

# **DATINVEST INTERNATIONAL LTD.**

## **INFORMATION CIRCULAR**

(all information is as at August 9, 2011, unless otherwise noted)

### **PERSONS MAKING THE SOLICITATION**

**This Information Circular is furnished in connection with the solicitation of proxies being made by the management of Datinvest International Ltd. (the "Company") for use at the Annual General Meeting of the Company's shareholders (the "Meeting") to be held on September 13, 2011 at the time and place and for the purposes set forth in the accompanying Notice of Meeting.** While it is expected that the solicitation will be made primarily by mail, proxies may be solicited personally or by telephone by directors, officers and employees of the Company. All costs of this solicitation will be borne by the Company.

### **APPOINTMENT AND REVOCATION OF PROXIES**

The individuals named in the accompanying form of Proxy are directors and/or officers of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR THE SHAREHOLDER AND ON THE SHAREHOLDER'S BEHALF AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY INSERTING SUCH PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY AND STRIKING OUT THE TWO PRINTED NAMES, OR BY COMPLETING ANOTHER FORM OF PROXY.**

A Proxy will not be valid unless the completed, dated and signed form of Proxy is delivered to Computershare Investor Services Inc., 2<sup>nd</sup> Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting.

A shareholder who has given a Proxy may revoke it by an instrument in writing executed by the shareholder or by the shareholder's attorney authorized in writing or, if the shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered to the office of the Company, at Suite 700, 595 Burrard Street, Vancouver, British Columbia, at any time up to and including the last business day preceding the day of the Meeting or any adjournment of it or to the Chair of the Meeting on the day of the Meeting or any adjournment of it. A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

### **EXERCISE OF DISCRETION**

If the instructions in a Proxy are certain, the shares represented thereby will be voted on a poll by the persons named in the Proxy and, where a choice with respect to any matter to be acted upon has been specified in the Proxy, the shares represented thereby will, on a poll, be voted or withheld from voting in accordance with the specifications so made.

**Where no choice has been specified by the shareholder, such shares will, on a poll, be voted in accordance with the instructions on the form of Proxy.**

The enclosed form of Proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the persons appointed proxyholders thereunder to vote with respect to any amendments or variations of those matters identified in the Notice of Meeting and with respect to any other matters which may properly come before the Meeting. At the time of the

printing of this Information Circular, the management of the Company knows of no such amendment, variation or other matters which may be presented to the Meeting.

To approve a motion for an ordinary resolution, a simple majority of the votes cast in person or by proxy will be required; to approve a motion for a special resolution, a majority of not less than two thirds (2/3) of the votes cast in person or by proxy will be required; and to approve a motion for a disinterested shareholder resolution, a simple majority of the votes cast in person or by proxy, excluding the votes attaching to shares beneficially owned by insiders of the Company, will be required.

### **INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS**

Since the commencement of the last completed fiscal year, no other insider of the Company, nominee or director, or any associate or affiliate of an insider or nominee, had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries, except as disclosed herein.

### **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

The Company is authorized to issue unlimited common shares without par value. As at the date hereof, the Company has issued and outstanding **19,793,100** fully paid and non-assessable common shares without par value, each share carrying the right to one vote. **The Company has no other classes of voting securities.**

Any shareholder of record at the close of business on August 9, 2011 who either personally attends the Meeting or who has completed and delivered a Proxy in the manner specified, subject to the provisions described above, shall be entitled to vote or to have such shareholder's shares voted at the Meeting.

To the knowledge of the directors and senior officers of the Company, no persons or corporations beneficially own, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company.

### **BENEFICIAL HOLDERS**

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" or "beneficial" shareholders because the shares they own are not registered in their names, but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. More particularly, a person is not a registered shareholder in respect of shares which are held on behalf of that person (the "Beneficial Holder") but which are registered either: (a) in the name of an intermediary (an "Intermediary") that the Beneficial Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP's, RRIF's, RESPs 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 the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Information Circular and the Proxy (collectively, the "Meeting Materials") to the clearing agencies and Intermediaries for onward distribution to Beneficial Holders.

Intermediaries are required to forward the Meeting Materials to Beneficial Holders unless a Beneficial Holder has waived the right to receive them. Very often, Intermediaries will use service

companies to forward the Meeting Materials to Beneficial Holders. Generally, Beneficial 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 Beneficial 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 Beneficial Holder when submitting the proxy. In this case, the Beneficial Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and **deposit it with the Company's transfer agent as provided above; or**
- (b) more typically, be given a voting instruction form **which is not signed by the Intermediary**, and which, when properly completed and signed by the Beneficial Holder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a "proxy authorization form") which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of 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 the form of proxy to validly constitute a proxy authorization form, the Beneficial Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

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

## RECEIPT OF DIRECTORS' REPORT AND FINANCIAL STATEMENTS

The Directors' Report and the financial statements of the Company for the financial year ended December 31, 2010 and accompanying auditor's report will be presented at the Meeting.

## EXECUTIVE COMPENSATION

The following Compensation Discussion and Analysis describes, in accordance with National Instrument 51-102 – *Statement of Executive Compensation* ("NI 51-102"), the compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Company, or a subsidiary of the Company to each Named Executive Officer or "NEO" (as defined in NI 51-102). Disclosure is required to be made in relation to each Named Executive Officer, being individuals who served as the Company's Chief Executive Officer or Chief Financial Officer and each of the Company's most highly compensated executive officers or those acting in a similar capacity whose total compensation exceeded \$150,000 at the end of the most recently completed financial year.

For the purposes of this Information Circular, "executive officer" of the Company means an individual who at any time during the year was the Chair or a Vice-Chair of the Company; the President; any Vice-President in charge of a principal business unit, division or function including sales, finance or production; and any officer of the Company or of a subsidiary of the Company or

any other individual who performed a policy-making function in respect of the Company. The summary compensation table below discloses compensation paid to the following individuals:

- (a) each chief executive officer (“CEO”) of the Company;
- (b) each chief financial officer (“CFO”) of the Company;
- (c) each of the Company’s three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed financial year and whose total salary and bonus exceeds \$150,000 per year; and
- (d) any additional individuals for whom disclosure would have been provided under (c) except that the individual was not serving as an officer of the Company at the end of the most recently completed financial year,

(each, a “Named Executive Officer” or “NEO”).

As at December 31, 2010, the end of the most recently completed financial year of the Company, the Company had two Named Executive Officers, namely, Jason Birmingham, the CEO and President of the Company and Balraj Mann, the Chief Financial Officer of the Company.

#### Compensation Discussion and Analysis

The Company’s compensation policies and programs are designed to be competitive with similar companies and to recognize and reward executive performance consistent with the success of the Company. These policies and programs are intended to attract and retain capable and experienced people. The Company does not have a compensation committee at this time and the compensation being paid to the Company’s directors and officers is determined by the Board of Directors.

As the Company is a junior company and trading on the NEX board of the TSX Venture Exchange (the “Exchange”), its resources and capital are limited and as such, compensation of the Company’s executive officers is comprised solely of stock options granted to purchase Common Shares under the Company’s Stock Option Plan. Stock options are issued to provide an incentive to participate in the long-term development of the Company and to increase Shareholder value. Executive officers and directors are not paid a salary and are reimbursed for rent or expenses incurred in carrying out the business of the Company.

## Summary Compensation Table

The following table is a summary of the compensation paid to the NEOs for each of the Company's three most recently completely fiscal years.

| Name and principal position<br><br>(a)       | Year<br><br>(b) | Salary (\$)<br><br>(c) | Share-based awards (\$)<br><br>(d) | Option-based awards (\$)<br><br>(e) | Non-equity incentive plan compensation (\$)<br>(f) |                                   | Pension value (\$)<br><br>(g) | All other compensation (\$)<br><br>(h) | Total compensation (\$)<br><br>(i) |
|--|-----------------|------------------------|------------------------------------|-------------------------------------|--|-----------------------------------|-------------------------------|--|------------------------------------|
|  |                 |                        |                                    |                                     | Annual incentive plans<br>(f1)                     | Long-term incentive plans<br>(f2) |                               |  |                                    |
|  |                 |                        |                                    |                                     |  |                                   |                               |  |                                    |
| <b>Jason Birmingham</b><br>CEO and President | 2010            | Nil                    | Nil                                | Nil                                 | Nil  | Nil                               | Nil                           | \$10,000 <sup>(2)</sup>                | \$10,000                           |
|  | 2009            | Nil                    | Nil                                | Nil                                 | Nil  | Nil                               | Nil                           | \$6,000 <sup>(2)</sup>                 | \$6,000                            |
|  | 2008            | Nil                    | Nil                                | \$13,300 <sup>(1)</sup>             | Nil  | Nil                               | Nil                           | \$17,750 <sup>(2)</sup>                | \$31,050                           |
| <b>Balraj Mann</b><br>CFO                    | 2010            | Nil                    | Nil                                | Nil                                 | Nil  | Nil                               | Nil                           | \$10,000 <sup>(3)</sup>                | \$10,000                           |
|  | 2009            | Nil                    | Nil                                | Nil                                 | Nil  | Nil                               | Nil                           | \$5,500 <sup>(3)</sup>                 | \$5,500                            |
|  | 2008            | Nil                    | Nil                                | \$13,300 <sup>(1)</sup>             | Nil  | Nil                               | Nil                           | \$10,000 <sup>(3)</sup>                | \$23,300                           |

- (1) Granted 100,000 incentive stock options on June 2, 2008. The fair value of each option was \$0.133 per share.  
(2) Birmingham Consulting Inc., a company controlled by Mr. Birmingham, received payment for administrative and consulting services.  
(3) NMS Ventures Inc., a company controlled by Mr. Mann, received payment for administrative and consulting services.

The Company is currently listed on the NEX, a separate board of the TSX Venture Exchange for listed companies that fall below ongoing listing standards and as such, it has limited resources and capital. The Company does not have any contracts or employment agreements in place with any of its directors or officers.

### Incentive Plan Awards

Stock options are issued to provide an incentive to participate in the long-term development of the Company and to increase Shareholder value. The Company has a stock option plan (the "Stock Option Plan") in place for the granting of incentive stock options to the officers, employees and Directors. The purpose of granting options is to assist the Company in compensating, attracting, retaining and motivating the Directors of the Company and to closely align the personal interests of such persons to that of the shareholders. The Company did not grant any stock options to the Directors during the most recently completed financial year.

The following table details Incentive Plan Awards issued to the Named Executive Officers:

| Name<br><br>(a)    | Option-based Awards  |                                   |                               |   | Share-based Awards  |   |
|--------------------|--|-----------------------------------|-------------------------------|---|---|---|
|                    | Number of securities underlying unexercised options (#)<br>(b) | Option exercise price (\$)<br>(c) | Option expiration date<br>(d) | Value of unexercised in-the-money options (\$)<br>(e) | Number of shares or units of shares that have not vested (#)<br>(f) | Market or payout value of share-based awards that have not vested (\$)<br>(g) |
|                    | Jason Birmingham<br>President and CEO                          | 100,000<br>250,000                | \$0.19<br>\$0.215             | 06/02/13<br>04/30/12                                  | Nil<br>Nil  | Nil   |
| Balraj Mann<br>CFO | 100,000<br>100,000   | \$0.19<br>\$0.215                 | 06/02/13<br>04/30/12          | Nil<br>Nil  | Nil   | Nil   |

- (1) The closing price of the Company's common shares on December 31, 2010 was \$0.08.

## Termination and Change of Control Benefits

There are no other compensatory plans or arrangements with respect to the Named Executive Officers resulting from the resignation, retirement or other termination of employment or from a change of control of the Company.

## Defined Contribution, Deferred Compensation and Pension Plans

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

## Director Compensation

The Company has four directors, two of which are also Named Executive Officers. For a description of the compensation paid to the Company's Named Executive Officers who also act as directors, see "Summary Compensation Table" above.

No cash compensation was paid to any director of the Company for their services as a director during the fiscal year ended December 31, 2010. The Company has no standard arrangement pursuant to which directors are compensated by the Company for their services in their capacity as directors, except for the granting from time to time of incentive stock options in accordance with the policies of the TSX Venture Exchange. The following table sets out the compensation provided to David Toyoda and Wayne Yuen, the third and fourth directors of the Company for the year ended December 31, 2010:

| Name         | Fees earned (\$) | Share-based awards (\$) | Option-based awards (\$) | Non-equity incentive plan compensation (\$) | Pension value (\$) | All other compensation (\$) | Total (\$) |
|--------------|------------------|-------------------------|--------------------------|---|--------------------|-----------------------------|------------|
| (a)          | (b)              | (c)                     | (d)                      | (e)   | (f)                | (g)                         | (h)        |
| David Toyoda | Nil              | Nil                     | Nil                      | Nil   | Nil                | Nil                         | Nil        |
| Wayne Yuen   | Nil              | Nil                     | Nil                      | Nil   | Nil                | Nil                         | Nil        |

The following table sets out the share-based awards, option based awards and non-equity incentive plan compensation provided to directors other than the Named Executive Officers that have been previously disclosed:

| Name         | Option-based Awards                                     |                            |                        |  | Share-based Awards   |  |
|--------------|---|----------------------------|------------------------|--|--|--|
|              | Number of securities underlying unexercised options (#) | Option exercise price (\$) | Option expiration date | Value of unexercised in-the-money options (\$) | Number of shares or units of shares that have not vested (#) | Market or payout value of share-based awards that have not vested (\$) |
| (a)          | (b)   | (c)                        | (d)                    | (e)  | (f)  | (g)  |
| David Toyoda | 100,000   | \$0.19                     | June 2, 2013           | Nil  | Nil  | Nil  |
| Wayne Yuen   | Nil   | Nil                        | Nil                    | Nil  | Nil  | Nil  |

(1) The closing price of the Company's common shares on December 31, 2010 was \$0.08.

## Securities Authorized for Issuance under Equity Compensation Plans

The only equity compensation plan which the Company has in place is the Stock Option Plan (the "Stock Option Plan"). The Stock Option Plan was established to assist the Company in

attracting, retaining and motivating directors, executive officers, employees, consultants and management company employees, and to closely align the personal interests of those people with those of shareholders. The Board of Directors administers the Plan. The Plan provides that the Company may grant options, under option agreements and in accordance with the policies of the TSX Venture Exchange. Detailed information on the Stock Option Plan can be found under "Particulars of Matters to Be Acted Upon". The following table sets out equity compensation plan information as at the end of the financial year ended December 31, 2010.

| <b>Plan Category</b>                                      | <b>Number of securities to be issued upon exercise of outstanding options, warrants and rights<br/>(a)</b> | <b>Weighted-average exercise price of outstanding options, warrants and rights<br/>(b)</b> | <b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))<br/>(c)</b> |
|---|--|--|--|
| Equity compensation plans approved by securityholders)    | 650,000  | \$0.20   | 1,329,310  |
| Equity compensation plans not approved by securityholders | N/A  | N/A  | N/A  |

#### **INDEBTEDNESS OF DIRECTORS, EXECUTIVE AND SENIOR OFFICERS**

During the last completed fiscal year, no director, executive officer, senior officer or nominee for director of the Company or any of their associates has been indebted to the Company or any of its subsidiaries, nor has any of these individuals been indebted to another entity which indebtedness is the subject of a guarantee, support in agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

#### **MANAGEMENT CONTRACTS**

Management functions of the Company are generally performed by directors and senior officers of the Company and not, to any substantial degree, by any other person to whom the Company has contracted.

#### **INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

Except as disclosed herein, no Person has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting. For the purpose of this paragraph, "Person" shall include each person: (a) who has been a director, senior officer or insider of the Company at any time since the commencement of the Company's last fiscal year; (b) who is a proposed nominee for election as a director of the Company; or (c) who is an associate or affiliate of a person included in subparagraphs (a) or (b).

#### **PARTICULARS OF MATTERS TO BE ACTED UPON**

##### **1. Appointment of Auditor**

Shareholders will be asked to approve the re-appointment of Sam S. Mah, Chartered Accountant, as auditor for the Company to hold office until the next annual general meeting of the shareholders, at a remuneration to be fixed by the directors. Sam S. Mah, Chartered Accountant, has been the auditor of the Company since November, 2003.

## 2. Number of Directors

The directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. In the absence of instructions to the contrary, a properly executed and returned proxy will be voted for the nominees herein listed.

Management of the Company proposes that the number of directors for the Company be determined at four (4) for the ensuing year, subject to such increases as may be permitted by the Articles of the Company. The shareholders will be requested at the Meeting to pass the following ordinary resolution:

**"IT IS HEREBY RESOLVED, AS AN ORDINARY RESOLUTION, THAT** the number of directors be set at four (4)."

## 3. Election of Directors

Management of the Company proposes to nominate each of the following persons for election as a director of the Company. Information concerning such persons, as furnished by the individual nominees, is as follows:

| <b>Name, Present Office held and Resident Country</b>                   | <b>Director Since</b> | <b>Principal Occupation during the past five years</b>   | <b>Number of Common Shares held<sup>(1)</sup></b> |
|---|-----------------------|--|---|
| <b>Jason Birmingham</b><br>President, CEO and Director<br><i>Canada</i> | March 22, 2007        | Businessman. Director, CEO and President of Datinvest International Ltd. since March, 2007; President of Birmingham Consulting Corp. since 1999; President and Director of Woodville Pellet Corp., since March, 2009; President and Director of Highland Pellet Manufacturing Ltd. since January 2010; Director of Clean Seed Capital Group since July, 2010; Director of Golden Fame Resources Corp. (formerly Canfe Ventures Ltd.) since September, 2010; director of Fitch Street Capital Corp. since March, 2008; director of Cassius Ventures Ltd. since February, 2007.  | 818,000   |
| <b>Balraj Mann</b> <sup>(2)</sup><br>CFO and Director<br><i>Canada</i>  | March 22, 2007        | Businessman. Director and CFO of Datinvest International Ltd. since May, 2007; CFO of Eagle Star Minerals Corp since June 2006; Director of Eagle Star Minerals Corp. since March, 2007; Director of QMC Quantum Minerals Corp. since August, 2008; President & CEO of QMC Quantum Minerals since May, 2010; Director, CEO and CFO of Fitch Street Capital Corp. since August 2007; CFO of Nortec Minerals Corp. since January 2009; Director of Nortec Minerals Corp. since February, 2010; President of NMS Ventures Inc., a private company providing financing and strategic guidance to early stage companies, since 2002; Chartered Accountant since 1982. | 700,000   |
| <b>David Toyoda</b> <sup>(2)</sup><br>Director<br><i>Canada</i>         | March 22, 2007        | Associate Counsel at Boughton Law Corporation since 2006; Partner with Catalyst Corporate Finance Lawyers since 1999.  | 151,250   |



| Name, Present Office held and Resident Country  | Director Since  | Principal Occupation during the past five years                | Number of Common Shares held <sup>(1)</sup> |
|---|-----------------|--|---|
| Wayne Yuen <sup>(2)</sup><br>Director<br>Canada | August 19, 2003 | Businessman. Financial advisor to a private company since 1994 | Nil   |

(1) Includes shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at the date of this Information Circular.

(2) Member of the Company's audit committee.

The Company's Board of Directors does not contemplate that any of its nominees will be unable to serve as a director. If any vacancies occur in the slate of nominees listed above before the Meeting, then the proxyholders named in the accompanying form of proxy intend to exercise discretionary authority to vote the shares represented by proxy for the election of any other persons as directors.

#### *Corporate Governance Practices*

Attached as Schedule "A" is a copy of the Corporate Governance Policies of the Company as required by National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("NI 58-101").

#### *Audit Committee*

**Pursuant to Section 224(1) of the *Business Corporations Act* (British Columbia), the Policies of the TSX Venture Exchange (the "TSXV") and National Instrument 52-110 *Audit Committees* ("NI 52-110"), the Company is required to have an Audit Committee.** The Audit Committee Charter, the text of which is attached as Schedule "B" to this Information Circular, was adopted by the Company's Audit Committee and the Board of Directors.

The Company's audit committee is comprised of three directors, Balraj Mann, David Toyoda and Wayne Yuen. As defined in NI 52-110, Balraj Mann is not independent as he is an executive officer of the Company. All of the audit committee members are "financially literate" as that term is defined in NI 52-110. A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company which could, in the view of the Board of Directors, reasonably interfere with the exercise of a member's independent judgment.

An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth 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.

#### Relevant Education and Experience

**Balraj Mann:** Mr. Mann is a chartered accountant with over 29 years of extensive experience in areas of corporate finance, acquisitions, and financial reporting serving as a director and advisor for both public and private companies. Mr. Mann was a Senior Manager with Price Waterhouse Coopers LLP and attained his CA designation with the same firm in 1982. From 1990 to 2001, Mr. Mann was president of a private real estate development corporation. Mr. Mann is currently CFO and director of Eagle Star Petroleum Corp., CFO and a director of Nortec Minerals Corp., Director, President and CEO of QMC Quantum Minerals Corp. and CEO, CFO and a director of

Fitch Street Capital Corp. Mr. Mann is a member of the Institute of Chartered Accountants of British Columbia and obtained his Bachelor of Arts degree in Commerce and Economics from Simon Fraser University in 1980.

David Toyoda: Mr. Toyoda graduated from the University of British Columbia with a Bachelor of Law degree and a Bachelor of Commerce degree with honors. He was called to the Bar in 1993. Mr. Toyoda practices in the corporate and securities law area, focusing on companies that are listed on Canadian stock exchanges. Mr. Toyoda also teaches in the areas of corporate governance and public financing at Simon Fraser University, Faculty of Business Administration and the TSX Venture Exchange. He has also coordinated courses for the Continuing Legal Education Society of British Columbia. He is the Past Chair of the Securities Law Subsection of the Canadian Bar Association (B.C. Branch) and was a member of the Securities Law Advisory Committee for the B.C. Securities Commission.

Wayne Yuen: Mr. Yuen has been a financial advisor to a private company since 1994.

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

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 NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-approval Policies and Procedures: The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services to the extent set forth in the Company's Audit Committee Charter (see under the heading "External Auditor").

Audit fees: Audit fees are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit 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 fees paid by the Company to its auditor in the last two fiscal years, by category, are as follows:

| Financial Year Ending | Audit Fees | Audit Related Fees | Tax Fees | All Other Fees |
|-----------------------|------------|--------------------|----------|----------------|
| December 31, 2010     | \$12,000   | Nil                | Nil      | Nil            |
| December 31, 2009     | \$15,750   | Nil                | Nil      | Nil            |

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

#### *Corporate Cease Trade Orders or Bankruptcies*

During the ten years preceding the date of this Information Circular, no director of the Company has, to the knowledge of the Company, been a director or executive officer of another issuer which, while such individual was acting in that capacity was the subject of a cease trade or

similar order or an order that denied such other issuer access to any exemption under securities legislation, for a period of more than thirty consecutive days other than David Toyoda. Mr. Toyoda was a director of CIC Mining Resources Limited when it was subject to a cease trade order issued by the British Columbia Securities Commission on January 19, 2007 and the Ontario Securities Commission on January 25, 2007 for failure to file financial statements in the required form. The British Columbia Securities Commission order was revoked on March 29, 2007 and the Ontario Securities Commission order was revoked on April 11, 2007. Mr. Toyoda was a former director of CIC Mining Resources Limited when it was subject to a management cease trade order issued by the British Columbia Securities Commission on June 2, 2008 for failure to file financial statements within the required time periods which cease trade order was subsequently revoked.

During the ten years preceding the date of this Information Circular, no director of the Company has, to the knowledge of the Company, been a director or executive officer of another issuer which: (a) 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 an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, or (b) 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 the assets of that person.

#### *Individual Bankruptcies*

During the ten years preceding the date of this Information Circular, no director of the Company has, to the knowledge of the Company, 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 that individual.

### **ADDITIONAL INFORMATION**

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information is provided in the Company's comparative financial statements and Management Discussion and Analysis for its most recently completed financial year. To request copies of the Company's financial statements and Management Discussion and Analysis, please contact the Company, located at Suite 700, 595 Burrard Street, Vancouver, British Columbia, V7X 1S8, telephone: (604) 761-3203, facsimile: (604) 683-5317.

### **APPROVAL OF THE INFORMATION CIRCULAR**

The contents and mailing of this Information Circular have been approved by the Board of Directors of the Company.

Dated at Vancouver, British Columbia, as of the 9th day of August, 2011

#### **ON BEHALF OF THE BOARD**

***Jason Birmingham***

President, CEO and Director

## SCHEDULE "A"

### Corporate Governance Disclosure

Corporate Governance is the process and structure used to direct and manage the business and affairs of an issuer with the objective of enhancing value for its owners. NI 58-101 requires the Company to disclose in this Information Circular a summary of the corporate governance policies that the Company has in place.

#### 1. Board of Directors

- a) Disclose the identity of directors who are independent; and
- b) Disclose the identity of directors who are not independent and describe the basis for that determination.

#### Our Corporate Governance Policy

Jason Birmingham is not an independent director as he is an executive officer of the Company (President and CEO).

Balraj Mann is not an independent director of the Company as he is an executive officer of the Company (CFO).

David Toyoda is an independent director of the Company.

Wayne Yuen is an independent director of the Company.

#### 2. Directorships

If a director is presently a director of any other reporting issuer, identify both the director and the other issuer.

Jason Birmingham is also a director of Cassius Ventures Ltd., Fitch Street Capital Corp., Golden Fame Resources Corp. (formerly Canfe Ventures Ltd.) and Clean Seed Capital Corp.

Balraj Mann is also a director of Eagle Star Minerals Corp., Nortec Minerals Corp., QMC Quantum Minerals Corp., and Fitch Street Capital Corp.

David Toyoda is also a director of Paloma Resources Inc., Pulse Capital Corp., Zecotek Photonics Inc., and Strike Gold Corp. (formerly Minati Capital Corp.).

#### 3. Orientation and Continuing Education

Describe what steps, if any, the board takes to orient new board members and describe any measures that the board takes to provide continuing education for directors.

While the Company does not have formal orientation or training programs for new board members, new Board members are provided with full access to the Company's records, including all publicly filed documents of the Company, technical reports, internal financial information, management & technical experts and consultants and a summary of significant securities disclosure obligations. Board members are encouraged to communicate with management, auditors and technical consultants to keep themselves current with industry trends and developments and changes in legislation with management's assistance and to attend related industry seminars.

**4. Ethical Business Conduct**

Describe what steps, if any, the board takes to encourage and promote a culture of ethical business conduct.

Corporate governance is the structure and process used to direct and manage the business and affairs of a corporation with the objective of enhancing shareholder value. The Board of Directors believes that the Company has in place corporate governance practices that are both effective and appropriate to the Company's size and its business operations.

**5. Nomination of Directors**

Disclose what steps are taken to identify new candidates for board nomination, including:

- a) who identifies new candidates; and
- b) the process of identifying new candidates

The Board of Directors has the responsibility for identifying potential Board candidates. The Board assesses potential candidates to fill perceived needs on the Board for required skill, expertise, independence and other factors.

**6. Compensation**

Disclose what steps are taken to determine compensation for the directors and CEO, including:

- a) who determines compensation; and
- b) the process of determining compensation

Compensation is determined by the Board of Directors and is based on the compensation paid for directors and senior officers of companies of a similar size and stage of development. The appropriate compensation reflects the need to provide incentive and compensation for the time and effort expended by the directors and its management while taking into account the financial and other resources of the Company.

**7. Other Board Committees**

Identify and describe the function of any committees that the Board has, other than the audit, compensation and nominating committees

The Company has no other Board Committees, other than the audit committee.

**8. Assessments**

Disclose what steps the board takes to satisfy itself that the board, its committees and its individual directors are performing effectively

The Board of Directors conducts informal annual assessments of the Board's effectiveness, its individual directors and its committees.

## SCHEDULE "B"

### AUDIT COMMITTEE CHARTER

Pursuant NI 52-110, the Company is required to include the following summary of the audit committee responsibilities, composition and authority. The Company's audit committee is governed by an audit committee charter, the text of which follows:

**Mandate:** The primary function of the audit committee (the "Committee") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. The Committee's primary duties and responsibilities are to serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements, review and appraise the performance of the Company's external auditor; and provide an open avenue of communication among the Company's auditor, financial and senior management and the Board of Directors.

**Composition:** The Committee shall be comprised of a minimum of three directors, as determined by the Board of Directors. If the Company ceases to be a "venture issuer" (as that term is defined in NI 52-110), then all of the members of the Committee shall be free from any material relationship with the Company that, in the opinion of the Board of Directors, would interfere with the exercise of their independent judgment as a member of the Committee.

If the Company ceases to be a "venture issuer" then all members of the Committee shall also have accounting or related financial management expertise. For the purposes of the Company's Audit Committee Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

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

**Meetings:** The Committee shall meet at least once annually, or more frequently as circumstances dictate or as may be prescribed by securities regulatory requirements. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditor.

**Responsibilities and Duties:** To fulfill its responsibilities and duties, the Committee shall:

1. Documents/Reports Review: review and update the Audit Committee Charter annually and review the Company's financial statements, management discussion and analysis and any annual and interim earnings press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditor.

## 2. External Auditor:

- (a) review annually the performance of the external auditor who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company;
- (b) obtain annually a formal written statement of the external auditor setting forth all relationships between the external auditor and the Company and review and discuss with the external auditor any disclosed relationships or services that may impact the objectivity and independence of the external auditor;
- (d) take, or recommend that the Board of Directors take, appropriate action to oversee the independence of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- (e) recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditor nominated annually for shareholder approval and to recommend to the Board of Directors the compensation to be paid to the external auditor;
- (g) at each meeting, where desired, consult with the external auditor, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements;
- (h) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company;
- (i) review with management and the external auditor the audit plan for the year-end financial statements and review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditor. The pre-approval requirement is waived with respect to the provision of non-audit services if:
  - (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditor during the fiscal year in which the non-audit services are provided,
  - (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services, and
  - (iii) such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

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

## 3. Financial Reporting Processes:

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

- (b) consider the external auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;
  - (c) consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditor and management;
  - (d) review significant judgments made by management in the preparation of the financial statements and the view of the external auditor as to appropriateness of such judgments;
  - (e) following completion of the annual audit, review separately with management and the external auditor any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
  - (f) review any significant disagreement among management and the external auditor in connection with the preparation of the financial statements;
  - (g) review with the external auditor and management the extent to which changes and improvements in financial or accounting practices have been implemented;
  - (h) review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;
  - (i) review certification process;
  - (j) establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
  - (k) establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
4. Other - review any related-party transactions, engage independent counsel and other advisors as it determines necessary to carry out its duties and to set and pay compensation for any independent counsel and other advisors employed by the Committee.