

ABENTEUER RESOURCES CORP.

**Annual General Meeting
to be held on October 26, 2011**

**Notice of Annual General Meeting
and
Information Circular**

September 21, 2011

ABENTEUER RESOURCES CORP.

Suite 900, 555 Burrard Street
Vancouver, BC
V7X 1M8

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the shareholders of Abenteuer Resources Corp. (the "Company") will be held at Suite 2610, Oceanic Plaza, 1066 West Hastings Street, Vancouver, British Columbia, on Wednesday October 26, 2011 at 10:00 a.m. At the meeting, the shareholders will receive the financial statements for the year ended December 31, 2010, together with the auditor's report thereon, and consider resolutions to:

1. fix the number of directors of the Company for the ensuing year at four;
2. elect directors for the Company for the ensuing year;
3. appoint PricewaterhouseCoopers LLP, Chartered Accountants, as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor;
5. consider, and if thought advisable, to approve, by an ordinary resolution, the adoption of a new incentive stock option plan on the basis set out in the accompanying Circular; and
5. transact such other business as may properly be put before the meeting.

All shareholders are entitled to attend and vote at the meeting in person or by proxy. The board of directors requests all shareholders who will not be attending the meeting in person to read, date and sign the accompanying proxy and deliver it to Olympia Trust Company ("Olympia"). If a shareholder does not deliver a proxy to Olympia Trust Company at its Vancouver office at 1003-750 West Pender Street, Vancouver, British Columbia, by 10:00 a.m. (Vancouver time) on Monday October 24, 2011 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used) prior to the time of the meeting at which the proxy is to be used, then the shareholder will not be entitled to vote at the meeting by proxy. Only shareholders of record at the close of business on September 21, 2011 will be entitled to vote at the meeting.

An information circular and a form of proxy accompany this notice.

DATED at Vancouver, British Columbia, the 21st day of September, 2011.

ON BEHALF OF THE BOARD

(signed) "*J. Lewis Dillman*"

J. Lewis Dillman,
President

ABENTEUER RESOURCES CORP.

Suite 900, 555 Burrard Street
Vancouver, BC
V7X 1M8

INFORMATION CIRCULAR

(as at September 21, 2011 except as otherwise indicated)

SOLICITATION OF PROXIES

This information circular (the "Circular") is provided in connection with the solicitation of proxies by the management of Abenteuer Resources Corp. (the "Company"). The form of proxy which accompanies this Circular (the "Proxy") is for use at the Annual General and Special Meeting of the shareholders of the Company to be held on Wednesday, October 26, 2011 (the "Meeting"), at the time and place set out in the accompanying notice of meeting (the "Notice of Meeting"). The Company will bear the cost of this solicitation. The solicitation will be made by mail, but may also be made by telephone.

APPOINTMENT AND REVOCATION OF PROXY

The persons named in the Proxy are directors and/or officers of the Company. **A registered shareholder who wishes to appoint some other person to serve as their representative at the Meeting may do so by striking out the printed names and inserting the desired person's name in the blank space provided.** The completed Proxy should be delivered to Olympia Trust Company by 10:00 am on Monday, October 24, 2011 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used).

The Proxy may be revoked by:

- (a) signing a proxy with a later date and delivering it at the time and place noted above;
- (b) signing and dating a written notice of revocation and delivering it at the time and to the place noted above; or
- (c) attending the Meeting or any adjournment of the Meeting and registering with the scrutineer as a shareholder present in person.

Provisions Relating to Voting of Proxies

The shares represented by proxy in the enclosed form will be voted or withheld from voting by the designated holder in accordance with the direction of the registered shareholder appointing him. If there is no direction by the registered shareholder, those shares will be voted for all proposals set out in the Proxy and for the election of directors and the appointment of the auditors as set out in this Circular. The Proxy gives the person named in it the discretion to vote as such person sees fit on any amendments or variations to matters identified in the Notice of Meeting, or any other matters which may properly come before the Meeting. At the time of printing of this Circular, the management of the Company knows of no other matters which may come before the Meeting other than those referred to in the Notice of Meeting.

Non-Registered Holders

Only Registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" 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 "**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 (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators or 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 as set out in National Instrument 54-101 of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Circular and the form of proxy (collectively, the "**Meeting Materials**") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will 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 the form of proxy and deposit it with the 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 Non-Registered 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 a one page pre-printed form, the proxy authorization will consist of a regular printed proxy form accompanied by a page of instructions, which contains a removable label containing a barcode and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Non-Registered 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 a Non-Registered Holder to direct the voting of the shares which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the Designated Persons and insert the Non-Registered Holder's name in the blank space provided. In either case, Non-Registered 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.

There are two kinds of beneficial owners - those who object to their name being made known to the issuers of securities which they own (called OBOs for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called NOBOs for Non-Objecting Beneficial Owners). Pursuant to National Instrument 54-101 issuers can obtain a list of their NOBOs from intermediaries for distribution of proxy-related materials directly to NOBOs.

THESE SECURITY HOLDER MATERIALS ARE BEING SENT TO BOTH REGISTERED AND NON-REGISTERED OWNERS OF THE SECURITIES. IF YOU ARE A NON-REGISTERED OWNER, AND THE ISSUER OR ITS AGENT HAS SENT THESE 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 ON YOUR BEHALF.

Financial Statements

The audited financial statements of the Company for the year ended December 31, 2010, together with the auditor's report on those statements (the "Financial Statements"), will be presented to the shareholders at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of the common shares and preferred shares, each without par value. As of the date of this Circular, a total of 18,179,266 common shares were issued and outstanding. No preferred shares were issued and outstanding. All common shares in the capital of the Company carry the right to one vote.

Shareholders registered as at September 21, 2011 are entitled to attend and vote at the Meeting. Shareholders who wish to be represented by proxy at the Meeting must, to entitle the person appointed by the Proxy to attend and vote, deliver their Proxies at the place and within the time set forth in the notes to the Proxy

To the knowledge of the Company's directors and executive officers, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, the shares carrying more than 10% of the voting rights attached to the outstanding common shares.

As at September 21, 2011, the total number of common shares owned or controlled by management and the directors of the Company and their associates or affiliates was 4,039,000 common shares, representing 22.2% of the total issued and outstanding common shares.

ELECTION OF DIRECTORS

The directors of the Company are elected annually and hold office until the next annual general meeting of the shareholders or until their successors are elected or appointed. The management of the Company proposes to nominate the persons listed below for election as directors of the Company to serve until their successors are elected or appointed. In the absence of instructions to the contrary, Proxies given pursuant to the solicitation by the management of the Company will be voted for the nominees listed in this Circular. Management does not contemplate that any of the nominees will be unable to serve as a director.

The number of directors on the Board is currently set at five. Shareholders will be asked at the Meeting to pass an ordinary resolution to fix the number of directors at four.

The following table sets out the names of the nominees for election as directors, the offices they hold within the Company, their occupations, the length of time they have served as directors of the Company, and the number of shares of the Company and its subsidiaries which each beneficially owns, directly or indirectly, or over which control or direction is exercised, as of the date of this Circular:

Name, province or state and country of residence and positions, current and former, if any, held in the Company	Principal occupation for last five years	Served as director since	Number of common shares beneficially owned, directly or indirectly, or controlled or directed at present ⁽¹⁾
<p>J. Lewis Dillman Vancouver, Canada <i>President and Director</i></p>	<p>From 1995 to present, Mr. Dillman has been the President and CEO of Western Eagle Resources, a private investment company with oil and gas interests. Since 2004, Mr. Dillman has been the CEO of Abenteuer Resources Corp. and a director of Abington Ventures Inc. and AKA Ventures, both are listed companies, and holds a Masters degree from Columbia University with a specialization in Banking and Finance.</p>	<p>December 15, 2004</p>	<p>628,000</p>
<p>David Parry⁽²⁾ Vancouver, Canada <i>Director</i></p>	<p>Mr. Parry is involved in a number of private energy companies in the Middle East and Russia. Mr. Parry was a former director of Transeuro Energy Corp. and was instrumental in the initial asset acquisition and financing of the Company's projects in the international energy market.</p>	<p>August 1, 2008</p>	<p>2,375,000</p>
<p>Stephen Polakoff⁽²⁾ Moscow, Russia <i>Director</i></p>	<p>Mr. Polakoff is General Counsel with the Integra Group in Moscow, Russian Federation</p>	<p>September 15, 2008</p>	<p>250,000</p>
<p>Sean McGrath Vancouver, Canada <i>Director and Chief Financial Officer</i></p>	<p>Mr. McGrath is a professional accountant who has spent the last fourteen years providing financial management services to publicly traded companies, with emphasis on junior mineral exploration and oil and gas exploration companies. Additionally, he is currently a director and the Chief Financial Officer of Natan Resources Ltd.</p>	<p>July 11, 2011</p>	<p>786,000</p>

Notes:

- (1) The information as to common shares beneficially owned or controlled has been provided by the directors themselves.
- (2) Member of the Company's audit committee.

The Company does not have an executive committee of its board of directors.

No proposed director is being 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.

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed below, no director or proposed director of the Company is, or within the ten years prior to the date of this Circular has been, a director or executive officer of any company, including the Company, that while that person was acting in that capacity:

- (a) was the subject of a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days; or
- (b) was subject to an event that resulted, after the director ceased to be a director or executive officer of the company being 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; 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.

Individual Bankruptcies

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

Penalties or Sanctions

Except as disclosed above, 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, has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable security holder making a decision about whether to vote for the proposed director.

EXECUTIVE COMPENSATION

Named Executive Officers

During the financial year ended December 31, 2010, the Company had two Named Executive Officers, being J. Lewis Dillman, the President and Sean McGrath, the Chief Financial Officer (“CFO”).

“Named Executive Officer” means: (a) each Chief Executive Officer, (b) each Chief Financial Officer, (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the Chief Executive Officer and Chief Financial Officer, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000; and (d) each individual who would be a Named Executive Officer

under paragraph (c) 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 & ANALYSIS

Compensation Discussion & Analysis

Philosophy and Objectives

The compensation program for the senior management of the Company is designed to ensure that the level and form of compensation achieves certain objectives, including:

- (a) attracting and retaining talented, qualified and effective executives;
- (b) motivating the short and long-term performance of these executives; and
- (c) better aligning their interests with those of the Company's shareholders.

In compensating its senior management, the Company has employed a combination of base salary, bonus compensation and equity participation through its stock option plan.

Base Salary

In the view of the Company's Board, paying base salaries which are competitive in the markets in which the Company operates is a first step to attracting and retaining talented, qualified and effective executives. Competitive salary information for companies earning comparable revenues in a similar industry is compiled from a variety of sources, including surveys conducted by independent consultants and national and international publications.

Cash Incentive Compensation

The Company's primary objective is to aim to achieve certain strategic objectives and milestones. The Company's Board approves executive bonus compensation dependent upon the Company meeting those strategic objectives and milestones and sufficient cash resources being available for the granting of bonuses. There were no bonuses paid to any of the Named Executive Officers during the most recently completed fiscal year.

Equity Participation

The Company's Board believes that encouraging its executives and employees to become shareholders is the best way to align the interests of its executives and employees with those of its shareholders. Equity participation is accomplished through the Company's stock option plan. Stock options are granted to senior executives taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and competitive factors. Options are generally granted to senior executives with vesting periods of over 18 months.

Given the evolving nature of the Company's business, the Company's Board continues to review and redesign the overall compensation plan for senior management so as to continue to address the objectives identified above.

Option-Based Awards

Stock option grants are made on the basis of the number of stock options currently held, position, overall individual performance, anticipated contribution to the Company's future success and the individual's ability to influence corporate and business performance. The purpose of granting such stock options is to assist the Company in compensating, attracting, retaining and motivating the officers, directors and employees of the Company and to closely align the personal interest of such persons to the interest of the shareholders.

The recipients of incentive stock options and the terms of the stock options granted are determined from time to time by the Board. The exercise price of the stock options granted is generally determined by the market price at the time of grant.

SUMMARY COMPENSATION TABLE

Summary Compensation Table

Set out below is a summary of compensation paid during the Company's three most recently completed financial years to the Company's Named Executive Officers:

Name and Principal Position	Year	Salary (\$)	Share based awards (\$)	Option based awards (\$)	Non-equity incentive Plan compensation (\$)		Pension value (\$)	All other Compensation (\$)	Total Compensation (\$)
					Annual incentive plans	Long – term incentive plans			
J. Lewis Dillman President	2010	Nil	Nil	Nil	Nil	Nil	Nil	\$42,000 ⁽³⁾	\$42,000
	2009	Nil	Nil	Nil	Nil	Nil	Nil	\$42,000 ⁽³⁾	\$42,000
	2008	Nil	Nil	Nil	Nil	Nil	Nil	\$31,000 ⁽³⁾	\$31,000
Sean McGrath, CFO ⁽²⁾	2010	Nil	Nil	Nil	Nil	Nil	Nil	\$12,000 ⁽⁵⁾	\$12,000
	2009	Nil	Nil	\$10,250	Nil	Nil	Nil	\$12,000 ⁽⁵⁾	\$22,250
	2008	N/A	N/A	\$2,418	N/A	N/A	N/A	\$1,000 ⁽⁵⁾	\$3,418

Notes:

- (1) Mr. Lewin resigned on December 14, 2009.
- (2) \$12,000 was paid to Mr. Dillman as directors' fees. The balance of the compensation represents management consulting fees paid to Western Eagle Resources Inc..
- (3) \$12,000 was paid to Mr. Lewin as directors' fees. The balance of the compensation represents consulting fees.
- (4) \$12,000 was paid to Mr. McGrath as directors' fees. The balance of the compensation represents the fair value of options granted during the period. The fair value was determined using a black scholes option pricing model based on the following assumptions; Risk free rate – 1.46%, Expected Life – 3 years, Volatility – 68.3% and Dividend yield – nil. .

The Company is an oil and gas development and exploration firm. There are insufficient responsibilities to occupy a full time executive position with the Company.

The Company has signed a management contract with Western Eagle Resources Inc., a company owned by the President and Chief Executive Officer of the Company, J. Lewis Dillman, to provide executive and

management services to the Company on an as needed basis, for \$2,500 a month, plus applicable taxes and reimbursement of expenses incurred on behalf of the Company.

During the financial year ended December 31, 2010, the Company had an informal arrangement with Best Fit Consulting, a proprietorship owned by Jamie Lewin, pursuant to which Best Fit Consulting was to provide financial and accounting services to the Company on a fee for services basis of \$50.00 per hour.

The Company has signed a consulting contract with SCM Consulting Corp., a corporation owned by the Chief Financial Officer of the Company, to provide executive and financial management services to the Company on an as-needed basis, for \$7,000 a month, plus applicable taxes and reimbursement of expenses. The agreement is in effect from June 1, 2011 to May 31, 2012.

INCENTIVE PLAN AWARDS

Outstanding share-based awards and option based awards

The following table sets forth the outstanding share-based awards and option-based awards held by the Named Executive Officers of the Company at the end of the most recently completed financial year:

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 \$
J. Lewis Dillman, CEO	Nil	Nil	Nil	Nil	Nil	Nil
Sean McGrath, CFO ⁽²⁾	200,000	100,000 at \$0.10 100,000 at \$0.23	Dec 3, 2011 Oct 16, 2012	\$25,000 \$12,000	Nil	Nil

Notes:

(1) The market value of the Company's common shares on December 31, 2010 was \$0.35.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned for all incentive plan awards during the most recently completed financial year by each Named Executive Officer:

Name	Option-based awards – Value vested during the year	Share-based awards – value vested during the year	Non-equity incentive plan compensation – Value earned during the year
J. Lewis Dillman, CEO	Nil	Nil	Nil
Sean McGrath, CFO	Nil	Nil	Nil

Narrative Discussion

The following information is intended as a brief description of the Company's current incentive stock option plan and is qualified in its entirety by the full text of the stock option plan (the "**Current Plan**"), which will be available for review at the Meeting.

The Current Plan is consistent with the requirements of the Exchange, which Current Plan provides for the following:

- (a) the maximum aggregate number of shares that can be issued after the date the Current Plan was adopted is 3,138,653 shares, being 20% of the Company's issued and outstanding share capital (on a non-diluted basis) on the date that the Current Plan was adopted;
- (b) stock options granted under the Current Plan will have an expiry date not to exceed 10 years from the date of grant;
- (c) any stock options granted that expire or terminate for any reason without having been exercised will again be available under the Current Plan;
- (d) stock options will vest as required by the Exchange and as may be determined by the administrator of the Current Plan, or in the absence of such body, the board of directors of the Company;
- (e) the minimum exercise price of any stock options issued under the Current Plan will be determined by the board of directors of the Company at the time of grant, subject to the requirements of the Exchange;
- (f) stock options granted will expire 90 days after an optionee ceases to be involved with the Company or for any options granted to an individual providing investor relations services, 30 days after the optionee ceases to be involved with the Company;
- (g) the board of directors of the Company is authorized to grant stock options to any one person in any 12 month period which could, when exercised, result in the issuance of shares exceeding 5% of the issued and outstanding shares of the Company;
- (h) the board of directors of the Company is authorized to grant to insiders, within a 12 month period, that number of stock options under the Current Plan exceeding 10% of the then issued and outstanding share capital of the Company;
- (i) the Company cannot grant options to any one consultant in any 12 month period which could, when exercised, result in the issuance of shares exceeding 2% of the issued and outstanding shares of the Company; and
- (j) the Company cannot grant options in any 12 month period to persons employed or engaged by the Company to perform investor relations activities which could, when exercised, result in the issuance of shares exceeding, in aggregate, 2% of the issued and outstanding shares of the Company and options issued to consultants performing investor relations activities must vest in stages over 12 months with no more than 1/4 of the options vested in any three month period.

The Current Plan provides that if a change of control, as described therein, occurs, all unvested options shall immediately become vested and may thereon be exercised in whole or in part by the option holder, subject to any required approval by the Exchange.

The Company's board of directors wishes to implement a new stock option plan (the "**New Stock Option Plan**") effective subject to shareholder and regulatory approval, to allow for the purchase of shares issuable to stock options granted under the New Stock Option Plan equal to 10% of the issued and outstanding common shares of the Company on a rolling basis. For more information pertaining to the New Stock Option Plan, see "Particulars of Matters to be Acted Upon – Approval of New Stock Option Plan".

PENSION BENEFITS

The Company does not have a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.

TERMINATION AND CHANGE OF CONTROL BENEFITS

The Company has an arrangement whereby the Chief Executive Officer may be compensated up to \$7,500 in the event of the Chief Executive Officer's resignation, retirement or other termination of employment, or in the event of a change of control of the Company or a change in the Chief Executive Officer's responsibilities following such a change of control.

The table below sets out the estimated incremental payments, payables and benefits due to each of the Named Executive Officers on termination without cause or on termination on a change of control or resignation for good cause following a change of control, assuming termination as of December 31, 2010.

Name	Base Salary (\$)	Bonus (\$)	Option-Based Awards (\$)⁽¹⁾	All Other Compensation (\$)	Total (\$)
J. Lewis Dillman, CEO	Nil	Nil	Nil	\$7,500	\$7,500

Note:

- (1) Assumes no exchange of options held by Named Executive Officers for acquiring company's stock options and the vesting of all outstanding options. Calculated based on the difference between the market price of the shares on the TSX-V on December 31, 2010 (which was \$0.35) and the exercise price of the option.

DIRECTOR COMPENSATION

Director Compensation Table

Other than compensation paid to the Named Executive Officers, and except as noted below, no compensation was paid to directors in their capacity as directors of the Company or its subsidiaries, in their capacity as members of a committee of the Board or of a committee of the board of directors of its subsidiaries, or as consultants or experts, during the Company's most recently completed financial year.

The following table sets forth the details of compensation provided to the directors, other than the Named Executive Officers, during the Company's most recently completed financial year:

Director Compensation Table

Name	Fees Earned (\$)	Share based Awards (\$)	Option based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
David Parry	12,000	Nil	Nil	Nil	Nil	Nil	\$12,000
Stephen Polakoff	\$12,000	Nil	Nil	Nil	Nil	Nil	\$12,000
Jamie Lewin	\$12,000	Nil	Nil	Nil	Nil	Nil	\$12,000

Other than referred to herein, no compensation was paid to directors in their capacity as directors of the Company or its subsidiaries, in their capacity as members of a committee of the board of directors of the Company or its subsidiaries, or as consultants or experts, during the Company's most recently completed financial year.

INCENTIVE PLAN AWARDS

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth the outstanding share-based awards and option-based awards held by the directors who are not also NEOs of the Company at the end of the most recently completed financial year:

Outstanding Share-Based Awards and Option-Based Awards

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 (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
David Parry	Nil	N/A	N/A	N/A	N/A	N/A
Stephen Polakoff	Nil	N/A	N/A	N/A	N/A	N/A

Note:

(1) The market value of the Company's common shares on December 31, 2010 was \$0.35.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned for all incentive plan awards during the most recently completed fiscal year by each director:

Value Vested or Earned for Incentive Plan Awards during the Most Recently Completed Financial Year

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
David Parry	Nil	Nil	Nil
Stephen Polakoff	Nil	Nil	Nil

EQUITY COMPENSATION PLAN INFORMATION

The following table sets out those securities of the Company which have been authorized for issuance under equity compensation plans as at December 31, 2010:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by the securityholders	2,190,000	\$0.15	1,519,327
Equity compensation plans not approved by the securityholders	Nil	Nil	Nil
Total	2,190,000	\$0.15	\$1,519,327

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the current or former directors, executive officers, employees of the Company or its subsidiaries, the proposed nominees for election to the board of directors of the Company, or their respective associates or affiliates, are or have been indebted to the Company or its subsidiaries since the beginning of the last completed financial year of the Company.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No director or executive officer of the Company or any proposed nominee of management of the Company for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, since the beginning of the Company's last financial year in matters to be acted upon at the Meeting, other than the election of directors or the appointment of auditors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

None of the persons who were directors or executive officers of the Company or a subsidiary at any time during the Company's last financial year, the proposed nominee for election to the board of directors of the Company, any person or company who beneficially owns, directly or indirectly, or who exercises control or direction over (or a combination of both) more than 10% of the issued and outstanding common shares of the Company, nor the associates or affiliates of those persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction or proposed transaction which has materially affected or would materially affect the Company.

MANAGEMENT CONTRACTS

Other than as disclosed herein, no management functions of the Company or its subsidiaries are to any substantial degree performed by a person or company other than the directors or executive officers of the Company or its subsidiaries.

APPOINTMENT OF AUDITOR

Auditor

The management of the Company intends to nominate PricewaterhouseCoopers LLP, Chartered for re-appointment as auditor of the Company. Forms of proxy given pursuant to the solicitation by the management of the Company will, on any poll, be voted as directed and, if there is no direction, for the re-appointment of PricewaterhouseCoopers LLP, Chartered Accountants, as auditor of the Company to hold office until the close of the next annual general meeting of the Company, at a remuneration to be fixed by the directors.

AUDIT COMMITTEE

The Company is a "venture issuer" as that term is defined under National Instrument 52-110 *Audit Committees*, ("NI 52-110"). NI 52-110 requires the Company, as a venture issuer, to disclose annually in its circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor.

The Company is required to have an audit committee comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company. The Company's current audit committee consists of J. Lewis Dillman, David Parry and Stephen Polakoff.

Audit Committee Charter

The text of the audit committee's charter is attached as Schedule "A" to this Circular.

Composition of Audit Committee and Independence

NI 52-110 provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with the issuer, which could, in the view of the issuer's board of directors, reasonably interfere with the exercise of the member's independent judgment. Of the Company's current audit committee members, David Parry and Stephen Polakoff are "independent" within the meaning of NI 52-110; J. Lewis Dillman is not "independent" as he is also the Chief Executive Officer of the Company.

Financial Literacy and Relevant Education and Experience

NI 52-110 provides that an individual is “financially literate” if he or she has 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. All of the members of the audit committee are financially literate as that term is defined.

J. Lewis Dillman

From 1995 to present, Mr. Dillman has been the President and CEO of Western Eagle Resources Inc, a private investment company with oil and gas interests. Mr. Dillman is a director of Abington Ventures Inc. and Kik Polymers Inc., both are listed on the Exchange.

David Parry

Mr. Parry has been working with public and private companies in the natural resource sector over the past 15 years. He has an extensive network of contacts and relationships throughout Europe, the Former Soviet Union (FSU), Asia and Africa and significant experience in mergers and acquisitions.

Stephen Polakoff

Mr. Polakoff is General Counsel with the Integra Group in Moscow, Russian Federation.

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.

Reliance on Certain Exemptions

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

- (a) the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110; or
- (b) an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*).

Pre-Approval Policies and Procedures

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

Audit Fees

The following table sets forth the fees paid by the Company and its subsidiaries to PricewaterhouseCoopers LLP, Chartered Accountants, for services rendered in the last two fiscal years:

	<u>2010</u>	<u>2009</u>
Audit fees.....	\$44,625	\$44,300
Audit-related fees.....	\$Nil	Nil
Tax fees ⁽¹⁾	\$46,790	\$6,500
All other fees ⁽²⁾	<u>\$77,840</u>	<u>Nil</u>
Total	<u>\$169,255</u>	<u>\$50,800</u>

Notes:

(1) "Tax Fees" include fees paid to the Company's external auditors for compliance and tax compliance and tax planning advice.

(2) "All Other Fees" means fees charged over and above the upper limit of the estimate given in the Audit Engagement Letter.

Exemption in Section 6.1

The Company is a "venture issuer" as defined in NI 52-110 and is relying on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-101, *Disclosure of Corporate Governance Practices*, requires all reporting issuers 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 the Company in adopting its corporate governance practices. The Company's approach to corporate governance is set out below.

Board of Directors

Management is nominating four individuals to the Company's board of directors (the "Board"), all of whom, are current directors of the Company.

The Guidelines suggest that the board of directors of every reporting issuer should be constituted with a majority of individuals who qualify as "independent" directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect "material relationship" with the Company. Of the proposed nominees, 2 are "insiders" or management directors and accordingly such persons are not considered to be "independent" within the meaning of NI 52-110. 2 do not have a direct or indirect material relationship with the Company and are considered by the Board to be independent within the meaning of NI 52-110.

The Company does not currently have a Chairman of the Board.

Directorships

The following directors of the Company are directors of other reporting issuers:

- Lewis Dillman is a director of Kik Polymers Inc. and Abington Ventures Inc.
- Sean McGrath is a director of Natan Resources Inc.

Orientation and Continuing Education

The Board does not have any formal policies with respect to the orientation of new directors nor does it take any measures to provide continuing education for the directors. At this stage of the Company's development the Board does not feel it necessary to have such policies or programs in place.

Ethical Business Conduct

To date, the Board has not adopted a formal written Code of Business Conduct and Ethics. However, the current limited size of the Company's operations, and the small number of officers and consultants, allow the Board to monitor on an ongoing basis the activities of management and to ensure that the highest standard of ethical conduct is maintained. As the Company grows in size and scope, the Board anticipates that it will formulate and implement a formal Code of Business Conduct and Ethics.

Nomination and Assessment

The Board has not adopted a formal process in respect to selecting new nominees to the Board. The Board expects that when the time comes to appoint new directors to the Board that the nominees would be recruited by the current Board members, and the recruitment process would involve both formal and informal discussions among Board members and the CEO. The Board monitors, but does not formally assess, the performance of individual Board members and their contributions.

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 the Company'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.

Compensation

The quantity and quality of the Board compensation is reviewed on an annual basis. At present, the Board is satisfied that the current compensation arrangements adequately reflect the responsibilities and risks involved in being an effective director of the Company. With respect to stock option compensation, the number of options granted is determined by the Board as a whole, which allows the directors to have input into compensation decisions. At this time, the Company does not believe its size and limited scope of operations requires a formal compensation committee.

Other Board Committees

At the present time, the only standing committee is the Audit Committee. The written charter of the Audit Committee, as required by NI 52-110, will be approved by Audit Committee in substantially the form attached in Schedule "A" to this Circular, prior to the Meeting. As the Company grows, and its operations and management structure became more complex, the Board expects it will constitute more

formal standing committees, such as a Corporate Governance Committee, and a Compensation Committee and a Nominating Committee.

PARTICULARS OF MATTERS TO BE ACTED UPON

Approval of New Stock Option Plan

The Company's stock option plan (the "**Current Plan**") was first established on December 30, 2010, allowing for the grant of stock options equal to 20% of the then issued and outstanding shares of the Company. The Company's board of directors wishes to implement a new stock option plan (the "**New Stock Option Plan**") effective subject to shareholder and regulatory approval, to allow for the purchase of shares issuable pursuant to stock options granted under the New Option Plan equal to 10% of the issued and outstanding shares of the Company on a rolling basis.

Under the New Stock Option Plan, the Company will have a "rolling" stock option plan that will allow the Company to issue up to 10% of the Company's issued and outstanding common shares at any given time.

The purpose of the New Stock Option Plan will be to provide an incentive to the directors, officers, employees, and consultants to continue their involvement with the Company and to increase their efforts on the Company's behalf by allowing the Company to grant stock options to directors, officers, employees and consultants as additional compensation and as an opportunity to participate in the growth of the Company. The granting of such stock options is intended to align the interests of such persons with that of the Company.

Stock options will be exercisable over periods of up to 10 years as determined by the Board and are required to have an exercise price no less than the closing price of the Company's shares traded through the stock exchange on which the Company's shares are then trading on the date preceding the date of grant, less any discount permitted by the stock exchange. The maximum number of common shares which may be issued pursuant to stock options previously granted and those granted under the New Stock Option Plan will be 10% of the issued and outstanding common shares of the Company at the time of grant. In addition, the number of shares which may be reserved for issuance to any one individual may not exceed 5% of the issued shares on a yearly basis or not more than 2% of the issued shares on a yearly basis if granted to any one consultant or to any one employee engaged in investor relations activities.

Stock options shall be subject to vesting at the discretion of the Board. The New Stock Option Plan provides that if a change of control, as defined therein, occurs, all shares subject to stock options shall immediately become vested and may thereupon be exercised in whole or in part by the stock option holder.

Any stock options granted pursuant to the New Stock Option Plan will terminate within 60 days of the stock option holder ceasing to act as a director, officer, employee or consultant of the Company unless such cessation is on account of death or the stock option holder is engaged primarily to provide investor relations activities. Any stock options granted to a stock option holder engaged primarily to provide investor relations activities will terminate within 30 days of the stock option holder ceasing to be employed in such capacity. If such cessation is on account of death, the stock options terminate on the earlier of one year of the stock option holder's death and the expiration date of the stock options.

The New Stock Option Plan, and any material amendments thereto, must be approved by a majority of the votes cast by shareholders. The New Stock Option Plan is subject to approval by the Exchange.

The full text of the New Stock Option Plan will be available for review at the Meeting.

At the Meeting, the shareholders will be asked to pass the following resolution:

“RESOLVED as a ordinary resolution that the New Stock Option Plan is hereby approved and confirmed and the directors and officers of the Company be authorized and directed to perform such acts and deeds and things and execute all such documents, agreements and other writings as may be required to give effect to the true intent of this resolution.”

General Matters

It is not known whether any other matters will come before the Meeting other than those set forth above and in the Notice of Meeting, but if any other matters do arise, the person named in the Proxy intends to vote on any poll, in accordance with his or her best judgement, exercising discretionary authority with respect to amendments or variations of matters set forth in the Notice of Meeting and other matters which may properly come before the Meeting or any adjournment of the Meeting.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on SEDAR at www.sedar.com. Financial information about the Company is provided by the Company’s comparative annual audited financial statements to December 31, 2010 a copy of which, together with Management’s Discussion and Analysis thereon, can be found on SEDAR. Additional financial information concerning the Company may be obtained by any securityholder of the Company free of charge by contacting the Company at 604-893-7011.

BOARD APPROVAL

The contents of this Circular have been approved and its mailing authorized by the directors of the Company.

DATED at Vancouver, British Columbia, the 21st day of September, 2011.

ON BEHALF OF THE BOARD

(signed) “J. Lewis Dillman”

J. Lewis Dillman,
President

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

The following is a text of the Audit Committee's Charter:

1. Overall Purpose/ Objectives

The Audit Committee will assist the Board of Directors in fulfilling its responsibilities. The Audit Committee will review the financial reporting process, the system of internal control and management of financial risks and the audit process. In performing its duties, the committee will maintain effective working relationships with the Board of Directors, management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each committee member will obtain an understanding of the responsibilities of committee membership as well as the Company's business, operations and risks.

2. Authority

The Board authorizes the audit committee, within the scope of its responsibilities, to seek any information it requires from any employee and from external parties, to obtain outside legal or professional advice, to set and pay the compensation for any advisors employed by the Audit Committee, to ensure the attendance of the Company's officers at meetings as appropriate and to communicate directly with the Company's external auditors.

3. Organization

Membership

The Audit Committee will be comprised of at least three members, a majority of which are not officers or employees of the Company .

The Chairperson of the Audit Committee will not be nominated by the Audit Committee from the members of the Audit Committee which are not officers or employees of the Company, or a company associated or affiliated with the Company, from time to time.

A quorum for any meeting will be two members.

The secretary of the Audit Committee will be the Company's secretary, or such person as nominated by the Chairperson.

Attendance at Meetings

The Audit Committee may invite such other persons (e.g. The President or Chief Financial Officer) to its meetings, as it deems appropriate.

Meetings shall be held not less than four times a year. Special meetings shall be convened as required. External auditors may convene a meeting if they consider that it is necessary.

The proceedings of all meetings will be minuted.

4. **Roles and Responsibilities**

The Audit Committee will:

- Gain understanding of whether internal control recommendations made by external auditors have been implemented by management.
- Gain an understanding of the current areas of greatest financial risk and whether management is managing these effectively.
- Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- Review any legal matters which could significantly impact the financial statements as reported on by the general counsel whenever deemed appropriate.
- Review the annual and quarterly financial statements including Management's Discussion and Analysis and annual and interim earnings press releases prior to public dissemination, including any certification, report, opinion, or review rendered by the external auditors and determine whether they are complete and consistent with the information known to committee members; determine that the auditors are satisfied that the financial statements have been prepared in accordance with generally accepted accounting principles.
- Pay particular attention to complex and/ or unusual transactions such as those involving derivative instruments and consider the adequacy of disclosure thereof.
- Focus on judgmental areas, for example those involving valuation of assets and liabilities and other commitments and contingencies.
- Review audit issues related to the Company's material associated and affiliated companies that may have a significant impact on the Company's equity investment.
- Meet with the management and the external auditors to review the annual financial statements and the results of the audit.
- Review the interim financial statements and disclosures, and obtain explanations from management on whether:
 - (a) actual financial results for the interim period varied significantly from budgeted or projected results;
 - (b) generally accepted accounting principals have been consistently applied;
 - (c) there are any actual or proposed changes in accounting or financial reporting practices;
 - (d) there are any significant or unusual events or transactions which require disclosure and, if so, consider the adequacy of that disclosure; and
 - (e) review the external auditors' proposed audit scope and approach and ensure no justifiable restriction or limitations have been placed on the scope.

- Review the performance of the external auditors and approve in advance provision of services other than auditing. Consider the independence of the external auditors, including reviewing the range of services provided in the context of all consulting services brought by the Company. The Board authorizes the Chairperson of the Audit Committee to pre-approve any non-audit or additional audit work which the Chairperson deems as necessary and to notify the other members of the Audit Committee of such non-audit or additional work.
- Make recommendations to the Board regarding the reappointment of the external auditors and the compensation to be paid to the external auditor.
- Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- Establish a procedure for:
 - (a) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
 - (b) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters.
- Meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately.
- Endeavour to cause the receipt and discussion on a timely basis of any significant findings and recommendations made by the external auditors.
- Ensure that the Board is aware of matters which may significantly impact the financial condition or affairs of the business.
- Perform other functions as requested by the full Board.
- If necessary, institute special investigations and, if appropriate, hire special counsel or experts to assist, and set out the compensation to be paid to such special counsel or other experts.
- Review and recommend updates to the charter; receive approval of changes from the Board.