

TJR COATINGS INC.
Notice of Annual Meeting
Management Information Circular
July 25, 2012

TJR COATINGS INC.

31 Sunset Trail, Toronto, Ontario M9M 1J4

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an annual meeting (the "**Meeting**") of shareholders of TJR Coatings Inc. ("**TJR**" or the "**Corporation**") will be held at 4 King Street West, Suite 1320, Toronto, Ontario M5H 1B6 Canada on August 29, 2012, at 1:00 p.m. (Toronto time), for the following purposes:

1. to elect the directors of the Corporation;
2. to receive the audited financial statements of the Corporation for the financial year ended January 31, 2009, 2010, 2011 and 2012, together with the auditor's report thereon;
3. to appoint Fazzari & Partners LLP, Chartered Accountants as the auditors of the Corporation, for the coming financial year and to permit the directors of the Corporation to fix the remuneration for the auditors; and
4. to transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

DATED at Toronto, Ontario this 25th day of July, 2012.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) Edward Murphy
President

Notes:

1. A Management Information Circular, a form of proxy, the audited financial statements of the Corporation as at and for the financial years ended January 31, 2009, 2010, 2011 and 2012 and the auditor's report thereon accompany this notice of meeting. In addition, unaudited interim financial statements for the periods ending April 30, 2011, July 31, 2011, October 31, 2011 and April 30, 2012 are included.
2. Registered shareholders who are unable to attend the Meeting in person are requested to sign and return the enclosed form of proxy and forward it to Heritage Transfer Agency, 4 King Street West, Suite 1320, Toronto, Ontario M5H 1B6. The proxies to be used at the Meeting should be returned to Heritage Transfer Agency before 1:00 p.m. (Toronto time) on August 28, 2012.
3. As provided in the Business Corporations Act (Ontario), the directors have fixed a record date of July 24, 2012. Accordingly, shareholders registered on the books of the Corporation at the close of business on July 24, 2012 are entitled to notice of the Meeting and to vote at the Meeting.
4. If you are a beneficial shareholder and receive these materials through your broker or another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or intermediary.

MANAGEMENT INFORMATION CIRCULAR
TJR COATINGS INC.
SOLICITATION OF PROXIES

This management information circular (the "**Circular**") is furnished in connection with the solicitation of proxies by the management of TJR Coatings Inc. ("**TJR**" or the "**Corporation**") for use at the annual meeting (the "**Meeting**") of shareholders of the Corporation to be held at 4 King Street West, Suite 1320, Toronto, Ontario M5H 1B6, Canada on August 29, 2012, at 1:00 p.m. (Toronto time) for the purposes set forth in the attached notice of meeting (the "**Notice of Meeting**") and at any adjournment or adjournments thereof. It is expected that the solicitation of proxies will be primarily by mail, but proxies may also be solicited personally by directors, officers or employees of the Corporation. The cost of such solicitation will be borne by the Corporation.

All dollar amounts in this Circular are in Canadian dollars, unless otherwise stated.

Unless otherwise indicated, the information in this Circular is given as at July 25, 2012

APPOINTMENT, REVOCATION AND DEPOSIT OF PROXIES

The persons named in the enclosed form of proxy are officers of the Corporation.

A shareholder has the right to appoint a person (who need not be a shareholder) to attend and act for or on behalf of the shareholder at the Meeting other than the persons designated in the enclosed form of proxy. Such right may be exercised by striking out the names of the persons designated in the form of proxy, or by preparing another proxy in proper form and inserting in the blank space provided for that purpose the name of the desired person and delivering the executed proxy to Heritage Transfer Agency Inc., 4 King Street West, Suite 1320, Toronto, Ontario, Canada, M5H 1B6, at any time prior to 1:00 p.m. (Toronto time) on August 28, 2012.

A shareholder forwarding the enclosed form of proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The common shares of the Corporation (the "Common Shares") represented by the proxy submitted by a shareholder will be voted in accordance with the directions, if any, given in the proxy.

A shareholder who has given the enclosed form of proxy has the right under subsection 110(4) of the Business Corporations Act (Ontario) (the "OBCA") to revoke the proxy (i) by instrument in writing executed by the shareholder or by the shareholder's attorney authorized in writing or, if the shareholder is a body corporate, by an officer or attorney thereof duly authorized and deposited at the registered office of the Corporation at any time prior to 4:00 p.m. (Toronto time) on the last business day preceding the day of

the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting, or any adjournment thereof, or (ii) in any other manner permitted by law. The registered office of the Corporation is located at 31 Sunset Trail, Toronto, Ontario, Canada, M9M 1J4.

MANNER OF VOTING AND EXERCISE OF DISCRETION BY PROXIES

The persons named in the enclosed form of proxy will vote or withhold from voting the Common Shares in respect of which they are appointed in accordance with the direction of the shareholders appointing them. **In the absence of such direction, such Common Shares will be voted IN FAVOUR of the matters before the Meeting.**

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice and with respect to other matters which may properly come before the Meeting. At the time of the printing of this Circular, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice.

VOTING BY BENEFICIAL SHAREHOLDERS

The information set forth in this section is important to shareholders who do not hold their Common Shares in their own name.

Shareholders who hold Common Shares through their brokers, intermediaries, trustees or other nominees (such shareholders being collectively called "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders whose names appear on the share register of the Corporation may be recognized and acted upon at the Meeting. If Common Shares are shown on an account statement provided to a Beneficial Shareholder by a broker, then in almost all cases, the name of such Beneficial Shareholders will not appear on the share register of the Corporation. Such Common Shares will most likely be registered in the name of the broker or an agent of the broker. Such Common Shares can only be voted by Intermediaries and can only be voted by them in accordance with instructions received from Beneficial Shareholders.

As a result, Beneficial Shareholders should carefully review the voting instructions provided by their broker, agent, or nominee with this Circular and ensure that they communicate how they would like their Common Shares voted in accordance with those instructions.

Most brokers delegate responsibility for obtaining voting instructions from clients to a service company (a "**Service Company**"). The Service Company typically supplies voting instructions forms, mails those forms to Beneficial Shareholders and asks those Beneficial Shareholders to return the forms to the Service Company or to follow the alternative voting procedures detailed on the Voting Instruction Form. The Service Company then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares at the Meeting. **A Beneficial Shareholder receiving a Voting Instruction Form from the Service Company**

cannot use that form to vote Common Shares directly at the Meeting. Instead, the Beneficial Shareholder must return the Voting Instruction Form to the Service Company or follow the alternative voting procedures, as mentioned above, well in advance of the Meeting in order to ensure that such Common Shares are voted.

Alternatively, a Beneficial Shareholder may be given a proxy that has already been signed by the Intermediary (typically by a facsimile stamped signature), which is restricted as to the number of Common Shares beneficially owned by the Beneficial Shareholder but which is not otherwise completed. Because the Intermediary has already signed the form of proxy, this form of proxy is required to be signed by the Beneficial Shareholder when submitting the proxy. In this case, the Beneficial Shareholder who wishes to vote by proxy should otherwise properly complete the form of proxy and deliver it as specified above under "Solicitation of Proxies".

In either case, the purpose of these procedures is to permit Beneficial Shareholders to direct the voting of the Common Shares which they beneficially own. A Beneficial Shareholder who wishes to attend and vote at the Meeting in person (or to have another person attend and vote on behalf of the Beneficial Shareholder) should print the Beneficial Shareholder's (or such other person's) name in the blank space provided for that purpose in the first paragraph of the proxy form or, in the case of a Voting Instruction Form, follow the corresponding instructions on that form.

In either case, Beneficial Shareholders should carefully follow the instructions of their Intermediary and its Service Company, as applicable.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The authorized share capital of the Corporation consists of an unlimited number of Common Shares without par value. As of the date of this Circular, an aggregate of 22,583,836 Common Shares were issued and outstanding. Each Common Share entitles the holder thereof to one (1) vote at all meetings of shareholders. Shareholders of record at the close of business on July 24, 2012 shall be entitled either to attend at the Meeting and vote in person the Common Shares held by them or, provided a completed and executed proxy shall have been delivered to the Corporation as described above, to vote the Common Shares held by them. As of the date of this Circular, to the knowledge of the directors and senior officers of the Corporation, 12,960,000 Common Shares are owned or controlled, directly or indirectly, by the following:

Name of Shareholder	Number of Common Shares Held	Percentage of Outstanding Common Shares
Tonino Margani	12,960,000	57.4%

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Financial Statements and Auditors' Report

The directors of the Corporation will submit to the shareholders at the Meeting the audited financial statements of the Corporation for the financial years ended January 31, 2012, 2011, 2010 and 2009 as well as the auditors' report thereon. In addition, the unaudited interim financial statements for the periods ended April 30, 2011, July 31, 2011, October 31, 2011 and April 30, 2012 and related annual and interim management discussion and analysis will be submitted.

No vote by the shareholders with respect to such financial statements is required or proposed to be taken.

2. Election of Directors

The Articles of Incorporation of the Corporation provide that the Board of Directors shall consist of not more than ten (10) directors and not less than one (1) director to be elected annually. The Board of Directors has fixed the number of directors to be elected at the Meeting at three. **Unless otherwise specified, the persons named in the enclosed form of proxy will vote FOR the election of the nominees whose names are set forth below.**

All of the nominees are currently directors of the Corporation. They are all eligible to be directors and have expressed a willingness to act as such. Management of the Corporation does not contemplate that any of the nominees will be unable to serve as a director, but if this should occur for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. Each director elected will hold office until the close of the next annual meeting of shareholders of the Corporation following such directors' election, unless such directors' office is earlier vacated in accordance with the by-laws of the Corporation.

The following table sets forth certain information regarding the nominees, their present principal occupation or employment during the last five years, the date on which the nominee was first elected or appointed a director of the Corporation and the approximate number of Common Shares beneficially owned, directly or indirectly, or over which the nominee exercises control or direction as at the date of this Circular.

Name of Proposed Nominee and Municipality of Residence	Principal Occupation or Employment for the past five years	Director since	Common Shares of the Corporation beneficially owned, controlled or directed ⁽¹⁾
Edward Murphy ² Mount Albert, ON President	Senior Vice President, Dover Investments, Ltd.; Operations and accounting consultant, Dover Petroleum Corp.	June 11, 2011	Nil
Inga Gretcheva ² Richmond Hill, ON	Certified General Accountant Dover Investments Ltd.	June 11, 2011	Nil
Robert Salna ² Richmond Hill, ON	President, Dover Investments, Ltd., Dover Petroleum Corp.	June 11, 2011	Nil

Notes:

(1) The information as to the number of Common Shares beneficially owned, controlled or directed, not being within the knowledge of the Corporation, has been furnished by the respective proposed directors individually.

(2) Member of the Audit Committee.

3. Appointment of Auditors

Fazzari & Partners LLP, Chartered Accountants, is the current auditor of the Corporation and has been the auditor of the Corporation since July 1, 2010. Shareholders of the Corporation will be asked at the Meeting to appoint Fazzari & Partners LLP, Chartered Accounts as the Corporation's auditors to hold office until the close of the next annual meeting of shareholders of the Corporation or until its successor is appointed, and to authorize the directors of the Corporation to fix the auditors' remuneration.

As noted in the Notice of Change of Auditor in Schedule "B" of this Information Circular (the "Notice"), effective July 1, 2010, Fazzari & Partners LLP was appointed by the Board as auditors of the Company until the next meeting of shareholders, replacing the former auditors of the Company, BGS Chartered Accountants.

Unless otherwise specified, the persons named in the enclosed form of proxy will vote FOR the said appointment of Fazzari & Partners LLP, Chartered Accountants as auditors of the Corporation and FOR authorizing the directors of the Corporation to fix the remuneration of the auditors for the ensuing year.

STATEMENT OF EXECUTIVE COMPENSATION

Summary Compensation Table

The term “**Named Executive Officers**” means the Chief Executive Officer (“**CEO**”) and the Chief Financial Officer (“**CFO**”) of the Corporation and each of the three most highly compensated officers, other than the CEO and CFO, who were serving as at the most recently completed fiscal year and whose salary and bonus in the aggregate exceeded \$150,000.

The following table sets forth information concerning the annual and long-term compensation for services of the Named Executive Officers of the Corporation for the financial years ended January 31, 2012, 2011 and 2010. No executive officer received salary or bonuses from the Corporation aggregating in excess of \$150,000 for any of such financial years.

Name and Principal Position	Year	Annual Compensation			Long-term Compensation			All Other Compensation (\$)
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)	Awards	Payouts		
					Securities Under Options Granted (#)	Shares or Units subject to Resale Restrictions	LTIP Payouts (\$)	
Edward Murphy, President	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2011	Nil						
	2010	Nil						

Long-Term Incentive Plan Awards

The Corporation has no long-term incentive plans.

Option Grants During the Most Recently Completed Financial Year

The Corporation's stock option plan was approved by the Board on July 19, 1999 (the “**Stock Option Plan**” or the “**Plan**”). The Stock Option Plan provides that eligible persons thereunder include any director, employee, officer or service provider of the Corporation. The Plan allows the Corporation to attract new officers, directors and key personnel by allowing it to offer stock options as inducements to join the Corporation.

The Stock Option Plan is administered by the Board of the Corporation which shall have sole authority to interpret and administer the Plan. The total number of shares reserved under the Plan shall not exceed 4,000,000 common shares of the Corporation and no one optionee may have, under option, more than 5% of the Corporation's outstanding shares at any one time. The maximum number of common shares may be subsequently increased by further votes of shareholders of the Corporation. The option price on shares which are the subject of any option shall be fixed by the Board, subject to compliance with any applicable securities regulatory requirements including those prescribed by stock exchanges or securities markets upon which the shares may then be listed. The maximum period during which options are exercisable shall be ten (10)

years after such options are granted. The board of directors may determine the period or periods of time during which the options will terminate following the cessation of the holder to be a director, officer and/or service provider for any cause. No option shall be transferable or assignable by an optionee.

The issue and granting of stock options under the Plan must comply with the rules of The Toronto Stock Exchange governing stock options and stock purchase plans whether or not such options and the issuance thereof are subject to such rules, except that, where prior approval of The Toronto Stock Exchange would be required for any matter, and the securities are not listed and posted for trading on the Toronto Stock Exchange, such approval shall be required to be obtained from the Executive Director of the Ontario Securities Commission.

No such options were granted under the Stock Option Plan of the Corporation to the Named Executive Officers during the financial years ended January 2012, 2011, 2010 or 2009.

Termination of Employment, Change in Responsibilities and Employment Contracts

There were no terminations of employment, changes in responsibilities nor any employment contracts entered into by the Corporation during the most recently completed financial year.

Compensation of Directors

No directors of the Corporation were compensated by the Corporation during the years ended January 31, 2012, 2011, 2010 or 2009 for services rendered as consultants or experts.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

No securities were authorized for issuance under the Stock Option Plan.

COMMITTEES OF THE BOARD OF DIRECTORS

The audit committee (the "Audit Committee") of the Board consists of Messrs. Salna and Murphy, and Ms. Gratcheva. All members of the Audit Committee are "financially literate" By virtue of being a venture issuer, the Company is exempt from the requirement that all members of the Audit Committee be "independent" of the Company.

Name of Audit Committee Member	Independence⁽¹⁾	Financial Literacy⁽²⁾	Relevant Experience
Robert Salna	Not Independent	Financially Literate	President, Dover Investments, Ltd., Dover Petroleum Corp.
Edward Murphy	Not Independent	Financially Literate	Senior Vice President, Dover Investments, Ltd.; Operations and accounting consultant, Dover Petroleum Corp.;
Inga Gretcheva	Not Independent	Financially Literate	Ms. Gratcheva is a Certified General Accountant

(1) as such term is defined in Multi-Lateral Instrument 52-110 – Audit Committee (“MI 52-110”).

(2) as such term is defined in MI 52-110.

The Board has not appointed any other committees of the Board.

The Company's audit committee is governed by an audit committee charter, the text of which is attached as Schedule “A” to this MD&A.

Pre-Approval Policies and Procedures

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

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year have any recommendations by the Audit Committee respecting the appointment and/or compensation of the Company's external auditors not been adopted by the Board of Directors.

Reliance of Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on exemptions in relation to “De Minimis Non-Audit Services” or any exemption provided by Part 8 of MI 52-110.

As the Company is a “Venture Issuer” pursuant to relevant securities legislation, it is relying on the exemption in Section 6.1 of National Instrument 52-110-Audit Committees (“NI 52-110”) from the reporting requirements of Parts 3 and Part 5 of NI 52-110.

External Auditors Service Fees

The fees charged to the Company by its external auditors for audit fees in each of the last three financial years were as follows:

	Financial Year Ended January 31, 2012 (\$)	Financial Year Ended January 31, 2011 (\$)	Financial Year Ended January 31, 2010 (\$)
Audit Fees	5,000	5,000	1,500
Audit Related Fees	Nil	Nil	Nil
Tax Advice Fees	Nil	Nil	Nil
All Other Fees	Nil	Nil	Nil

CORPORATE GOVERNANCE DISCLOSURE

Effective June 30, 2005, National Instrument 58-101 Disclosure of Corporate Governance Practices ("NI 58-101") and National Policy 58-201 Corporate Governance Guidelines ("NP 58-201") were adopted in each of the provinces and territories of Canada. NI 58-101 requires issuers to disclose annually the corporate governance practices that they have adopted. NP 58-201 provides guidance on corporate governance practices. The Board believes that good corporate governance improves corporate performance and benefits all shareholders. The Canadian Securities Administrators (the "CSA") have adopted NP 58-201, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, the CSA has implemented Form 58-101F2 under NP 58-101 which prescribes the disclosure required to be made by the Company relating to its corporate governance practices. This section sets out the Company's approach to corporate governance and addresses the Company's compliance with NI 58-101.

Board

The Board of Directors ("the Board") is responsible for managing and supervising the management of the business and affairs of the Company. The size of the Board and the fact that the Company is not currently operating mean that open and candid discussion among the non-independent directors is possible. The Board does not have a chairperson since the size of the Board enables all directors to participate and provide leadership to the Company.

A director is considered to be "independent" if the director is free from any direct or indirect material relationship with the issuer that could, or could reasonably be perceived to materially interfere with that director's ability to act with a view to the best interests of the Company. As such, a director who is an officer of a Company and a member of day-to-day management is considered to be non-independent.

Inga Gratcheva is considered by the board of directors to be "non-independent" within the meaning of NI 58-101 since she is employed by a company controlled by Robert Salna, who has a material relationship with the issuer. Edward Murphy (President) is a managing director and accordingly is considered to be "non-independent". Robert Salna has a material relationship, therefore, by definition, is a "non-independent" director. Mr. Salna advances loans to the company in which interest is accrued; however, he does not take part in everyday administration. None of the directors receive compensation for serving on the Board of directors.

NP 58-201 suggests that the Board of directors of a public company should be constituted with a majority of individuals who qualify as "independent" directors.

The Board is satisfied that it is not constrained in its access to information, in its deliberations or in its ability to satisfy the mandate established by law to supervise the business and affairs of the Company and that there are sufficient systems and procedures in place to allow the Board to have a reasonable degree of independence from day-to-day management.

Robert Salna also serves as a director of Dover Petroleum Corporation, a U.S. over-the-counter public company. Edward Murphy serves as a director of Aurquest Resources Inc., an unlisted reporting issuer in Ontario, Canada.

Orientation and Continuing Education

The Company does not have a formal process of orientation and education for new members of the Board and does not consider such formal processes necessary at this stage of the Company's operations. The Company does, however, provide continuing education for its directors as such need arises.

Ethical Business Conduct

The Board relies on the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law to ensure the Board operates independently of management and in the best interests of the Company. The Board has found that these policies, combined with the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest, have been sufficient.

Nominations

The Board does not have a nominating committee as the Board feels that the size and nature of the Company's operations do not necessitate such a committee.

Compensation

The Board is responsible for determining all forms of compensation for the Company.

Assessments

The Board annually reviews its own performance and effectiveness and recommends revisions, if necessary. Neither the Company nor the Board have adopted formal procedures to regularly assess the Board, the Audit Committee or the individual directors. The Board monitors the adequacy of information given to the director and communication between the Board and management. The Board believes that its corporate governance practices are appropriate and effective for the Company, given its size and operations. The Company's corporate governance practices allow the Company to operate efficiently, with checks and balances that control and monitor management and corporate functions without excessive administrative burden.

CORPORATE CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

None of proposed directors are, as at the date hereof, or have been, within the ten years prior to the date hereof, a director or executive officer, of any company that, while that person was acting in the capacity:

(a) was the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days (b) was subject to an event that resulted, after the 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 (c) 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

None of the proposed directors have, within the ten years prior to the date hereof, 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.

None of the proposed directors have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

No director or officer of the Corporation or associate of any director or officer of the Corporation is, or at any time since the beginning of the most recently completed financial year of the Corporation, has been indebted to the Corporation or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person of the Corporation, as defined in National Instrument 51-102 – *Continuous Disclosure Obligations* of the Canadian Securities Administrators, or any associate or affiliate of such informed person, has any material interest in any transaction completed since the commencement of the Corporation's last financial year or in any proposed transaction which has materially affected or will materially affect the Corporation or its subsidiaries, other than as disclosed below:

- Mr. Robert Salna is owed \$146,491 by the Corporation for certain debts. Mr. Salna is a director of the Corporation.

ADDITIONAL INFORMATION

Additional information relating to the Corporation may be found on SEDAR at www.sedar.com. Financial information is provided in the Corporation's comparative financial statements and Management's Discussion and Analysis, which are available on SEDAR or from the Corporation by telephone at 416-744-7405 or by e-mail at sfmonardo@rogers.com.

OTHER MATTERS

The Board of Directors is not aware of any other matters to come before the Meeting other than the matters referred to in this Circular.

DIRECTORS' APPROVAL

The contents and the sending of this Circular to the shareholders of the Corporation have been approved by the Board of Directors.

DATED at Toronto, Ontario, this 25th day of July, 2012.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) Edward Murphy
President

SCHEDULE "A"

AUDIT COMMITTEE MANDATE

PURPOSE OF THE COMMITTEE

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of the Company is to provide an open avenue of communication between management, the external auditor, and the Board and to assist the Board in its oversight of the: integrity, adequacy and timeliness of the Company's financial reporting and disclosure practices; processes for identifying the principal financial risks of the company and reviewing the company's internal control systems to ensure that they are adequate to ensure fair, complete and accurate financial reporting; Company's compliance with legal and regulatory requirements related to financial reporting; accounting principles, policies and procedures used by management in determining significant estimates; engagement, independence and performance of the Company's external auditor.

The Committee shall also perform any other activities consistent with this Charter, the Company's bylaws and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of at least three directors. Members of the Committee and the Chairman shall be appointed by the Board and may be removed by the Board in its discretion. A majority of members of the Committee shall be sufficiently financially literate to enable them to discharge their responsibilities in accordance with applicable laws and/or requirements of the various stock exchanges on which the Company's securities trade and in accordance with Multilateral Instrument 52-110. Financial literacy means the ability to read and understand a balance sheet, income statement, cash flow statement and associated notes which represent 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 financial statements of the Company.

The Committee's role is one of oversight. Management is responsible for preparing the Company's financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with International Financial Reporting Standards. Management is also responsible for establishing, documenting, maintaining and reviewing systems of internal control and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The external auditors' responsibility is to audit the Company's financial statements and provide an opinion, based on their audit conducted in accordance with Canadian generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Company in accordance with International Financial Reporting Standards.

The Committee is directly responsible for the appointment, compensation, evaluation, termination and oversight of the work of the external auditor and oversees the resolution of any disagreements between management and the external auditor regarding financial reporting.

AUTHORITY AND RESPONSIBILITIES

In performing its oversight responsibilities, the Committee shall:

Review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval at least once per year.

Review the appointments of the Company's Chief Financial Officer and any other key financial executives involved in the financial reporting process.

Review with management and the external auditor the adequacy and effectiveness of the Company's systems of accounting and financial controls and the adequacy and timeliness of its financial reporting processes.

Prior to their approval by the Board, review with management and the external auditor the annual audited financial statements and related documents, and review with management the unaudited quarterly financial statements, the management discussion and analysis reports prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.

Where appropriate and prior to release, review with management and approve any other news releases that contain significant financial information that has not previously been released to the public.

Review the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.

Review with management and the external auditor significant related party transactions and potential conflicts of interest.

Recommend to the Board to assist them in recommending to the shareholders (a) the external auditor to be nominated to examine the Company's accounts and financial statements and prepare and issue an auditor's report on them or perform other audit, review or attest services for the company and (b) the compensation of the external auditor. The Committee has the responsibility to approve all audit engagement terms and fees.

Monitor the independence of the external auditors by reviewing all relationships between the independent auditor and the company and all audit, non-audit and assurance work performed for the company by the independent auditor.

Conduct or authorize investigations into any matter that the Committee believes is within the scope of its responsibilities. The Committee has the authority to (a) retain independent counsel, accountants or other advisors to assist it in the conduct of its investigation, at the expense of the company, (b) set and pay the compensation of any advisors retained by it and (c) communicate directly with external auditors.

The Committee shall report its recommendations and findings to the Board after each meeting and shall conduct and present to the Board an annual performance evaluation of the effectiveness of the committee.

Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting company in Parts 2 and 4 of Multilateral Instrument 52-110 of the Canadian Securities Administrators.

SCHEDULE 'B'
NOTICE OF CHANGE OF AUDITOR
TJR COATINGS INC.
(the "Corporation")

TO: ONTARIO SECURITIES COMMISSION

AND TO: BGS CHARTERED ACCOUNTANTS

AND TO: FAZZARI & PARTNERS CHARTERED ACCOUNTANTS

AND TO: THE SHAREHOLDERS OF THE CORPORATION

Please be advised that the Corporation's auditors, BGS Chartered Accountants resigned as auditors of the Corporation effective as of July 1, 2010 and by resolution dated July 1, 2010, the board of directors of the Corporation approved the proposal to appoint Fazzari & Partners Chartered Accountants, to succeed BGS Chartered Accountants, as the auditors of the Corporation as of July 1, 2010.

The Corporation confirms that:

- a) to date, none of the audit reports of BGS Chartered Accountants on the Corporation's financial statements contain any reservations;
- b) the Corporation's Audit Committee and Board of Directors considered and approved the proposed appointment of Fazzari & Partners Chartered Accountants as successor auditors; and
- c) in the opinion of the Corporation, no reportable events, as that term is defined in NI 51-102 have occurred prior to the date hereof.

DATED at Toronto, Ontario this 23rd day of July, 2012.

"Edward Murphy

Edward Murphy, President

July 24, 2012

Ontario Securities Commission
Box 55
Suite 1903 - 20 Queen Street West
Toronto, Ontario
M5H 3S8

BGS Chartered Accountants LLP
11 -260 Edgeley Blvd.
Vaughan, Ontario
L4K 3Y4

TJR Coatings Inc.
780 Arrow Road, Unit 8
Toronto, Ontario
M9M 2L4

Re: Notice of Change of Auditors of TJR Coatings Inc.

We have read the Notice of Change of Auditor dated July 1, 2010 (The "Notice") and are in agreement with the statements contained in such Notice.

Yours truly,

Fazzari + Partners

FAZZARI + PARTNERS LLP
Chartered Accountants
Licensed Public Accountants

Vaughan, Canada
July 24, 2012



chartered accountants™

11 - 260 EDGELEY BLVD.
VAUGHAN, ON L4K 3Y4

T 905 660 1200 | F 905 660 1262

July 24, 2012

Ontario Securities Commission
Box 55
Suite 1903-20 Queen Street West
Toronto, ON M5H 3S8

TJR Coatings Inc.
789 Arrow Road, Unit 8
Toronto, ON M9M 2L4

Fazzarri & Partners
3300 Highway #7, Suite 901
Vaughan, ON L4K 1M3

Dear Sirs/Mesdames:

Notice of Change of Auditors of TJR Coatings Inc. (the "Company")

We have read the Notice of Change of Auditor dated July 1, 2010 (the "Notice") and are in agreement with the statements contained in such Notice.

Yours very truly,

Brussolo, Scauzillo, LLP

A handwritten signature in black ink, appearing to read 'Brussolo, Scauzillo, LLP', is written over a horizontal line. The signature is somewhat stylized and includes a large loop at the beginning.

Chartered Accountants
Vaughan, ON
July 24, 2012