the Intermediary or its service company (by way of telephone or the Internet, for example), in accordance with the instructions of the Intermediary or its service company. **A Non-Registered Holder cannot use a proxy authorization form to vote shares directly at the Meeting.**

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the shares that they beneficially own.

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

Non-Registered Holders cannot be recognized at the Meeting for purposes of voting their shares in person or by way of depositing a form of proxy. If you are a Non-Registered Holder and wish to vote in person at the Meeting, please see the voting instructions you received or contact your Intermediary well in advance of the Meeting to determine how you can do so.

Non-Registered Holders should carefully follow the voting instructions they receive, including those on how and when voting instructions are to be provided, in order to have their shares voted at the Meeting

DEPOSIT AND VOTING OF PROXIES

To be effective, the instrument of proxy must be dated and signed and, together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof, deposited either at the office of Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, or at the Head Office of the Company at 1001, 1010 Howe Street, Vancouver, British Columbia, V6Z 1P5 not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the holding of the Meeting or any adjournment or postponement thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in the Chairman's discretion and the Chairman is under no obligation to accept or reject any particular late proxy.

If the Form of Proxy is completed, signed and delivered as prescribed above, the persons named as proxy holders in the Form of Proxy will vote or withhold from voting the shares in respect of which they are appointed in accordance with the instructions of the shareholder appointing them. The Form of Proxy confers discretionary authority upon the proxy holders with respect to all other matters or variations to matters which may properly come before the Meeting or an adjournment thereof. As of the date of this Information Circular, we know of no such amendments, variations or other matters to come before the Meeting, other than matters referred to in the Notice of Meeting; however, if other matters should properly come before the Meeting, the Form of Proxy will be voted on such matters in accordance with the best judgement of the person or persons voting the Proxy.

If no choice is specified by a shareholder in the Form of Proxy with respect to a matter identified in the Form of Proxy or any amendment or variations to such matters, it is intended that the person designated by management in the Form of Proxy will vote the shares therein represented in favour of each matter identified on the Form of Proxy and for the nominees of management for directors and auditors.

REVOCATION OF PROXIES

A shareholder who has given a proxy may revoke it by an instrument in writing, duly executed by the shareholder or where the shareholder is a corporation, by a duly authorized officer or attorney of the corporation and delivered to our registered office, Lawson Lundell LLP at Suite 1600 West Georgia Street, V6C 3L2, at any time up to and including the last business day that precedes the day of the Meeting or, if adjourned, the day that precedes any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or, if adjourned, any reconvening thereof, or in any manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken before the revocation.

PRINCIPAL HOLDERS OF VOTING SECURITIES

It has been determined June 1, 2012 as the record date as of which Members are entitled to receive notice of, attend, and vote at the Meeting. At June 1, 2012, the Company has 62,320,890 common shares without par value issued and outstanding. All common shares in the capital of the Company are of the same class and each carries the right to one vote. The quorum for a meeting of Members is two persons present in person or by proxy holding not less than 5% of the issued shares of the Company. Members desiring to be represented by Proxy at the Meeting must, to entitle the person duly appointed by the Proxy to attend and vote thereat, deposit their Proxies at the place and within the time set forth in the Notes to the Proxy.

To the knowledge of our directors and executive officers the only parties who own, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of the votes attached to our issued and outstanding common shares are as follows:

Name	No. of Common Shares Owned	Percent of Class ⁽³⁾
CDS & Co. ⁽¹⁾ P.O Box 1038 Station A, 25 The Esplanade Toronto, ON M5W 1G5	51,445,349	82.69
Brad Chacalias ⁽²⁾ 18801 Sprucemeadows Way SW Calgary, AB TOL 0X0	8,801,901	14.1

Notes: ⁽¹⁾ Management is unaware of the beneficial ownership of the shares registered in the name although certain figures may include shares of management in brokerage houses.

⁽²⁾ The number of shares beneficially owned, directly or indirectly, is based on information furnished by Mr. Brad Chacalias

⁽³⁾ The percentage is determined on the number of outstanding shares

STATEMENT OF EXECUTIVE COMPENSATION

“CEO” means each individual who served as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year.

“CFO” means each individual who served as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year.

“Executive Officer” means an individual who is a chair, vice-chair, or president of the Company, a vice-president in charge of a principal business unit, division, or function including sales, finance, or production of the Company and an individual who is performing a policy-making function in respect of the Company.

“NEO” or “Named Executive Officer” means each of the following individuals:

(i) a CEO;

(ii) a CFO;

- (iii) each of the three most highly compensated executive officers of the Company, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year; and
- (iv) each individual who would be an NEO under (iii) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

COMPENSATION DISCUSSION AND ANALYSIS

The purpose of this Compensation Discussion and Analysis (CD&A) is to provide information about the Company's executive compensation objectives and processes and to discuss compensation decisions relating to its NEOs.

The Company's compensation program is made up of base salaries and Incentive Stock Options. The primary goal of the Company's executive compensation program is to attract and retain the key executives necessary for the Company's long term success and to motivate and encourage executives to further development of the Company and its operations. Executive compensation consists of salary and long term incentive options. The Company has no other forms of compensation, although payments may be made periodically to individuals or companies they control for the provision of consulting services. Such consulting services are paid for by the Company at competitive industry rates for work of a similar nature by reputable arm's length service providers. The process for determining executive compensation relies on Board of Directors (the "Board") discussion with input from the NEO's, without any formal objectives, criteria and analysis.

The Company is a mineral exploration company engaged in the acquisition and exploration of natural resource properties. The Company has no revenues and often operates with limited financial resources to ensure that funds are available to complete scheduled programs. Accordingly, the granting of stock options is an important element of executive compensation, which does not require cash disbursement by the Company. In determining compensation with respect to stock option grants, however the Company is cognizant of the TSX Venture Exchanges Statement in its Policy 4.4 that: "Incentive Stock Options are a means of rewarding optionees for future services provided to the Issuer. They are not intended as a substitute for salaries or wages or as a means of compensation for past services rendered." The Board determines the compensation in the form of stock options to its NEOs, as well as to its directors. Stock options granted in accordance with the Company's Stock Option Plan are discussed under the heading "Incentive Plan Awards". The Stock Option Plan provides that the aggregate number of common shares subject to options under the Stock Option Plan shall not exceed 10% of the common shares issued and outstanding of the Company. The normal term of the options is five years from the date of grant at an exercise price of not less than the "Discounted Market Price" (as that term is defined in the policies of the TSX Venture Exchange) of the common shares on the trading day immediately preceding the date of the grant of such options. In the event of resignation or termination of an optionee, such optionee may exercise options held by such optionee for a period of 60 days following the effective date of such resignation or the expiry date whichever is earlier.

Summary Compensation Table

Named Executive Officers

Name and Principal Position	Year ⁽⁴⁾	Salary (\$)	Share-Based Awards (\$)	Option-Based Awards (\$) ⁽⁵⁾	Non-equity Incentive Plan Compensation (\$)		Pension Value (\$)	All other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term Incentive Plans			
Gordon Barron ⁽¹⁾ President and CEO	2011	118,595 ⁽⁶⁾	Nil	2,400,000 ⁽⁷⁾	Nil	Nil	Nil	NIL	118,595
	2010	119,200	Nil	NIL	Nil	Nil	Nil	NIL	119,200
	2009	87,000	Nil	NIL	Nil	Nil	Nil	NIL	87,000
Allan Innes ⁽³⁾ Secretary and CFO	2011	12,120	Nil	400,000 ⁽⁸⁾	Nil	Nil	Nil	NIL	12,120
	2010	10,000	Nil	NIL	Nil	Nil	Nil	NIL	10,000
Daren Collins ⁽²⁾ President and CEO	2011	NIL	Nil	NIL	Nil	Nil	Nil	NIL	Nil
	2010	64,000	Nil	NIL	Nil	Nil	Nil	NIL	64,000
	2009	40,000	Nil	NIL	Nil	Nil	Nil	NIL	40,000

Notes: (1) President and CEO since 21 December 2009 and Consultant to the Company since October 2004

(2) President and CEO from 3 December 2008 to 21 December 2009

(3) CFO and Secretary of the Company since 29 January 2010

(4) Ended April 30

(5) The fair value of stock options is estimated on the date of grant using the Black-Scholes pricing model. The following assumptions were used in the fair value calculation:

Risk-free interest rate 2.56%

Expected life 5 years

Dividend rate 0%

Volatility 105%

(6) Of the \$118,595, \$26,000 was included in deferred exploration costs

(7) 2,400,000 options were granted January 19, 2011 at an exercise price of \$0.10, exercisable for a period of 5 years

(8) 400,000 options were granted January 19, 2011 at an exercise price of \$0.10, exercisable for a period of 5 years

Narrative Discussion

Annual Base Salary: Base salaries for NEOs are determined by the Board with input from the named NEOs, and compensation is reached primarily by comparison of the remuneration paid by other reputable issuers with the same size and industry and with publicly available information on remuneration that the Board feels is suitable. The annual base salary paid to the NEOs is, for the purpose of establishing appropriate increases, reviewed annually by the Board as part of the annual review of executive officers. The decision on whether to grant an increase to the executive's base salary and the amount of any such increase is in the sole discretion of the Board.

Option Based Award: An Option Based Award is in the form of an incentive stock option grant. The objective of the incentive stock option is to reward NEOs', employees' and directors' individual performance at the discretion of the Board. The plan currently used by the Company is the 2011 Stock Option Plan (the "Plan"), under which stock options have been granted and may be granted to purchase a number of shares equal to 10% of the Company's issued capital from time to time. For details of the "Plan" please see below under the heading Particulars of Matters to be Acted Upon. The process the Company uses to grant option-based awards to executive officers is upon review by the Board. All previous grants of option-based awards are taken into account when considering new grants

INCENTIVE PLAN AWARDS

Named Executive Officers

Share-based Awards and Option-based Awards

Name	Option-based Awards				Share-based Awards	
	Number of Securities Underlying Unexercised Options (No.)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-money Options (\$)	Number of Share or Units of Shares that have not vested (No.)	Market or payout value of share-based awards that have not vested (\$)
Gordon Barron	2,400,000 ⁽¹⁾	0.10	19 Jan 2016	Nil ⁽²⁾	Nil	Nil
Allan Innes	400,000 ⁽¹⁾	0.10	19 Jan 2016	Nil ⁽²⁾	Nil	Nil

Notes: (1) Options were granted on January, 19, 2011 and fully vested upon grant.

(2) These options were not in-the-money on June 6, 2012 (based on the closing price of the shares on the TSX.V of \$0.03)

Incentive Plan Awards – Value Vested or Earned During the Year

There were no incentive plan awards that vested or were earned during the year or subsequent to then.

Pension Plan Benefits

No pension plans or retirement benefit plans defined contribution plans or deferred compensation plans have been instituted by the Company. None is proposed at this time.

Termination and Change of Control Benefits

The Company has an Employment Contract with Gordon Barron, President and CEO, effective 1 December 2010, under which he is paid an annual salary of \$126,000. The Company does not have any compensatory plan(s), contract(s) or arrangement(s) with respect to the resignation, retirement, or any other termination of the Named Executive Officer's employment, except in a change of control of our company or a change in the Named Executive Officer's responsibilities following a change in control, which entitle a Named Executive Officer to receive from the Company an amount, including all period payments or instalments as follows:

If, within 60 days of the occurrence of a change of control, or Mr. Barron resigns from the company or the Company terminates the consulting agreement for any reason other than for cause, the Company must pay a lump sum equal to a monthly cash fee of Cdn\$10,500 (plus value added taxes) for any of:

- a) The remainder of term of the consulting agreement; or
- b) Two months for each year that Mr. Barron has provided services to the Company since October 2004, whichever is greater, to Mr. Barron

DIRECTOR COMPENSATION

Non-NEO Directors

Director Compensation Table

Name	Fees Earned (\$)	Share Based Awards (\$)	Option Based Awards (\$)	Non Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
David Stirling	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Gordon MacNiel	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Liliana Hartwig	Nil	Nil	Nil	Nil	Nil	Nil	Nil

An Option Based Award is in the form of an incentive stock option grant. The objective of the incentive stock option is to reward NEOs', employees' and directors' individual performance at the discretion of the Board. The plan currently used by the Company is the 2011 Stock Option Plan (the "Plan"), under which stock options have been granted and may be granted to purchase a number of shares equal to 10% of the Company's issued capital from time to time. For details of the "Plan" please see below under the heading Particulars of Matters to be Acted Upon. The process the Company uses to grant option-based awards to executive officers is upon review by the Board. All previous grants of option-based awards are taken into account when considering new grants.

Share Based Awards and Option Based Awards

Name	Option-based Awards				Share-based Awards	
	Number of Securities Underlying Unexercised Options (No.)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-money Options (\$)	Number of Share or Units of Shares that have not vested (No.)	Market or payout value of share-based awards that have not vested (\$)
David Stirling	300,000 ⁽¹⁾	0.10	19 Jan 2016	Nil ⁽²⁾	Nil	Nil
Gordon MacNiel	300,000 ⁽¹⁾	0.10	19 Jan 2016	Nil ⁽²⁾	Nil	Nil
Liliana Hartwig	300,000 ⁽¹⁾	0.10	19 Jan 2016	Nil ⁽²⁾	Nil	Nil

Notes: (1) Options were granted on January, 19, 2011 and fully vested upon grant.

(2) These options were not in-the-money on June 6, 2012 (based on the closing price of the shares on the TSX.V of \$0.03).

Incentive Plan Awards – Value Vested or Earned During the Year

There were no incentive plan awards that vested or were earned during the year or subsequent to then.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out the number of the Company's shares to be issued and remaining available for future issuance under the Company's Stock Option Plan.

Compensation Plan Category	Number of Securities to be issued upon exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Prices of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
Equity compensation plans approved by security holders	3,700,000	\$0.10	2,532,089
Equity compensation plans not approved by security holders	Nil	N/A	N/A
Total	3,700,000	\$0.10	2,532,089

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

No executive officers, directors, employees or former officers and directors of the Company are indebted to The Company. None of the directors, executive officers, or proposed nominees of the Company or any associate or affiliate of these individuals is or has been indebted to the Company as of 30 April 2010, or subsequent to then.

STATEMENT OF CORPORATE GOVERNANCE

Disclosure of Corporate Governance Practices – National Instrument 58-101 (NI 58-101)

NI 58-101 requires all companies to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the "Guidelines") adopted in National Policy 58-201. These Guidelines are not prescriptive, but have been used by Prominex in adopting its corporate governance practices. Prominex's approach to corporate governance is reviewed on an annual basis by the board of directors. The board of directors approved and adopted the corporate governance policy on 9 September 2009.

The Guidelines suggest that the Board of every listed company should be constituted with a majority of individuals who qualify as "independent" directors. A director is "independent" if the individual has no direct or indirect material relationship with Prominex, which could, in the view of the Prominex Board, be reasonably expected to interfere with the exercise of a director's independent judgment whether on the Board or a committee of the Board. Notwithstanding the foregoing, an individual who is, or has been within the last three years, an employee or executive officer of Prominex is considered to have a material relationship with Prominex.

Definition of “Independent” Board Member

Consistent with National Instrument 58-101, to be considered “independent” the Board of Directors must make an affirmative determination, by a resolution of the Board as a whole, that the director being reviewed has no material relationship with the Corporation other than as a director, either directly or indirectly (such as a partner, shareholder or officer of another entity that has a relationship with the Corporation). In each case, the Board broadly considers all relevant facts and circumstances.

Disclosure and Filing Requirements

Every issuer must include the disclosure required by Form 51-104 F in its management information circular, if management of the issuer solicits proxies from its security holders for the purpose of electing directors to its board.

1. *The Board of Directors*

The determination on the independency of each member

Name	Independent	Reasoning
Gordon Barron	No	Officer (management)
Allan Innes	No	Officer (management)
David Stirling	Yes	Not involved in management
Liliana Hartwig	Yes	Not involved in management
Gordon MacNiel	Yes	Not involved in management

2. *Board Mandate*

Prominex Directors are responsible to exercise their business judgment to act in what they reasonably believe to be in the best interests of Prominex and its shareholders. Directors are responsible for and /or the review / evaluation / development / implementation / approval of Prominex’s; strategic planning process, resource allocations and capital investments, public disclosure documents, corporate disclosure policies, corporate governance principles, corporate organizational structure, assignment of management responsibilities and plans for management development and succession, director, officer and management compensation, Code of Conduct and compliance to the Code, corporate objectives and policies relating to social responsibility and principal business risks and appropriate control systems to manage those risks.

The Board of Directors of Prominex Resources Corp. (“Prominex”) has adopted this charter to assist the Board and its committees in the exercise of their responsibilities. This charter and the principles and policies contained in it will be reviewed by the Board annually and, if appropriate, will be revised from time to time.

3. Directorships

No directors of the Company are presently directors of other reporting issuers. The Company held two directors meeting during the year. The attendance record of the board of directors is shown below.

Name	Attendance
Gordon Barron	2/2
Allan Innes	2/2
David Stirling	2/2
Gordon MacNiel	2/2
Liliana Hartwig	2/2

The independent directors are entitled and encouraged to hold meetings at which non-independent directors and management are not in attendance. The Company's auditors, legal counsel and employees may be invited to attend. No meeting of the independent directors has been held since the beginning of the Company's most recently completed financial year.

The independent directors are able to exercise their responsibilities for independent oversight of management through their majority control of the Board and through the committees established by the Board which include the Audit Committee and Compensation Committee which comprises independent directors. The Board has therefore not appointed an independent lead director.

4. Position Descriptions

The company has not developed written position descriptions for the chair and the chair of each board committee nor has it developed a written position description for the CEO and CFO other than the duties defined in the employment contracts with Gordon Barron, President and CEO and Allan Innes, Secretary and CFO.

5. Orientation and Continuing Education

Prominex does not provide a formal orientation and education program for new directors; however, any new directors will be given the opportunity to familiarize themselves with Prominex, the current directors and members of management. Directors are also encouraged and given the opportunity for continuing education.

6. Ethical Business Conduct

In an effort to foster a culture of transparency, integrity and honesty, all directors, officers and employees are expected to conduct themselves in an honest, forthright and ethical manner. The Company has a written Corporate Governance Policy that includes a Code of Conduct. A complete copy of the Corporate Governance Policy is found at the Company web site www.prominex.ca or upon request from the Company.

This includes but is not limited to:

- a) Compliance with applicable laws, rules and regulations of securities commissions, government and stock exchanges in all material respects;
- b) Acting responsibly and in good faith without misrepresenting material facts;
- c) Promoting and being an example of ethical behaviour;
- d) Acting with honesty and integrity, avoiding apparent conflicts of interest in both personal and professional relationships; and
- e) Respecting the confidentiality of information acquired except when legally required to disclose and not using such confidential information for personal gain.

No material change report has been filed since the beginning of the Company's most recently completed year end that pertains to any conduct of a director or executive officer that constitutes a departure from the Code.

7. Nomination of New Directors

The Board does not have a formal nominating committee that selects new nominees to the Board. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members and the President and CEO. The Board monitors, but does not formally assess, the performance of individual Board members or committee members or their contributions.

8. Other Board Committees

The board has two (2) standing committees, namely the audit and compensation committees.

9. Compensation Committee

The Board has constituted a compensation committee comprising Mr. David Stirling, Gordon MacNiel and Ms. Liliana Hartwig. No formal processes have been established by which the board determines the compensation for the issuer's directors and officers. The compensation committee is composed entirely of independent directors. No compensation consultant or advisor has been retained to assist in determining compensation for any of the issuer's directors and officers.

10. Assessments

The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on Prominex's size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The entire Board is responsible for selecting new directors and assessing

current directors. A proposed director’s credentials are reviewed in advance of a Board meeting by one or more members of the Board prior to the proposed director’s nomination.

11. Cease Trade Orders

No proposed director as at the date of the Information Circular has been, within the last 10 years, a director or executive officer of any company that while that person was acting in that capacity:

- a) The subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation;
- b) Was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order;
or
- c) An order that denied the relevant company access to any exemption under securities legislation.

12. Bankruptcies

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

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 of the Canadian Securities Administrators (“NI 52-110”) requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth below.

The Company’s audit committee is governed by the Company’s Audit Committee Charter, the text of which is attached as Schedule “A’ to this Information Circular.

1. Composition of the Audit Committee

Mr. David Stirling, Mr. Gordon MacNiel and Ms. Liliana Hartwig are members of the Audit Committee. As defined in NI 52-110, all Audit Committee members are “independent” and “financially literate.”

Name	Independent ⁽¹⁾	Financially Literate ⁽¹⁾
David Stirling	Y	Y
Gordon MacNiel	Y	Y
Liliana Hartwig	Y	Y

Note: ⁽¹⁾ As defined by Multilateral Instrument 52-110 (MI 52-110). The Company is relying on the exemption provided under Section 6.1 of MI 52-110.

2. Relevant Education and Experience

Dr. David Stirling – Director and Chair of Audit Committee and Compensation Committee Member

Dr. David Stirling has over 25 years experience in post-secondary university education, development, research, and teaching in fields of Medicine and Education. Dr. Stirling has served as Chairman of Undergraduate Programs in the School of Kinesiology, Simon Fraser University; Assistant Academic Dean and Director of Research and Development Trinity Western University; Director of Development, Kodaikanal International Baccalaureate School, Tamil Nadu, India; and Vice President of University Development, Universario Nazarena, Costa Rica.

Gordon MacNiel – Director – Chair of the Compensation Committee and Audit Committee Member

Mr. MacNiel has 26 years experience in the financial, investment and taxation arena and is the founder and president of Taurus Accounting Services Inc. of Vancouver, BC (2002). Having graduated from St George's School in Vancouver in 1977, he attended Queen's University in Kingston Ontario, finishing his B.A. at UBC in 1984. He completed the Canadian Securities Course with honours later in 1984 and joined Investors Group as a financial planner from 1985-1988.

Mr. MacNiel moved on to a position with Canada Revenue Agency (CRA) for two (2) years in income tax and then two (2) more years involved with the organization of the registration, compliance, collection and remittance processes of the GST for its implementation in 1991. He went into the private sector starting his own tax consulting business in late 1991 and his firm represents clients in personal and corporate tax accounting, planning, preparation, and filing.

Liliana Hartwig – Director and Audit Committee Member

Ms. Hartwig has 25 years experience in communications and publishing of technical documentation particularly within the mining industry, and is the founder and Managing Director of LFH-FIELDSCOM Communications Ltd. in North Vancouver, BC (2010).

3. Audit Committee Oversight

In their various positions, each member of the Company's Audit Committee has been responsible for receiving financial information relating to their respective companies and obtaining an understanding of the balance sheet, income statement, and statement of cash flows and how these statements are integral in assessing the financial position of a company and its operating results. Each member of the Company's Audit Committee has an understanding of the mineral exploration business in which The Company engages and has an appreciation for relevant accounting principles for the Company's business.

4. Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has The Company relied on the exemption in Section 2.4 of MI 52-110 (De Minimis Non-audit Services) or an exemption from MI 52-110, in whole or in part, granted under Part 8 of Multilateral Instrument 52-110.

5. Pre-Approval Policies and Procedures

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "External Auditors."

6. External Auditor Service Fees (By Category)

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

The aggregate fees billed by the Company's external auditors in each of the last two fiscal years:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All other Fees
30 April 2011	\$36,609.00	NIL	NIL	NIL
30 April 2010	\$34,549.34	NIL	NIL	NIL

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

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

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

The Company entered into the following transactions with related parties during the year ended 30 April 2011:

- a) Paid or accrued salary of \$118,595 to Gordon Barron, President and CEO;
- b) Paid or accrued fees of \$12,125 to Allan Innes, CFO and Secretary; and
- c) Accrued rent and office administration expenses of \$18,468 to a director and officer.

These transactions were in the normal course of operations and are measured at the exchange value and at an amount of consideration established and agreed to by the related parties. Any amounts owing are non-interest bearing and have no set terms of repayment.

MANAGEMENT CONTRACTS

No management functions of the Company are to any substantial degree performed by a person other than our directors or senior officers.

DIRECTORS AND OFFICERS LIABILITY INSURANCE

The Company does not carry Directors' and Officers' Liability Insurance covering acts and omissions of the directors and officers of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Appointment of Auditors

Management is nominating the firm of Grant Thornton LLP, St. John's, NL, as auditors, to hold office until the next annual meeting or until their successor is appointed and to authorize the directors to fix their remuneration. Grant Thornton LLP has been the Corporation's auditors since 14 November 2007.

The board of directors of the Company recommends that shareholders approve the resolution, unless authority is withheld, the Common Shares represented by the accompanying form of proxy will be voted FOR the re-appointment of Grant Thornton LLP, as auditors of the Company to hold office until the next annual meeting of shareholders and authorizing the directors of the Company to fix their remuneration.

Resolved as Ordinary Business that:

The firm of Grant Thornton LLP, St. John's, NL, be appointed the auditors for the Company, to hold office until the next annual meeting or until their successor is appointed and that the directors are authorize to fix their remuneration.

2. Number of Directors

Management proposes that the number of directors for the Company be determined at five (5) for the ensuing year, subject to such increases as may be permitted by the Articles of the Company.

Resolved as Ordinary Business that:

The number of directors for the Company be determined at five (5) for the ensuing year, subject to such increases as may be permitted by the Articles of the Company.

3. Election of Directors

At the meeting, the shareholders will be called upon to elect five (5) directors for the ensuing year or until their successors are duly elected or appointed, unless the director's office is earlier vacated in accordance with the Articles of the Company, or unless he or she becomes disqualified to act as a director. Management does not contemplate that any of its nominees will be unable to serve as a director, if any management nominee should become unavailable; the Form of proxy will be voted for substitute nominees as may be nominated by management.

Any nominee proposed for election as a director who receives, from the shares voted at the meeting in person or by proxy, a greater number of shares withheld than shares voted in favour, must promptly tender their resignation to the Chairman of the Board, to take effect on acceptance by the Board. The Board will consider the tendered resignation and make a determination, in a timely manner, whether or not to accept it. The director will not participate in any Committee or Board deliberations while the resignation is under consideration.

The following table sets forth for each nominee for election as director: their place of residence; present principal occupation and principal occupations held in the last five years if applicable; date of directorship; the number of Prominex Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised; the date the nominee became a director of Prominex; current membership on Committees of the Board of Directors, and whether or not the Board of Directors has determined each nominee to be independent.

Directors and Officers

Name, Present Position with the Company and Municipality of Residence	Principal Occupation or Employment and, if not an Elected Director, Occupation During the Past Five Years ⁽¹⁾	Director Since	Number of Shares Owned Directly or Indirectly as of the Date Hereof ⁽²⁾
GORDON BARRON Vancouver, BC (President CEO and Director) ⁽¹⁾⁽²⁾	Mineral Consultant to Prominex since November 2004 with 29 years industry related experience	21 December 2009	1,407,000
ALLAN INNES ⁽¹⁾⁽²⁾ North Vancouver, BC Secretary, CFO and director	Mr Allan Innes has over 20 years accounting experience and is the founder and president of Innes and Company, Certified General Accountant of North Vancouver, BC (1998). Mr. Innes began his career with Pannell Kerr MacGillivray, Chartered Accountants, in Toronto, as a junior	29 January 2010	500,000

Name, Present Position with the Company and Municipality of Residence	Principal Occupation or Employment and, if not an Elected Director, Occupation During the Past Five Years ⁽¹⁾	Director Since	Number of Shares Owned Directly or Indirectly as of the Date Hereof ⁽²⁾
	and intermediate accountant and auditor from 1988 to 1991. In 1991, Mr. Innes moved to Vancouver, BC to work as a senior accountant with Brendan Higgins, Chartered Accountants.		
DAVID STIRLING ⁽¹⁾⁽³⁾ Prince Rupert, BC Director	Dr. David Stirling has over 25 years experience in post-secondary university education, development, research and teaching in fields of Medicine and Education. Dr. Stirling has served as Chairman of Undergraduate Programs in the School of Kinesiology, Simon Fraser University; Assistant Academic Dean and Director of Research and Development Trinity Western University, Director of Development, Kodaikanal International Baccalaureate School, Tamil Nadu, India and Vice President of University Development, Universario Nazarena, Costa Rica.	29 January 2010	60,000
GORDON MACNIEL ⁽¹⁾⁽³⁾ Vancouver, BC Director	Mr. MacNiel has 26 years experience in the financial, investment and taxation arena and is the founder and president of Taurus Accounting Services Inc. of Vancouver, BC (2002).	23 November 2010	510,000
LILIANA HARTWIG ⁽¹⁾⁽³⁾ Vancouver, BC Director	Ms. Hartwig has 25 years experience in communications and publishing of technical documentation particularly within the mining industry, and is the founder and Managing Director of LFH-FIELDSCOM Communications Ltd. in North Vancouver, BC (2010).	1 December 2010	Nil

Notes: ⁽¹⁾ Each of the above-named nominees has held the principal occupation or employment for at least 5 years unless otherwise stated.
⁽²⁾ The number of shares beneficially owned by the above-named nominees for Directors, directly or indirectly, is based on information furnished by the nominees themselves
⁽³⁾ Member of the Audit Committee.

To the knowledge of management of the Company, no proposed director (including any personal holding company of a proposed director):

(a) is, as at the date of this Information Circular, or has been, within the preceding 10 years, a director, chief executive officer or chief financial officer of any company (including the Company) that,

(i) was subject to a cease trade or similar order (including a management cease trade order whether or not such person was named in the order) or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of

more than 30 consecutive days (an “Order”) while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or;

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

(b) is, as at the date of this Information Circular, or has been within the preceding 10 years, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

(c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or

(d) has been subject to:

(i) 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 since December 31, 2000 or before December 31, 2000 the disclosure of which would likely be important to a reasonable security holder in deciding whether to vote for a proposed director; or

(ii) (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director; or

(e) is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

The number of directors of the Corporation to be elected at the Meeting shall be five (5). The resolution must be passed, with or without amendment, by not less than a majority of votes cast by shareholders who vote in person or by proxy in respect of the resolution at the meeting. No shareholders are excluded from voting in respect of the resolution.

The board of directors of the Company recommends that shareholders elect the nominees for directors and approve the resolution, unless authority is withheld, the Common Shares represented by the

accompanying form of proxy will be voted FOR the election of the directors of the Company to hold office until the next annual meeting of shareholders.

4. Stock Option Plan

The Company has adopted a rolling stock option plan, which follows the TSX Venture Exchange (“TSX-V”) policy under which it is authorized to grant options to directors and employees to acquire up to 10% of the outstanding shares of the Company. As at June 6, 2012, the plan is allowed to issue 6,232,089 common shares of the Company and to date the Company has granted and on May 13, 2011 the shareholders approved the grant of 3,700,000 incentive stock options to officers and directors of the Company. Under the plan, the exercise price of each option equals the discounted market price of the Company's stock as calculated on the date of grant. The options can be granted for a maximum term of 5 years and options issued to consultants are subject to a vesting provision whereby 25% become exercisable every three months over a period of 12 months.

The following table sets out, all information required with respect to compensation plans under which equity securities of the Company are authorized for issuance.

Compensation Plan Category	Number of Securities to be issued upon exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Prices of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
Equity compensation plans approved by security holders	3,700,000	\$0.10	1,408,589
Equity compensation plans not approved by security holders		N/A	1,123,500
Total	3,700,000	\$0.10	2,532,089

5. Stock Options Granted

On 19 January 2011, the Company granted 3,700,000 stock options to the officers and directors of the Company. The stock options granted on January 19, 2011 were approved by the shareholders at the Annual General Meeting of shareholders held on May 13th, 2011. The Company has not granted any additional stock options since January 19, 2011.

Outstanding Options at June 6, 2012

Name	Options Granted	Price (\$)	Expiry Date	Current Status
Gordon Barron	2,400,000	0.10	19 January 2016	unexercised
Allan Innes	400,000	0.10	19 January 2016	unexercised
David Stirling	300,000	0.10	19 January 2016	unexercised
Gordon MacNiel	300,000	0.10	19 January 2016	unexercised
Liliana Hartwig	300,000	0.10	19 January 2016	unexercised

Under the plan, and in keeping with TSX policies, the Company is required to seek the approval of the shareholders for the continuation of the stock option plan at all Annual General Meetings. See Schedule “B” - Rolling Stock Option Plan.

The board of directors of the Company recommends that shareholders approve the resolution, unless authority is withheld, the Common Shares represented by the accompanying form of proxy will be voted FOR the approval of the rolling stock option plan of the Company.

Accordingly, at the Meeting, the shareholders of the Company will be asked to re-approve the Plan, by disinterested shareholder approval, by passing an Ordinary Resolution, the text of which will be substantially in the form as follows:

Resolved as Ordinary Business that:

“BE IT RESOLVED that the Company’s Stock Option Plan as established prior to this Meeting be approved and that the Board of Directors of the Company be authorized in their absolute discretion to administer the Stock Option Plan in accordance with its terms and conditions. The maximum number of common shares of the Company reserved for issuance under the Company’s Stock Option Plan shall be 10% of the issued and outstanding shares of the Company at the date of the grant of an option under the Stock Option Plan.”

RESTRICTED SHARES

There is no action to be taken that involves a transaction that would have the effect of converting or subdividing, in whole or in part, existing shares; or creating new restricted shares.

ADDITIONAL INFORMATION

Additional information relating to the Company can be found at www.sedar.com. A copy of the following documents may be obtained, without charge, upon request to the Chief Executive Officer of the Company at 1001, 1010 Howe Street, Vancouver, British Columbia V6Z 1P5 telephone: (604) 566-1094

- (a) the comparative financial statements of the Company for the financial year ended 30 April 2011 together with the accompanying report of the auditor thereon and related Management Discussion and Analysis and any interim financial statements of the Company for periods subsequent to 30 April 2011 and related Management Discussion and Analysis; and
- (b) this Information Circular.

OTHER BUSINESS

Management knows of no other matters to come before the meeting other than those referred to in the notice of meeting; however, should any other matters which are not known to management properly come before the meeting, the shares represented by the form of proxy solicited hereby will be voted on such matters in accordance with the best judgement of the persons voting the shares represented by the proxy.

APPROVAL OF DIRECTORS

The contents of this Management Information Circular and the sending, communication or delivery thereof to the Shareholders entitled to receive the Notice of the Meeting, to each director of the Company, to the auditors of the Company and to the appropriate governmental agencies have been authorized and approved by the directors of the Company.

It is an offence under the Securities Act (British Columbia) and the British Columbia Securities Commission rules for a person or company to make a statement in a document required to be filed or furnished under the act or the rules that at the time and in the light of the circumstances under which it is made, is a misrepresentation.

By order of the Board of Directors,

"Gordon Barron"

Gordon Barron
President and CEO

Schedule "A"

Audit Committee Charter of Prominex Resource Corp.

Prominex Audit Committee's Charter

This Charter establishes the responsibilities of the Audit Committee (“Committee”) of the Board of Directors (“Board”) of Prominex Resource Corp. (Prominex). The Committee’s primary responsibility is for the oversight, integrity, and fair presentation of Prominex’s financial reporting. This responsibility includes the monitoring of Prominex’s systems of internal controls, risk and risk management policies and the quality and integrity of all financial and public disclosure documents. The Committee is also responsible to act as liaison between the Board and the external auditor as well reporting on the independence and performance of the external auditor.

Composition, Qualifications and Authority

The Committee shall consist of a minimum of three members, all of whom shall be directors of the Company and meet the requirements for independence as defined in Multilateral Instrument 52-110 Audit Committees Members of the Committee and the Chair of the Audit Committee will be appointed by the Board for a one-year term and may serve any number of consecutive terms.

Committee members must meet the criteria for being financially literate which is defined as having the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.

The Committee will have the authority, independent of the Board and management, to retain counsel, advisors or consultants as required in the course of discharging its duties. The Committee will have unrestricted access to the Company’s records, full cooperation of its employees and will communicate directly with the Company’s external auditor.

Meetings

The Committee will endeavour to meet on a quarterly basis and additional meetings will be called if deemed necessary. Members of the Committee may attend meetings by conference call. The CEO, CFO, and other directors or officers, may be invited to attend and participate in meetings at the discretion of the Committee. Minutes of the meetings will be recorded to accurately reflect the business of the meeting and will detail any decisions reached.

Duties and Responsibilities of the Committee

- (a) Review this charter on an annual basis and recommend any proposed changes to the Board for approval;
- (b) Maintain free and open communications between directors, officers, management and the external auditors of the Company;
- (c) Review and address significant matters identified during audits or quarterly reviews;

- (d) Establish procedures for the anonymous and confidential receipt and treatment of complaints or concerns received regarding accounting, internal controls, or auditing matters;
- (e) Review and assess the Company's financial risk exposures and the controls in place to manage those risks;
- (f) Assess managements systems of internal control and financial reporting procedures to obtain reasonable assurance that such systems are reliable and operating effectively for the Company;
- (g) Review and assess any proposed changes in accounting policies or internal controls; and
- (h) Review and approve for presentation to the Board and dissemination to the public, all material financial information required to be disclosed according to securities laws and stock exchange regulations. This includes quarterly and annual financial statements, management discussion and analysis, news releases or any other document containing information extracted from the financial statements.

Relationship with External Auditor

The external auditor must report directly to the Audit Committee. The Audit Committee is responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services, including resolution of disagreements with management and the external auditor regarding financial reporting.

Duties of the Audit Committee concerning its Relationship with the External Auditor

- (a) Review and discussion with the external auditor of any relationships or services that may affect the objectivity or independence of the external auditor and obtaining a written notice from the external auditor each year confirming their independence;
- (b) Establishing that the external auditor must report directly to the Audit Committee and meeting with the external auditor, independent of management, on a regular basis;
- (c) Recommending to the Board that the external auditor be nominated for the purpose of issuing an auditor's report or performing other audit or review services;
- (d) Recommending to the Board the compensation for the external auditor;
- (e) Pre-approving all non-audit services to be provided by the external auditor, together with estimated fees. Non-audit services include but are not limited to: appraisal or valuation services, fairness opinions, management functions, human resources, legal services, tax planning and consulting. The Committee may delegate the authority for pre-approval of non-audit services to one or more of its independent directors but delegation may not be made to management. The pre-approval of any non-audit service by a designated independent committee member must be presented to the Audit Committee at its first scheduled meeting following the pre-approval;

- (f) Reviewing with the external auditor and if necessary, legal counsel, any matters that would have a material effect upon the financial position of the Company and the manner in which they are disclosed in the financial statements.

Procedure for Receipt of Complaints and Submissions Relating to Accounting Matters

Any director, officer or employee who has any concern or complaint regarding accounting, internal accounting controls, questionable auditing or accounting matters or potential violations of law may make an anonymous submission to any member of the Audit Committee. All complaints or submissions, as well as the identity of the complainant will be kept confidential and a record of any complaints or submission will be kept for five years. The Audit Committee, upon receipt of a submission or complaint will discuss the matters presented and take any action that the Audit Committee might deem appropriate.

Limitation on the Oversight Role of the Audit Committee

Nothing in this Charter is intended, or may be construed, to impose on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all members of the Board are subject.

Each member of the Committee shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside the Company from whom he or she receives financial and other information, and the accuracy of the information provided to the Company by such persons or organizations.

Schedule "B"
Rolling Stock Option Plan
of
Prominex Resource Corp.

Prominex Rolling Stock Option Plan

1. Purpose of Plan

The purpose of this plan (the "Plan") is to develop the interest of bona fide Officers, Directors, Employees, Management Company Employees, and Consultants of Prominex Resource Corp. and its subsidiaries (collectively, the "Company") in the growth and development of the Company by providing them with the opportunity through stock options to acquire an increased proprietary interest in the Company.

2. Definitions

- (a) In this Plan, capitalized terms used herein that are not otherwise defined herein shall have the meaning ascribed thereto in the Corporate Finance Manual of the Exchange, and in particular, in policies 1.1 and 4.4 of said Corporate Finance Manual.
- (b) "Outstanding Common Shares" at the time of any share issuance or grant of Options means the number of Common Shares that are outstanding immediately prior to the share issuance or grant of Options in question on a non-diluted basis, or such other number as may be determined under the applicable rules and regulations of all regulatory authorities to which the Company is subject, including the Exchange.

3. Administration

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

4. Granting of Options

The Committee may from time to time designate bona fide Directors, Officers, Employees, Management Company Employees and Consultants of the Company (or in each case their personal holding companies) (collectively, the "Optionees"), to whom options ("Options") to purchase common shares ("Common Shares") of the Company may be granted, and the number of Common Shares to be optioned to each, provided that:

- (a) the total number of Common Shares issuable pursuant to the Plan shall not exceed 10% of the issued and outstanding Common Shares, subject to adjustment as set forth herein, and further subject to the applicable rules and regulations of all regulatory authorities to which the Company is subject, including the TSX Venture Exchange (the "Exchange");
- (b) the number of Common Shares reserved for issuance, within a one-year period, to any one Optionee shall not exceed 5% of the Outstanding Common Shares;
- (c) the number of Common Shares reserved for issuance, within a one-year period, to any one Consultant of the Company may not exceed 2% of the Outstanding Common Shares;
the aggregate number of Common Shares reserved for issuance, within a one-year period, to Employees or Consultants conducting Investor Relations Activities may not exceed 2% of the Outstanding Common Shares; and that stock options granted to consultants performing investor relations activities will vest in stages over 12 months with no more than one quarter of the options vesting in any 3 month period (Policy 4.4, section 2.3(b)).
- (e) unless the Plan has been approved by the shareholders of the Company at a meeting thereof by a majority of the votes cast at the meeting, other than votes attaching to securities beneficially owned by Insiders of the Company to whom Common Shares may be issued pursuant to the Plan, and Associates of any such Insiders:

- (i) the maximum number of Common Shares reserved for issuance pursuant to Options granted to Insiders at any time may not exceed 10% of the number of Outstanding Common Shares;
 - (ii) the maximum number of Common Shares which may be issued to Insiders, within a one-year period, may not exceed 10% of the number of Outstanding Common Shares; and
 - (iii) the maximum number of Common Shares which may be issued to any one Insider and the Associates of such Insider, within a one-year period, may not exceed 5% of the number of Outstanding Common Shares;
- (f) Options that have been cancelled or that have expired without being exercised will continue to be issuable under the plan under which they were approved.

5. Vesting

The Committee may, in its sole discretion, determine the time during which Options shall vest and the method of vesting.

6. Exercise Price

The exercise price of any Option shall be fixed by the Committee when such Option is granted, provided that such price shall not be less than the Discounted Market Price of the Common Shares, or such other price as may be determined under the applicable rules and regulations of all regulatory authorities to which the Company is subject, including the Exchange.

In the event that the Company proposes to reduce the exercise price of Options granted to an Optionee who is an Insider of the Company at the time of the proposed amendment, said amendment shall not be effective until disinterested shareholder approval has been obtained in respect of the exercise price reduction.

7. Option Terms

The period during which an Option is exercisable shall, subject to the provisions of the Plan requiring acceleration of rights of exercise, be such period as may be determined by the Committee at the time of grant, but in no event shall any Option be exercisable more than 5 years from the date of the grant. Each Option shall, among other things, contain provisions to the effect that the Option shall be personal to the Optionee and shall not be assignable or transferable. In addition, each Option shall provide that:

- (a) upon the death of the Optionee, the Option shall terminate on the date determined by the Committee, which date shall not be later than the earlier of the expiry date of the Option and one year from the date of death (the "Termination Date");
- (b) if the Optionee shall no longer be a Director or Officer of, be in the employ of, or be providing ongoing management or consulting services to the Company, the Option shall terminate on the earlier of the expiry date of the Option and the expiry of the period (the "Termination Date"), not in excess of 90 days prescribed by the Committee at the time of grant, following the date that the Optionee ceases to be a Director, Officer or Employee of the Company, or ceases to provide ongoing management or consulting services to the Company, as the case may be; and
- (c) if the Option is granted to an Optionee who is engaged in Investor Relations Activities on behalf of the Company, the Option shall terminate on the earlier of the expiry date of the Option and the expiry of the period (the "Termination Date"), not in excess of 30 days prescribed by the Committee at the time of grant, following the date that the Optionee ceases to provide ongoing Investor Relations Activities;

provided that the number of Common Shares that the Optionee (or his heirs or successors) shall be entitled to purchase until the Termination Date shall be the number of Common Shares which the Optionee was entitled to

purchase on the date of death or the date the Optionee ceased to be an Officer, Director or Employee of, or ceased providing ongoing management or consulting services to, the Company, as the case may be.

8. Exercise of Option

Subject to the provisions of the Plan, an Option may be exercised from time to time by delivery to the Company at its head office, or such other place as may be specified by the Company, of a written notice of exercise specifying the number of Common Shares with respect to which the Option is being exercised and accompanied by payment in full of the purchase price of the Common Shares then being purchased.

9. Mergers, Amalgamation and Sale

If the Company shall become merged (whether by plan of arrangement or otherwise) or amalgamated within or with another Company or shall sell the whole or substantially the whole of its assets and undertakings for shares or securities of another Company, the Company shall, subject to this Section 8, make provision that, upon exercise of an Option during its unexpired period after the effective date of such merger, amalgamation or sale, the Optionee shall receive such number of shares of the continuing successor Company in such merger or amalgamation or the securities or shares of the purchasing Company as the Optionee would have received as a result of such merger, amalgamation or sale if the Optionee had purchased the shares of the Company immediately prior thereto for the same consideration paid on the exercise of the Option and had held such shares on the effective date of such merger, amalgamation or sale and, upon such provision being made, the obligation of the Company to the Optionee in respect of the Common Shares subject to the Option shall terminate and be at an end and the Optionee shall cease to have any further rights in respect thereof.

10. Termination of Option in the Event of Take-Over Bid

In the event a take-over bid (as defined in the *Securities Act* (BC), which is not exempt from the take-over bid requirements of Part 13 (132(1) of the *Securities Act* (BC)(or its replacement or successor provisions) shall be made for the Common Shares of the Company, the Company may in the agreement providing for the grant of Options herein provide that the Company may require the disposition by the Optionee and the termination of any obligations of the Company to the Optionee in respect of any Options granted by paying to the Optionee in cash the difference between the exercise price of unexercised Options and the fair market value of the securities to which the Optionee would have been entitled upon exercise of the unexercised Options on such date, which determination of fair market value shall be conclusively made by the Committee, subject to approval by the stock exchanges upon which the Common Shares are then listed, if required by such exchanges. Upon payment as aforesaid, the Options shall terminate and be at an end and the Optionee shall cease to have any further rights in respect thereof.

11. Alterations in Shares

Appropriate adjustments in the number of Common Shares optioned and in the Exercise Price, as regards Options granted or to be granted, may be made by the Committee in its discretion to give effect to adjustments in the number of Common Shares of the Company resulting subsequent to the approval of the Plan by the Committee from subdivisions, consolidations or reclassifications of the Common Shares of the Company, the payment of stock dividends by the Company, or other relevant changes in the capital of the Company.

12. Option Agreements

A written agreement will be entered into between the Company and each Optionee to whom an Option is granted hereunder, which agreement will set out the number of Common Shares subject to Option, the exercise price, provisions as to vesting and expiry, and any other terms approved by the Committee, all in accordance with the provisions of this Plan. The agreement will be in such form as the Committee may from time to time approve, or authorize the officers of the Company to enter into, and may contain such terms as may be considered necessary in order that the Option will comply with this Plan, any provisions respecting Options in the income tax or other

laws in force in any country or jurisdiction of which the person to whom the Option is granted may from time to time be a resident or citizen, and the rules of any regulatory body having jurisdiction over the Company.

13. Regulatory Authorities Approvals

The Plan shall be subject to the approval, if required, of any stock exchange on which the Common Shares are listed for trading. Any Options granted prior to such approval shall be conditional upon such approval being given, and no such Options may be exercised unless such approval, if required, is given.

14. Amendment or Discontinuance of the Plan

The Committee may amend or discontinue the Plan at any time, provided that no such amendment may, without the consent of the Optionee, alter or impair any Option previously granted to an Optionee under the Plan, and provided further that any amendment to the Plan will require the prior consent of the Exchange, or such other or additional stock exchange on which the Common Shares are listed for trading.

15. Common Shares Duly Issued

Common Shares issued upon the exercise of an Option granted hereunder will be validly issued and allotted as fully paid and non-assessable upon receipt by the Company of the Exercise Price therefore in accordance with the terms of the Option, and the issuance of Common Shares there under will not require a resolution or approval of the Board of Directors of the Company.

APPROVED BY THE BOARD OF DIRECTORS

February 29th, 2012