



INFORMATION CIRCULAR

(Containing information as at July 23, 2012 unless indicated otherwise)

This Information Circular is furnished in connection with the solicitation of proxies by the management of Meadow Bay Gold Corporation (the “**Company**”) for use at the annual general and special meeting (the “**Meeting**”) of its shareholders to be held on **August 29, 2012** at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

In this Information Circular, references to “the Company”, “we” and “our” refer to Meadow Bay Gold Corporation. “**Common Shares**” means common shares without par value in the capital of the Company. “**Beneficial Shareholders**” means shareholders who do not hold Common Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company at nominal cost. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “**Proxy**”) are officers and/or directors of the Company. **IF YOU ARE A SHAREHOLDER ENTITLED TO VOTE AT THE MEETING, YOU HAVE THE RIGHT TO APPOINT A PERSON OR COMPANY OTHER THAN EITHER OF THE PERSONS DESIGNATED IN THE PROXY, WHO NEED NOT BE A SHAREHOLDER, TO ATTEND AND ACT FOR YOU AND ON YOUR BEHALF AT THE MEETING. YOU MAY DO SO EITHER BY INSERTING THE NAME OF THAT OTHER PERSON IN THE BLANK SPACE PROVIDED IN THE PROXY OR BY COMPLETING AND DELIVERING ANOTHER SUITABLE FORM OF PROXY.** If your Common Shares are held in physical form (ie. paper form) and are registered in your name, then you are a registered shareholder (“**Registered Shareholder**”). However, if, like most shareholders, you keep your Common Shares in a brokerage account, then you are a Beneficial Shareholder. The manner for voting is different for Registered Shareholders and Beneficial Shareholders. The instructions below should be read carefully by all shareholders.

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors,
- (b) any amendment to or variation of any matter identified therein, and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified or where both choices have been specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.

Registered Shareholders

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

- (a) completing, dating and signing the enclosed form of Proxy and returning it to the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), by mail or by hand to the 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1;
- (b) using a touch-tone phone to transmit voting choices to a toll-free number. Registered Shareholders must follow the instructions of the voice response system and refer to the enclosed Proxy form for the holder's account number and the Proxy control number; or
- (c) using the Internet through the website of the Company's transfer agent at www.investorvote.com. Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed Proxy form for the holder's account number and the Proxy control number.

In all cases ensuring that the Proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the Proxy is to be used.

Should you wish to contact Computershare, please refer to the following:

General Shareholder Inquiries:

By phone:	1-800-564-6253
By fax:	1-866-249-7775
By email:	service@computershare.com
By regular mail:	Computershare Investor Services Inc. 100 University Avenue, 9 th Floor Toronto, ON M5J 2Y1

Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares).

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In the United States, the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

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**").

The Company is taking advantage of the provisions of National Instrument 54-101 of the Canadian Securities Administrators, which permit it to directly deliver Proxy-related materials to its NOBOs. As a result NOBOs can expect to receive a scannable Voting Instruction Form (a “**VIF**”) from Computershare. These VIFs are to be completed and returned to Computershare in the envelope provided or by facsimile. In addition, Computershare provides both telephone voting and Internet voting as described on the VIF itself which contain complete instructions. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

These securityholder materials are being sent to both registered and non-registered owners of the securities of the Company. If you are a non-registered owner, and the Company 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.

By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in your request for voting instructions.

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting.

The form of Proxy supplied to you by your broker will be similar to the Proxy provided to Registered Shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in the United States and in Canada. Broadridge mails a similar voting information form (the “**Broadridge VIF**”) in lieu of a Proxy provided by the Company. The Broadridge VIF will appoint the same persons as the Company’s Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), other than the persons designated in the Broadridge VIF, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided in the Broadridge VIF. The completed Broadridge VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge’s instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **If you receive a Broadridge VIF, you cannot use it to vote Common Shares directly at the Meeting – the Broadridge VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have the Common Shares voted.**

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your broker, you, or a person designated by you, may attend at the Meeting as proxyholder for your broker and vote your Common Shares in that capacity. **If you wish to attend at the Meeting and indirectly vote your Common Shares as proxyholder for your broker, or have a person designated by you do so, you should enter your own name, or the name of the person you wish to designate, in the blank space on the voting instruction form provided to you and return the same to your broker in accordance with the instructions provided by such broker, well in advance of the Meeting.**

Alternatively, you can request in writing that your broker send you a legal Proxy which would enable you, or a person designated by you, to attend at the Meeting and vote your Common Shares.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a Registered Shareholder who has given a Proxy may revoke it by:

- (a) executing a Proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the Registered Shareholder or the Registered Shareholder’s authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the Proxy bearing a later date to

Computershare or at the address of the registered office of the Company at Suite 2300, Bentall 5, 550 Burrard Street, Box 30, Vancouver, British Columbia, V6C 2B5, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or

- (b) personally attending the Meeting and voting the Registered Shareholder's Common Shares.

A revocation of a Proxy will not affect a matter on which a vote is taken before the revocation.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year end of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors, the appointment of the auditor and as may be set out herein. Directors and executive officers may, however, be interested in the annual approval of the Company's stock option plan as detailed in "Particulars of Matters to be Acted Upon – Stock Option Plan".

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Common Shares of the Company are listed for trading under the symbol, "MAY" on the Toronto Stock Exchange (the "TSX"), and on the OTCQX under the symbol, MAYFG, and on the Frankfurt Stock Exchange under the symbol, WKN:A1H85H, 20M. The Company is authorized to issue an unlimited number of Common Shares without par value, each carrying the right to one vote. The board of directors (the "Board") of the Company has fixed July 23, 2012 as the record date (the "Record Date") for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of Proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

As at the Record Date, there were 45,786,094 Common Shares issued and outstanding, each carrying the right to one vote.

On a show of hands, every individual who is present and is entitled to vote as a shareholder or as a representative of one or more corporate shareholders will have one vote, and on a poll every shareholder present in person or represented by a Proxy and every person who is a representative of one or more corporate shareholders, will have one vote for each Common Share registered in that shareholder's name on the list of shareholders as at the Record Date, which is available for inspection during normal business hours at Computershare and will be available at the Meeting.

To the knowledge of the directors and executive officers of the Company, no persons or corporations beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying 10% or more of the voting rights attached to all outstanding Common Shares of the Company as at the Record Date.

The following documents that have been filed with the securities commissions or similar regulatory authority in British Columbia, Alberta and Ontario are incorporated by reference in this Information Circular:

- (a) Financial statements for the year ended March 31, 2012, the report of the auditors and related management discussion and analysis were filed on SEDAR on June 29, 2012; and
- (b) Annual Information Form for the year ended March 31, 2012 was filed on SEDAR on July 6, 2012.

Copies of documents incorporated herein by reference are available for review by the public on SEDAR at www.sedar.com and may also be obtained by a shareholder upon request without charge from the Corporate

Secretary of the Company at Suite 804 – 750 West Pender Street, Vancouver, B.C., V6C 2T7, telephone: (604) 682-2928; fax (604) 685-6905.

Votes Necessary to Pass Resolutions

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

SETTING NUMBER OF DIRECTORS

The persons named in the enclosed Proxy intend to vote in favour of fixing the number of directors at four (4). The Board proposes that the number of directors remain at four. Shareholders will therefore be asked to approve an ordinary resolution that the number of directors elected be fixed at four.

ELECTION OF DIRECTORS

The term of office of each of the current directors expires at the conclusion of the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia), each director elected will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

The following table sets out the names of management's nominees for election as a director (a "proposed director"), the province and country in which he is ordinarily resident, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment for the five preceding years for new director nominees, the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the Record Date.

Name of Nominee, Province and Country of Ordinary Residence and Positions Held with the Company	Occupation, Business or Employment ⁽¹⁾	Director of the Company Since	Common Shares Beneficially Owned or Controlled, or Directed, Directly or Indirectly ⁽¹⁾
Robert Dinning ⁽²⁾ British Columbia, Canada <i>Chairman, CEO and Director</i>	Self-employed management consultant and chartered accountant with over 40 years experience in junior mining industry. Chairman of Paramount Gold and Silver Corp. operating in Mexico (San Miguel) and Nevada (Sleeper Gold Mine); President and CEO of Simba Energy Inc., an oil and gas exploration company; and former CFO of ATAC Resources Ltd.	January 14, 2011	396,200 ⁽³⁾
Adrian Robertson ⁽²⁾ British Columbia, Canada <i>Director</i>	Self-employed engineering and administrative consultant and corporate pilot since July 2010. Consulting and operating experience at Golder Associates, Vale Inco (formerly Inco Ltd.), Teck Cominco and TVX Inc.	September 16, 2010	Nil ⁽⁴⁾

Name of Nominee, Province and Country of Ordinary Residence and Positions Held with the Company	Occupation, Business or Employment ⁽¹⁾	Director of the Company Since	Common Shares Beneficially Owned or Controlled, or Directed, Directly or Indirectly ⁽¹⁾
Charles William (Bill) Reed Arizona, USA <i>Director</i>	Professional geologist. Formerly VP, Exploration and co-founder of Paramount Gold and Silver Corp.; Chief Geologist (Mexico) for Minera Hecla S.A. de C.V., a subsidiary of Hecla Mining; Regional Geologist for Echo Bay. Holds a Bachelor of Science degree from the University of Utah and is a Registered Professional Geologist in the State of Utah.	February 24, 2011	Nil ⁽⁵⁾
Jordan Estra⁽²⁾ Florida, USA <i>Director</i>	President, CEO and director of Ensurge Inc. Research analyst and global metals/mining team leader for major investment banks, including SG Warburg (now UBS), Merrill Lynch, BT Alex Brown (now Deutsche Bank) and Oppenheimer. Finance, Marketing and Strategic Business Development experience at AMAX Inc.	March 11, 2011	Nil ⁽⁶⁾

- (1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees. Each nominee has held the same or a similar principal occupation with the organization indicated or a predecessor thereof for the last five years. For details of occupation, business or employment, see "Audit Committee and Relationship with Auditor – Relevant Education and Experience" in the Annual Information Form for the year ended March 31, 2012 which was filed on SEDAR at www.sedar.com on July 6, 2012, which is incorporated herein by reference.
- (2) Denotes member of Audit Committee.
- (3) The Company granted options to Mr. Dinning to purchase (i) 200,000 Common Shares at an exercise price of \$0.15 per share expiring January 11, 2016, which options were fully exercised on July 5, 2012, (ii) 200,000 Common Shares at an exercise price of \$1.24 per Common Share expiring March 13, 2016, and (iii) 100,000 Common Shares at an exercise price of \$1.16 per Common Share expiring January 27, 2016. On July 30, 2012, the TSX approved the repricing of a total of 300,000 options held by Mr. Dinning, to \$0.45 per share, subject to shareholder approval. See "Particulars of Others Matters to be Acted Upon – Repricing of Previously Granted Stock Options".
- (4) The Company granted options to Mr. Robertson to purchase 50,000 Common Shares at an exercise price of \$0.15 per Common Share expiring September 16, 2015.
- (5) The Company granted options to Mr. Reed to purchase (i) 100,000 Common Shares at an exercise price of \$1.24 per Common Share expiring March 13, 2016, and (ii) 100,000 Common Shares at an exercise price of \$1.16 per Common Share expiring January 27, 2016. On July 30, 2012, the TSX approved the repricing of a total of 200,000 options held by Mr. Reed, to \$0.45 per share, subject to shareholder approval. See "Particulars of Others Matters to be Acted Upon – Repricing of Previously Granted Stock Options".
- (6) The Company granted options to Mr. Estra to purchase 200,000 Common Shares at an exercise price of \$1.24 per Common Share expiring March 13, 2016. On July 30, 2012, the TSX approved the repricing of a total of 200,000 options held by Mr. Estra, to \$0.45 per share, subject to shareholder approval. See "Particulars of Others Matters to be Acted Upon – Repricing of Previously Granted Stock Options".

None of the proposed directors of the Company is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and officers of the Company acting solely in such capacity.

CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES

Except as disclosed below, to the best of the Company's knowledge, as at the date of this Information Circular, and within the last 10 years before the date of this Information Circular, no proposed director (or any of their personal holding companies) of the Company was a director, chief executive officer or chief financial officer of any company (including the Company) that:

- (a) was subject to a cease trade or similar order (“**CTO**”) or an order denying the relevant company access to any exemptions under securities legislation, for more than 30 consecutive days while that person was acting in the capacity as director, executive officer or chief financial officer; or
- (b) was the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under securities legislation in each case for a period of 30 consecutive days, that was issued after the person ceased to be a director, chief executive officer or chief financial officer in the company and which resulted from an event that occurred while that person was acting in the capacity as director, executive officer or chief financial officer; or

Robert Dinning is a director of Apolo Gold & Energy Inc. On December 15, 2009, the British Columbia Securities Commission (“**BCSC**”) issued Mr. Dinning a CTO as a result of failure to file an insider report in accordance with the *Securities Act* (British Columbia). Mr. Dinning subsequently filed the required insider report and the BCSC issued an order on January 12, 2011 to revoke the CTO.

Mr. Dinning was a director of Industrial Minerals Inc., a Delaware company exploring for graphite, listed on the OTC. In 2009 a CTO was issued regarding deficiencies in a technical report, which was subsequently resolved by management. A further CTO was issued for failure to file financial statements in British Columbia. Financials were filed and the CTO was removed. Mr. Dinning resigned as a director on May 10, 2010.

Mr. Dinning is currently a director of Paramount Gold & Silver Corp., an exploration company with properties in Mexico and Nevada. An issue arose with the SEC as part of a 26 Company investigation by the SEC, which was resolved when the SEC declared that this company had done nothing wrong. A CTO was issued in 2008 and subsequently removed when the SEC closed the file.

Mr. Dinning is also a director of Samena Resources Corp., which was subject to CTOs issued by: (i) the BCSC on February 4, 2010; (ii) the Alberta Securities Commission on February 2, 2010; and (iii) the Manitoba Securities Commission on March 2, 2010, as a result of its failure to file its annual financial statements and annual MD&A for the year ended September 30, 2009. This company has been dormant since 2009 and in the process of being dissolved.

No director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

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

None of the proposed directors (or any of their personal holding companies) has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

APPOINTMENT OF AUDITOR

Meyers Norris Penny LLP, Chartered Accountants & Business Advisors, of 2300 – 1055 Dunsmuir Street, Vancouver, British Columbia, V7X 1J1, will be nominated at the Meeting for reappointment as auditor of the Company at a remuneration to be fixed by the Board. Meyers Norris Penny LLP was first appointed the auditor of the Company on May 15, 2011.

AUDIT COMMITTEE

Under National Instrument 52-110 *Audit Committees*, companies are required to provide disclosure with respect to their audit committee, including the text of the audit committee's charter, the composition of the audit committee and the fees paid to the external auditor. This information is provided in the Company's Annual Information Form dated July 6, 2012 with respect to the fiscal year ended March 31, 2012. The Annual Information Form is available for review by the public on SEDAR at www.sedar.com and may also be obtained by a shareholder upon written request without charge from the Corporate Secretary of the Company at Suite 804 – 750 West Pender Street, Vancouver, B.C., V6C 2T7, telephone: (604) 682-2928; fax (604) 685-6905.

CORPORATE GOVERNANCE

General

Corporate governance refers to the policies and structure of the Board of a company whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the Board from executive management and the adoption of policies to ensure the Board recognizes the principles of good management. The Board is committed to sound corporate governance practices, as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

The Canadian Securities Administrators have adopted National Policy 58-201 *Corporate Governance Guidelines*, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers. In addition, the Canadian Securities Administrators has implemented National Instrument 58-101F1 *Corporate Governance Disclosure*, which requires issuers to disclose their corporate governance practices. This section sets out the Company's approach to corporate governance and addresses the Company's compliance with this instrument.

Board of Directors

Independent Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A "material relationship" is a relationship which could, in the view of the Company's Board, be reasonably expected to interfere with the exercise of a director's independent judgment.

The Company's Board facilitates its exercise of independent judgement in carrying out its responsibilities by carefully examining issues and consulting with outside counsel and other advisors in appropriate circumstances. The Company's Board requires management to provide complete and accurate information with respect to the Company's activities and to provide relevant information concerning the industry in which the Company operates in order to identify and manage risks. The Company's Board is responsible for monitoring the Company's officers, who in turn are responsible for the maintenance of internal controls and management information systems.

The majority of the Board is independent, and one director is an officer of the Company. The independent directors are Adrian Robertson, Charles William (Bill) Reed and Jordan Estra. The sole non-independent director is Robert Dinning (Chairman and CEO).

Directorships in Other Reporting Issuers

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

Director	Other Public Company Directorships	Date Since
Robert Dinning	Paramount Gold & Silver Corp.	March 2008
	Simba Energy Inc.	September 2009
	Metron Capital Corp.	April 2010
	Apolo Gold & Energy, Inc.	January 2011
Adrian Robertson	Urastar Gold Corp.	December 2010
	Silver Pursuit Resources Ltd.	December 2010
Charles William (Bill) Reed	Otis Gold Corp.	March 2010
	Urastar Gold Corp.	April 2010
	Zonte Metals Inc.	December 2009
Jordan Estra	Ensurge, Inc.	July 2010
	Searchlight Minerals Corp.	March 2010
	Starcore International Mines Ltd.	April 2010

Independent Director Meetings

The independent directors of the Company do not hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. The Board encourages independent Board members to discuss all matters with both other independent directors and non-independent directors and management in order that they are fully informed and apprised of all matters necessary to make objective decisions as directors.

The Chairman of the Board is non-independent. The independent directors have not appointed a lead director of its independent directors. The Board consists of four directors in total and there is consistent and frequent communication between the four directors on all matters affecting the operation of the Company.

Board Meeting Attendance

From April 1, 2011 to March 31, 2012, the attendance record of directors was as follows:

Directors	Board Meetings⁽¹⁾	Audit Committee Meetings
Number of meetings	5	4
Robert Dinning	5/5	4/4
Adrian Robertson	5/5	4/4
Charles William (Bill) Reed	5/5	N/A
Jordan Estra ⁽²⁾	5/5	4/4

⁽¹⁾ Includes both regularly scheduled and additional meetings.

Board Mandate

The Board is empowered by governing corporate law, the Company's Articles and the Corporate Governance Policy to manage or supervise the management of the affairs and business of the Company.

Long-term strategies with respect to the Company's operations are developed by senior management of the Company and are considered and, if appropriate, adopted by the Board. These strategies are reviewed and updated as required.

The Board is responsible for identifying the principal risks of the Company's business and has committed, with management, to establish and maintain systems and procedures to ensure that these risks are monitored. These systems and procedures include the effective management of the Company's assets and financial resources, and ensuring compliance with all regulatory obligations.

The Board is responsible for the supervision of senior management to ensure that the operations of the Company are conducted in accordance with objectives set by the Board. All appointments of senior management positions are approved by the Board. As part of the Company's planning process, the Board reviews and discusses succession planning for senior management positions.

The Company's communications system ensures that all material issues relating to the Company are adequately communicated to shareholders and other stakeholders. The system includes provision of annual and quarterly reports and press releases.

The Company, through its Audit Committee, reviews compliance of financial reporting with accounting principles and appropriate internal controls. The Audit Committee meets quarterly with the Company's external auditors.

Position Descriptions

The Board has not developed written position descriptions for the chair of each committee.

The Board also does not have a written position description for the Chief Executive Officer. However, the Board defines the role of the CEO through reference to industry norms and past practice, and through reference to the terms of his contract. The CEO is responsible for carrying out all strategic plans and policies as established by the Board. The CEO is required to report to the Board and advise and make recommendations to the Board. The CEO also facilitates communications between the Board and other members of management, employees and shareholders.

Orientation and Continuing Education

The Board has not developed a formal orientation policy for new directors. When new directors are appointed, they receive an orientation, commensurate with their previous experience, on the Company's properties, business, technology and industry and on the responsibilities of directors.

In order to ensure that directors maintain the skill and knowledge necessary to meet their obligations as directors, the Company encourages its directors to take director education and training courses offered by post-secondary institutions. Directors are reimbursed for the expense of these training courses.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual directors' participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company. Further, the Company's auditor has full and unrestricted access to the audit committee at all times to discuss the audit of the Company's financial statements and any related findings as to the integrity of the financial reporting process.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation

The Board as a whole determines compensation for the directors and the Chief Executive Officer.

Other Board Committees

The Board has no other committees other than the audit committee.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Compensation, Philosophy and Objectives

The Company does not have a formal compensation program. The Board meets to discuss and determine management compensation, without reference to formal objectives, criteria or analysis. The general objectives of the Company's compensation strategy are to (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value; (b) align management's interests with the long-term interests of shareholders; (c) provide a compensation package that is commensurate with other junior mineral exploration companies to enable the Company to attract and retain talent; and (d) ensure that the total compensation package is designed in a manner that takes into account the constraints that the Company is under by virtue of the fact that it is a junior mineral exploration company without a history of earnings.

The Board, as a whole, ensures that total compensation paid to all Named Executive Officers ("NEOs"), as hereinafter defined, is fair and reasonable. The Board relies on the experience of its members as officers and directors with other junior mining companies in assessing compensation levels.

Analysis of Elements

Base salary is used to provide the NEOs a set amount of money during the year with the expectation that each NEO will perform his responsibilities to the best of his ability and in the best interests of the Company.

The Company considers the granting of incentive stock options to be a significant component of executive compensation as it allows the Company to reward each NEO's efforts to increase value for shareholders without requiring the Company to use cash from its treasury. Stock options are generally awarded to executive officers at the commencement of employment and periodically thereafter. The terms and conditions of the Company's stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Company's existing stock option plan dated for reference August 21, 2008 (the "Plan") (also defined as the "Existing Plan" under Particulars of Matters to be Acted Upon – Stock Option Plan").

Long Term Compensation and Option-Based Awards

The Company has no long-term incentive plans other than its Plan. The Company's directors and officers and certain consultants are entitled to participate in the Plan. The Plan is designed to encourage share ownership and entrepreneurship on the part of the senior management and other employees. The Board believes that the Plan aligns the interests of the NEO and the Board with shareholders by linking a component of executive compensation to the longer term performance of the Company's Common Shares.

Options are granted by the Board. In monitoring or adjusting the option allotments, the Board takes into account its own observations on individual performance (where possible) and its assessment of individual contribution to shareholder value, previous option grants and the objectives set for the NEOs and the Board. The scale of options is generally commensurate to the appropriate level of base compensation for each level of responsibility.

In addition to determining the number of options to be granted pursuant to the methodology outlined above, the Board also makes the following determinations:

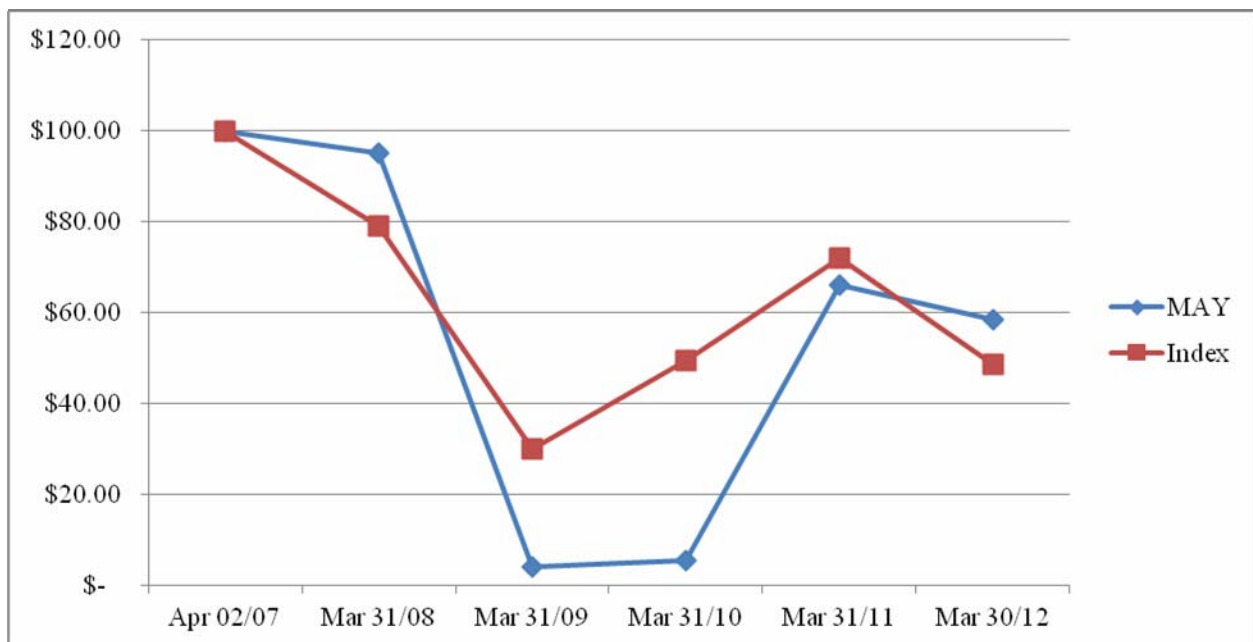
- parties who are entitled to participate in the Plan;
- the exercise price of each option will be set by the Board by calculating the volume weighted average trading price of the Company's Common Shares on the TSX for the five trading days immediately preceding the date of grant, and may not be priced reflecting a discount to the market price at the time of grant;
- the date on which each option is granted;
- the vesting period, if any, for each stock option;
- other material terms and conditions of each stock option grant; and
- any re-pricing or amendment to a stock option grant, subject to regulatory and shareholder approval.

The Board makes these determinations subject to and in accordance with the provisions of the Plan. The Board reviews and approves grants of options on an annual basis and periodically during a financial year. For amendments to stock options approved by the Board, see "Particulars of Other Matters – Stock Option Plan – Amendments to the New Plan – Amendments Approved by the Board".

Performance graph

The following is a line graph showing the Company's cumulative total shareholder return of its Common Shares over the five most recently completed financial years, assuming that \$100 was invested on the first day of the period (April 2, 2007), compared to the cumulative total return of the S&P/TSX Venture Composite Index up to January 13, 2012 (when the Company's Common Shares were delisted from the TSX Venture Exchange) and thereafter to the cumulative total return of the S&P/TSX Composite Index.

The data has been adjusted to reflect the consolidation, effective February 10, 2010, of the Company's Common Shares at a ratio of 3 old for 1 new common share. The graph assumes that dividends are reinvested.



	Apr 02/07	Mar 31/08	Mar 31/09	Mar 31/10	Mar 31/11	Mar 30/12
MAY	\$100.00	\$95.24	\$3.97	\$5.29	\$66.14	\$58.40
Index	\$100.00	\$78.92 ⁽¹⁾	\$29.99 ⁽¹⁾	\$49.42 ⁽¹⁾	\$71.97 ⁽¹⁾	\$48.68 ⁽²⁾

(1) Compared to the cumulative total return of the S&P/TSX Venture Composite Index up to January 13, 2012.

(2) Compared to the cumulative total return of the S&P/TSX Composite Index beginning January 16, 2012.

SUMMARY COMPENSATION TABLE

In this section, a “Named Executive Officer” (“**NEO**”) includes (i) the CEO, (ii) the CFO, (iii) each of the three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers as at the end of the most recently completed financial year of March 31, 2012, and whose total compensation was more than \$150,000; and (iv) any additional individuals for whom disclosure would have been required except that the individual was not serving as an officer of the Company at the end of the most recently completed financial year.

The following table sets forth compensation paid to the Company's NEOs during the three most recent financial years ended March 31, 2012, 2011 and 2010:

Name and principal position	Year ⁽¹⁾	Salary (\$) ⁽²⁾	Share-based awards (\$)	Option-based awards (\$) ⁽³⁾	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$) ⁽²⁾
					Annual incentive plans (\$)	Long-term incentive plans (\$)			
Robert Dinning ⁽⁴⁾ Chairman & CEO	2012	Nil	Nil	Nil ⁽⁵⁾	Nil	Nil	Nil	135,000 ⁽⁶⁾	135,000 ⁽⁶⁾
	2011	Nil	Nil	328,479	Nil	Nil	Nil	25,000 ⁽⁶⁾	353,479
	2010	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Keith Margetson ⁽⁷⁾ CFO	2012	Nil	Nil	Nil ⁽⁸⁾	Nil	Nil	Nil	36,500 ⁽⁶⁾	36,500 ⁽⁶⁾
	2011	Nil	Nil	154,513	Nil	Nil	Nil	Nil	153,513
	2010	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Ed Claggett ⁽⁹⁾ Former President & CEO	2012	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2011	Nil	Nil	2,324 ⁽¹⁰⁾	Nil	Nil	Nil	\$437 ⁽¹¹⁾	\$,761
	2010	Nil	Nil	Nil	Nil	Nil	Nil	\$6,219 ⁽¹¹⁾	\$6,219
Terry Fields ⁽¹²⁾ Former President & CEO, and CFO & Secretary	2012	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2011	Nil	Nil	54,801 ⁽¹³⁾	Nil	Nil	Nil	6,844 ⁽¹¹⁾	61,645
	2010	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

- (1) Financial years ended March 31.
- (2) All amounts shown were paid in Canadian currency, the reporting currency of the Company.
- (3) Figures represent the grant date fair value of the options. The Company used the Black-Scholes option pricing model for calculating such fair value, as such model is commonly used by junior public companies. Assumptions used for such calculations include a risk free interest rate of 88% - 2.51% annualized volatility of 132.3% - 273.7% and a dividend rate of zero percent.
- (4) Mr. Dinning has served as Chairman and CEO since January 14, 2011.
- (5) The Company granted options to Mr. Dinning to purchase (i) 200,000 Common Shares at an exercise price of \$0.15 per share expiring January 11, 2016, which options were fully exercised on July 5, 2012, (ii) 200,000 Common Shares at an exercise price of \$1.24 per Common Share expiring March 13, 2016, and (iii) 100,000 Common Shares at an exercise price of \$1.16 per Common Share expiring January 27, 2016. On July 30, 2012, the TSX approved the repricing of a total of 300,000 options held by Mr. Dinning, to \$0.45 per share, subject to shareholder approval. See “Particulars of Others Matters to be Acted Upon – Repricing of Previously Granted Stock Options”.
- (6) Consulting fees.
- (7) Mr. Margetson has served as CFO since March 15, 2011.
- (8) The Company granted options to Mr. Margetson to purchase 150,000 Common Shares at an exercise price of \$1.24 per share expiring March 13, 2016. On July 30, 2012, the TSX approved the repricing of a total of 150,000 options held by Mr. Margetson, to \$0.45 per share, subject to shareholder approval. See “Particulars of Others Matters to be Acted Upon – Repricing of Previously Granted Stock Options”.
- (9) Mr. Claggett served as President and CEO from January 30, 2009 to January 14, 2011.
- (10) The Company granted options to Mr. Claggett to purchase 40,000 Common Shares at an exercise price of \$0.30 per share expiring September 18, 2011, which options were fully exercised on February 4, 2011.
- (11) Consulting fees and reimbursement of travel expenses.
- (12) Mr. Fields served as President and CEO until December 12, 2008, CFO from February 24, 2009 to March 15, 2009 and Secretary from February 24, 2009 to January 11, 2011.
- (13) The Company granted options to Mr. Fields to purchase (i) 37,500 Common Shares at an exercise price of \$0.30 per share expiring September 18, 2011, which options were fully exercised on August 16, 2011, (ii) 40,000 Common shares at an exercise price of \$0.15 per share expiring April 11, 2015, which options were fully exercised on October 24, 2011, (iii) 10,000 Common Shares at an exercise price of \$0.15 per share expiring January 11, 2016, which options were fully exercised on August 16, 2011, and (iv) 50,000 Common Shares at an exercise price of \$1.16 per share expiring January 27, 2016. On July 30, 2012, the TSX approved the repricing of a total of 50,000 options held by Mr. Fields as a consultant, to \$0.45 per share. See “Particulars of Others Matters to be Acted Upon – Repricing of Previously Granted Stock Options”.

INCENTIVE PLAN AWARDS

Outstanding Option-Based Awards

The following table sets out all option-based awards outstanding as at March 31, 2012 for each NEO. There were no share-based awards granted to any of the NEOs:

Option-based Awards				
Name and Principal Position	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾
Robert Dinning ⁽²⁾ Chairman & CEO	200,000 ⁽³⁾	\$0.15	January 11, 2016	\$180,000
	100,000 ⁽⁴⁾	\$1.16 ⁽⁴⁾	January 27, 2016	Nil
	200,000 ⁽⁴⁾	\$1.24 ⁽⁴⁾	March 13, 2016	Nil
Keith Margetson ⁽⁵⁾ CFO	150,000 ⁽⁴⁾	\$1.24 ⁽⁴⁾	March 13, 2016	Nil
Ed Claggett ⁽⁶⁾ Former President & CEO	Nil	N/A	N/A	N/A
Terry Fields ⁽⁷⁾ Former President & CEO, and CFO & Secretary	50,000 ⁽⁷⁾	\$1.16 ⁽⁷⁾	January 27, 2016	Nil

- (1) This amount is calculated as the difference between the market value of the securities underlying the options on March 30, 2012, being the last trading day of the Company's Common Shares for the financial year ended March 31, 2012, which was \$1.05, and the exercise price of the option.
- (2) Mr. Dinning has served as Chairman and CEO since January 14, 2011.
- (3) Mr. Dinning exercised 200,000 options at \$0.15 per share on July 5, 2012.
- (4) On July 30, 2012, the TSX approved the repricing of these options to \$0.45 per share, subject to shareholder approval. See "Particulars of Others Matters to be Acted Upon – Repricing of Previously Granted Stock Options".
- (5) Mr. Margetson has served as CFO since March 15, 2011.
- (6) Mr. Claggett served as President and CEO from January 30, 2009 to January 14, 2011.
- (7) Mr. Fields served as President and CEO until December 12, 2008, CFO from February 24, 2009 to March 15, 2009 and Secretary from February 24, 2009 to January 11, 2011. On July 30, 2012, the TSX approved the repricing of a total of 50,000 options held by Mr. Fields as a consultant, to \$0.45 per share. See "Particulars of Others Matters to be Acted Upon – Repricing of Previously Granted Stock Options".

Incentive Plan Awards – Value Vested or Earned During The Year

The following table sets out the value vested during the year ended on March 31, 2012 for options awarded under the Plan for the NEO, as well as the value earned under non-equity incentive plans for the same period.

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 (\$) ⁽¹⁾
Robert Dinning ⁽²⁾ Chairman & CEO	180,000	N/A	N/A
Keith Margetson ⁽³⁾ CFO	Nil	N/A	N/A
Ed Claggett ⁽⁴⁾ Former President and CEO	Nil	N/A	N/A
Terry Fields ⁽⁵⁾ Former President & CEO, and CFO & Secretary	Nil	N/A	N/A

- (1) This amount is calculated as the difference between the market value of the securities underlying the options on March 30, 2012, being the last trading day of the Company's Common Shares for the financial year ended March 31, 2012, which was \$1.05, and the exercise price of the option.
- (2) Mr. Dinning has served as Chairman and CEO since January 14, 2011.
- (3) Mr. Margetson has served as CFO since March 15, 2011.
- (4) Mr. Claggett served as President and CEO from January 30, 2009 to January 14, 2011.
- (5) Mr. Fields served as President and CEO until December 12, 2008, CFO from February 24, 2009 to March 15, 2009 and Secretary from February 24, 2009 to January 11, 2011.

TERMINATION AND CHANGE OF CONTROL BENEFITS

Termination and Change of Control Benefits

The Company does not have any plan contract, agreement or plan or arrangement that provides for payments to an NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, a change in control of the Company or a change in the NEO's responsibilities.

DIRECTOR COMPENSATION

Director Compensation Table

The Company does not pay cash fees to any of its directors. The Company compensates its directors through option grants. NEOs do not receive additional compensation for serving as directors. No options were granted to directors who are not NEOs during the year ended March 31, 2012.

Outstanding Option-Based Awards

The following table sets forth for each director, other than those who are also NEOs of the Company, all awards outstanding at the end of the most recently completed financial year ended March 31, 2012, including awards granted before the most recently completed financial year.

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾
Adrian Robertson	50,000	\$0.15	September 16, 2015	\$45,000
Charles William (Bill) Reed	100,000 ⁽²⁾	\$1.16 ⁽²⁾	January 27, 2016	Nil
	100,000 ⁽²⁾	\$1.24 ⁽²⁾	March 13, 2016	Nil
Jordan Estra	200,000 ⁽²⁾	\$1.24 ⁽²⁾	March 13, 2016	Nil

- (1) This amount is calculated as the difference between the market value of the securities underlying the options on March 30, 2012, being the last trading day of the Company's Common Shares for the financial year ended March 31, 2012, which was \$1.05, and the exercise price of the option.
- (2) On July 30, 2012, the TSX approved the repricing of these options to \$0.45 per share, subject to shareholder approval. See "Particulars of Others Matters to be Acted Upon – Repricing of Previously Granted Stock Options".

Narrative Discussion

The Company has no arrangements, standard or otherwise, pursuant to which directors were compensated by the Company for their services as directors, for committee participation, for involvement in special assignments during the most recently completed financial year.

As disclosed elsewhere in this Information Circular, the Company has a stock option plan for the granting of incentive stock options to the officers, employees and directors. The purpose of granting such options is to

assist the Company in compensating, attracting, retaining and motivating the directors of the Company and to closely align the personal interests of such persons to that of the shareholders.

Incentive Plan Awards – Value Vested or Earned During The Year

The following table sets forth, for each director, other than those who are also NEOs of the Company, the value of all incentive plan awards vested during the year ended March 31, 2012:

Name (a)	Option-based awards- Value vested during the year (\$) ⁽¹⁾ (b)	Share-based awards - Value vested during the year (\$) (c)	Non-equity incentive plan compensation - Value earned during the year (\$) (d)
Adrian Roberts	\$45,000	N/A	N/A
Charles William (Bill) Reed	Nil	N/A	N/A
Jordan Estra	Nil	N/A	N/A

- (1) This amount is calculated as the difference between the market value of the securities underlying the options on March 30, 2012, being the last trading day of the Company's Common Shares for the financial year ended March 31, 2012, which was \$1.05, and the exercise price of the option.

A description of the significant terms of the Plan is found under the heading "Particulars of Matters to be Acted Upon – Stock Option Plan".

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The only equity compensation plan which the Company has in place is the stock option plan (the "Plan") which was previously approved by the Board and the shareholders of the Company, as described in detail under "Particulars of Matters to be Acted Upon – Stock Option Plan". The Plan has been established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Plan is administered by the Board. The Plan provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company. The Plan provides that the number of Common Shares issuable under the Plan, together with all of the Company's other previously established or proposed share compensation arrangements, may not exceed 10% of the total number of issued and outstanding Common Shares. All options expire on a date not later than five years after the date of grant of such option.

The following table sets out equity compensation plan information as at the year ended March 31, 2012:

	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders (the Stock Option Plan)	4,365,000	\$0.99	43,609
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
TOTAL:	4,365,000⁽¹⁾	\$0.99	43,609⁽²⁾

- (1) As at the Record Date, the number of securities to be issued upon the exercise of outstanding options is 3,355,000.
(2) As at the Record Date, the number of securities remaining available for future issuance under the Plan is 1,223,609.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

At no time during the Company's last completed financial year or as of the Record Date, was any director, executive officer, employee, proposed management nominee for election as a director of the Company nor any associate of any such director, executive officer, or proposed management nominee of the Company or any former director, executive officer or employee of the Company or any of its subsidiaries indebted to the Company or any of its subsidiaries or indebted to another entity where such indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Company, no informed person (a director, officer or holder of 10% or more of the Common Shares) or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Company or any of its subsidiaries since April 1, 2010 (being the commencement of the Company's last completed financial year), or has any interest in any material transaction in the current year other than as set out herein.

MANAGEMENT CONTRACTS

There are no management functions of the Company, which are to any substantial degree performed by a person or company other than the directors or executive officers of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

Stock Option Plan

New 10% Rolling Plan

On September 18, 2006, the Board approved the adoption of a share option plan (the "**Existing Plan**") dated for reference August 17, 2006 (and subsequently re-dated for reference August 21, 2008) in order to comply with regulatory requirements of the TSX Venture Exchange. The Existing Plan was established to provide incentive to directors, officers and employees and consultants. The Existing Plan is a 10% rolling plan that provides for issuance of Common Shares upon exercise of options equal to a maximum of 10% of the issued and outstanding Common Shares from time to time. The Existing Plan was approved by the shareholders at the annual general meetings held on September 28, 2007, September 30, 2008, December 17, 2009, November 23, 2010 and September 30, 2011.

On January 16, 2012, the Company graduated to the Toronto Stock Exchange (the "**TSX**") under the symbol MAY. As a result of the graduation to the senior exchange, the Board has determined to terminate the Existing Plan and to approve the adoption of a new 10% rolling stock option plan (the "**New Plan**") to conform to TSX rules in effect as at the date of this Information Circular. In order to provide incentive to directors, officers, employees and consultants of the Company or its subsidiaries, to act in the best interests of the Company, the Board approved the New Plan on July 10, 2012, to replace the Existing Plan, subject to regulatory and shareholder approval. Under the New Plan, a "consultant" means a person or company engaged by the Company or a subsidiary to provide services for an initial, renewable or extended period of twelve months or more or for an indefinite period.

The policies of the TSX require the Company to seek Board and shareholder approval to its New Plan every three years for all unallocated options, rights or other entitlements under the New Plan. Such resolutions must also include the date (being no later than three years from the date the resolutions were approved) by which the Company must subsequently seek shareholder approval. Failure to obtain shareholder approval will result in all unallocated options, rights or other entitlements being cancelled and the Company will not be permitted to make further grants until shareholder approval is obtained.

As a 10% rolling plan the aggregate number of Common Shares issuable as options under the New Plan may be up to 10% of the Company's issued and outstanding Common Shares on the date on which an option is granted, less Common Shares reserved for issuance on exercise of options then outstanding under the New Plan. The purpose of the New Plan is to advance the interests of the Company by encouraging equity participation in the Company through the acquisition of Common Shares of the Company. The New Plan is administered by the Board and options are granted at the discretion of the Board to eligible optionees (an "Optionee"). If the New Plan is approved by shareholders, all outstanding options under the Existing Plan will be rolled into and deemed granted under the New Plan. As at the date of this Information Circular, there are 3,605,000 outstanding options (comprising 7.87% of the Company's issued and outstanding Common Shares) under the Existing Plan.

Eligible Optionees

To be eligible to receive a grant of options under the New Plan, regulatory authorities require an Optionee to be either a director, officer, employee or consultant of the Company or a subsidiary at the time the option is granted.

Options may be granted only to an individual eligible, or to a non-individual that is wholly-owned by individuals eligible, for an option grant. If the option is granted to a non-individual, it will not permit any transfer of its securities, nor issue further securities, to any individual or other entity as long as the option remains in effect.

Restrictions

The New Plan is subject to the following restrictions:

- (1) The number of shares issued to insiders (defined below) under the New Plan or any other share compensation arrangements of the Company in any 12 month period must not exceed 10% of the outstanding shares of the Company;
- (2) The number of shares issuable to insiders under the New Plan or any other share compensation arrangements of the Company will not exceed 10% of the outstanding shares of the Company at any time;
- (3) The exercise price of an option previously granted to an insider must not be reduced, unless the Company has obtained shareholder approval to do so, excluding votes from insiders of the Company in accordance with the policies of TSX; and
- (4) The Company may implement such procedures and conditions as the Board deems appropriate with respect to withholding and remitting taxes imposed under applicable law, or the funding of related amounts for which liability may arise under such applicable law.

Material Terms of the New Plan

The following is a summary of the material terms of the New Plan:

- (1) any director, officer, employee or consultant of the Company or a subsidiary are eligible to receive grants of options under the New Plan and the Company must ensure that the proposed Optionee is a bona fide employee or consultant of the Company or a subsidiary;
- (2) all options granted under the New Plan expire on a date not later than 10 years after the issuance of such options. However, should the expiry date for an option fall within a trading Blackout Period self-imposed by the Company (as defined in the New Plan, generally meaning circumstances where sensitive negotiations or other like information is not yet public), or within 10 business days following a Blackout Period, such option will be extended to the date which is 10 business days following the expiration of such Blackout Period;
- (3) unless the Board decides otherwise, all options granted under the New Plan will expire at the earlier of the option expiry date and (i) 12 months after the Optionee's death, or (ii) 90 days after the termination

of the Optionee's employment other than by reason of death and other than cause, but only to the extent that such option was vested at the date the Optionee ceased to be so employed by or to provide services to the Company, or (iii) at the date the Company terminates the Optionee's employment for cause, whether or not vested at the date of dismissal, will immediately terminate without right to exercise same;

- (4) all options granted under the New Plan are non-assignable and non-transferable, except upon the death of an Optionee, in which case all options held by the deceased Optionee are exercisable in accordance with its terms by the person or persons to whom such Optionee's rights under the Option will have passed under the Optionee's will or pursuant to law until one year from the date of death or the balance of the option period, whichever is earlier;
- (5) the exercise price of each option will be set by the Board and shall not be less than the volume weighted average trading price of the Company's Common Shares on the TSX for the five trading days immediately preceding the date of grant;
- (6) vesting of options shall be at the discretion of the Board;
- (7) in the event of a takeover bid or tender offer being made for all or any of the issued and outstanding Common Shares, the Company may, if permitted by applicable legislation, unilaterally determine that outstanding Options, whether fully vested and exercisable or subject to vesting provisions or other limitations on exercise, will be (i) conditionally exercisable in full to enable the shares subject to such options to be conditionally issued and tendered to such bid or offer, subject to the condition that if the bid or offer is not duly completed the exercise of such options and the issue of such shares will be rescinded and nullified; or (ii) exercisable by an Optionee by written notice to the Company specifying that the Optionee, in lieu of exercising an option, elects to receive from the Company the amount that is equal to the difference between the market price as of the date of receipt by the Company of such notice and the exercise price, multiplied by the number of share in respect of which the option would otherwise be exercised; and
- (8) the Board at any time may abandon or terminate the New Plan in whole or in part, except with respect to any option then outstanding under the New Plan. The Board may not, without the consent of the Optionee, alter or impair any of the rights or obligations under an option.

Amendments to the New Plan or Options Granted under the New Plan

Amendments Approved by the Board

Under the terms of the New Plan, the Board has the discretion to make amendments to the New Plan and to options granted thereunder which it may deem necessary, without having to obtain shareholder approval. Such changes include, without limitation, the following:

- ensuring that the options granted comply with any provisions respecting stock options in the income tax and other laws in force in any country or jurisdiction of which an Optionee to whom an option has been granted may from time to time be resident or a citizen;
- minor changes of a "housekeeping" or ministerial nature;
- changing the vesting provisions of an option granted, if applicable;
- changing the termination provisions of an option provided that the expiry date does not extend beyond the original expiry date;
- reducing the exercise price of an option for an Optionee who is not an insider of the Company;
- eliminating or making less restrictive any restrictions contained in an option, or waiving any restriction or other provision of the Plan or an option;

- making any amendments required to comply with applicable laws or TSX requirements; and
- making any other amendments which are approved by the TSX.

Amendments Approved by the Shareholders

In addition to such other matters that may require shareholder approval under TSX policies, the New Plan provides that shareholder approval will be required in the case of:

- any increase in the maximum number of Common Shares issuable under the New Plan; and
- any increase to or elimination of the restrictions to insiders of the New Plan.

Shareholder Approval

At the Meeting, shareholders will be asked to consider and vote on the ordinary resolution to adopt the New Plan, with or without variation, as follows:

“BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. the 2012 Stock Option Plan (the “Plan”), approved by the board of directors of the Company on July 10, 2012, as more particularly described in the Information Circular of the Company dated for reference July 23, 2012, be ratified and approved;
2. all outstanding options granted previously by the Company be rolled into the Plan;
3. all unallocated entitlements under the Plan be approved and the Company have the ability to grant options under the Plan until August 29, 2015;
4. to the extent permitted by law, the Company be authorized to abandon all or any part of the Plan if the directors of the Company deem it appropriate and in the best interests of the Company to do so; and
5. any one or more of the directors and officers of the Company be authorized to perform all such acts, deeds and things and execute, under seal of the Company or otherwise, all such documents as may be required to give effect to these resolutions.”

The Board recommends that shareholders vote in favour of the Plan. Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote FOR the approval of the foregoing ordinary resolution.

An “**insider**”, as defined in the TSX Company Manual, has the same meaning as found in the Ontario Securities Act (generally defined as a director, or senior officer of the Company, a director or senior officer of a company that is an insider or subsidiary of the Company, or a person that beneficially owns or controls, directly or indirectly, voting Common Shares carrying more than 10% of the voting rights attached to all outstanding voting Common Shares of the Company) and also includes associates and affiliates of the insider.

An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast in person or by proxy.

A copy of the New Plan will be available for inspection at the Meeting.

Repricing of Previously Granted Stock Options

The Company wishes to reprice a total of 3,275,000 options held by consultants and employees of the Company, of which 950,000 options are held by insiders of the Company. The repricing of all 3,275,000 options are subject to the approval of the TSX and shareholder approval. In addition, 950,000 options held by insiders are subject to shareholder approval; provided that the insiders of the Company entitled to receive a benefit

under the repricing of options are not eligible to vote their securities in respect of the approval being sought herein. The options were granted on the dates and at the prices set forth below:

Option Holders by Category		Grant Date	Number of Options	Original Exercise Price	Expiry Date
Consultants and Employees		Jan. 27, 2011	905,000	\$1.16	Jan. 27, 2016
Consultants and Employees		Mar. 14, 2011	390,000	\$1.24	Mar. 13, 2016
Consultants and Employees		Sept. 30, 2011	690,000	\$0.98	Sept. 30, 2016
Consultants and Employees		Nov. 15, 2011	25,000	\$1.20	Nov. 14, 2014
Consultants and Employees		Jan. 24, 2012	315,000	\$1.00	Jan. 24, 2014
Subtotal:			2,325,000		
Insiders	Relationship to Company	Grant Date	Number of Options	Original Exercise Price	Expiry Date
Robert Dinning	Chairman, CEO, Director	Jan. 27, 2011	100,000	\$1.16	Jan. 27, 2016
Charles William (Bill) Reed	Director	Jan. 27, 2011	100,000	\$1.16	Jan. 27, 2016
Thomas Kennedy	Corporate Secretary	Jan. 27, 2011	40,000	\$1.16	Jan. 27, 2016
Jordan Estra	Director	Mar. 14, 2011	200,000	\$1.24	Mar. 13, 2016
Robert Dinning	Chairman, CEO, Director	Mar. 14, 2011	200,000	\$1.24	Mar. 13, 2016
Charles William (Bill) Reed	Director	Mar. 14, 2011	100,000	\$1.24	Mar. 13, 2016
Keith Margetson	CFO	Mar. 14, 2011	150,000	\$1.24	Mar. 13, 2016
Thomas Kennedy	Corporate Secretary	Mar. 14, 2011	60,000	\$1.24	Mar. 13, 2016
Subtotal:			950,000		
TOTAL:			3,275,000		

The Board approved the repricing of the above-noted option exercise prices to \$0.45 on July 11, 2012. The repricing of the options is intended to align the exercise price of the options with the current market pricing of the Common Shares of the Company. The expiry dates of the options will remain unchanged.

In accordance with TSX policies, the repricing of options granted to insiders of the Company is subject to shareholder approval, excluding certain insiders as described above. Based on the present shareholdings of the directors and senior officers of the Company, a total of up to 396,200 Common Shares will be excluded from voting on the resolution.

Shareholder Approval

- (1) At the Meeting, shareholders will be asked to pass the following ordinary resolution in regard to the repricing options held by consultants and employees of the Company:

“BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT the Company be and is hereby authorized to reprice a total of 2,325,000 previously granted stock options held by consultants and employees of the Company at exercise prices of \$0.98, \$1.00, \$1.16, \$1.20 and \$1.24 to an exercise price of \$0.45, 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.”

- (2) At the Meeting, the shareholders, excluding certain insiders as described above, will be asked to pass the following ordinary resolution in regard to the repricing of options held by insiders of the Company:

“BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT the Company be and is hereby authorized to reprice a total of 950,000 previously granted stock options held by insiders of the Company at exercise prices of \$1.16 and \$1.24 to an exercise price of \$0.45, 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.”

The Board recommends that shareholders vote in favour of the repricing of options. In the absence of any contrary directions, it is the intention of management to vote proxies in the accompanying form in favour of the foregoing ordinary resolutions.

Adoption of New Articles

The Company is seeking shareholder approval to replace its articles (the **“Current Articles”**) with a new form of articles (the **“New Articles”**), with a view to incorporating the latest changes in laws and procedures and to providing the Company with greater flexibility in certain circumstances. The directors believe that adopting the New Articles will enable the Company to be more efficient and cost-effective, will provide the Company with greater flexibility in communicating with shareholders and in holding meetings and will provide shareholders with certain rights not provided for in the Current Articles.

The resolution approving the Articles must be passed by not less than two-thirds of the votes cast by the shareholders present in person or by proxy at the Meeting.

Copies of the proposed Articles will be available at the Company's offices at Suite 210 – 905 West Pender Street, Vancouver, British Columbia, V6C 1L6, and will also be available for viewing at the Meeting.

Summary of the New Articles

The provisions of the New Articles are substantially similar to those of the Current Articles. The substantive changes from the Current Articles are as follows:

- (a) The Company may use the uncertificated shares and electronic records keeping systems currently in use worldwide and that are being increasingly adopted in Canada. The system, now known as the “Direct Registration” system, will provide a cost benefit to the Company as well as make share transactions more expedient and efficient.
- (b) The Company may communicate by mail, fax or email with other persons including directors, officers and shareholders, and delivery of notices to such persons shall be deemed to have occurred if the notice is mailed, faxed or emailed to the address or number, as applicable, provided by such person to the Company.
- (c) In the event of a redemption of some but not all of the shares of any class, the directors may, subject to any special rights and restrictions attached to such shares, determine the manner of selecting the shares to be redeemed.
- (d) The Company may, by directors’ resolution, alter its articles and share structure to (a) create one or more classes or series of shares or, if none of the shares of a class or series of shares are allotted or issued, eliminate that class or series of shares, (b) increase, reduce or eliminate the maximum number of shares that the Company is authorized to issue out of any class or series of shares or establish a maximum number of shares that the Company is authorized to issue out of any class or series of shares for which no maximum is established, (c) subdivide or consolidate all or any of its unissued, or fully paid issued, shares, (d) if the Company is authorized to issue shares of a class of shares with par value (i) decrease the par value of those shares; or (ii) if none of the shares of that class of shares are allotted or issued, increase the par value of those shares; (e) change all or any of its unissued shares, or fully paid issued, shares with par value into shares without par value or any of its unissued shares share without

par value into shares with par value; and (f) alter the identifying name of any of its shares; and by ordinary resolution otherwise alter its shares or authorized share structure when required or permitted to do so by the *Business Corporations Act* (British Columbia).

- (e) The quorum for shareholders' meetings is changed from two shareholders, present in person or represented by proxy, who hold at least 5% of the issued and outstanding shares, to one shareholder present in person or represented by proxy.
- (f) Shareholder meetings may, if authorized by directors' resolution, be held in jurisdictions outside British Columbia.

Shareholder Approval

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

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

- (a) the Company create and adopt new Articles in substitution for and cancellation of the existing Articles; and
- (b) any director or officer of the Company is authorized to execute and file such documents and take such further action, including any filings with the Registrar of Companies, that may be necessary to effect the adoption of the New Articles."

The New Articles shall have effect immediately on the date and time the Articles are deposited for filing in the Company's records office.

The Board believes the passing of the foregoing special resolution is in the best interests of the Company and recommends that shareholders vote in favour of the resolution. Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote FOR the approval of the foregoing special resolution.

To pass the proposed special resolution, an affirmative vote of not less than two-thirds (2/3) of the votes cast by the shareholders of the Company present in person or by proxy at the Meeting is required.

ADDITIONAL INFORMATION

Financial information is provided in the audited financial statements of the Company for the year ended March 31, 2012 and in the related management discussion and analysis (together, the "**Financial Statements**"). The Financial Statements were filed on SEDAR on June 29, 2011 and will be placed before the Meeting.

The Annual Information Form of the Company for the year ended March 31, 2012 was filed on SEDAR on July 6, 2012.

Additional information relating to the Company and copies of documents incorporated herein by reference are available for review by the public on SEDAR at www.sedar.com and may also be obtained by a shareholder upon request without charge from the Corporate Secretary of the Company at Suite 804 – 750 West Pender Street, Vancouver, B.C., V6C 2T7, telephone: (604) 682-2928; fax (604) 685-6905.

OTHER MATTERS

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of this Information Circular.

DIRECTORS' APPROVAL

The contents of this Information Circular and its distribution to shareholders have been approved by the Board.

DATED at Vancouver, British Columbia, this 23rd day July, 2012.

BY ORDER OF THE BOARD OF DIRECTORS

"Robert Dinning"

Robert Dinning,
Chairman and Chief Executive Officer