



INFORMATION CIRCULAR

(all information as at October 25, 2011 unless otherwise noted)

PERSONS MAKING THE SOLICITATION

This Information Circular is furnished in connection with the solicitation of proxies being made by the management of Triple Dragon Resources Inc. (the "Company") for use at the Annual Meeting of the Company's shareholders (the "Meeting") to be held on Tuesday, November 29, 2011, at the time and place and for the purposes set forth in the accompanying Notice of Meeting. While it is expected that the solicitation will be made primarily by mail, proxies may be solicited personally or by telephone by directors, officers and employees of the Company. All costs of this solicitation will be borne by the Company.

APPOINTMENT AND REVOCATION OF PROXIES

The individuals named in the accompanying form of Proxy are directors and/or officers of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR THE SHAREHOLDER AND ON THE SHAREHOLDER'S BEHALF AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY INSERTING SUCH PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY AND STRIKING OUT THE TWO PRINTED NAMES, OR BY COMPLETING ANOTHER FORM OF PROXY.** A Proxy will not be valid unless the completed, dated and signed form of Proxy is delivered to Computershare Investor Services, 2nd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting.

A shareholder who has given a Proxy may revoke it by an instrument in writing executed by the shareholder or by the shareholder's attorney authorized in writing or, if the shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered to the office of the Company, at Suite 1450, 789 West Pender Street, Vancouver, British Columbia, Canada, V6C 1H2, at any time up to and including the last business day preceding the day of the Meeting or any adjournment of it or to the Chair of the Meeting on the day of the Meeting or any adjournment of it. A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

EXERCISE OF DISCRETION

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

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

The enclosed form of Proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the persons appointed proxyholders thereunder to vote with respect to any amendments or variations of those matters identified in the Notice of Meeting and with respect to any other matters which may properly come before the Meeting. At the time of the printing of this Information Circular, the management of the Company knows of no such amendment, variation or other matters which may be presented to the Meeting.

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

INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS

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

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

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

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue unlimited common shares without par value. As at the date hereof, the Company has issued and outstanding 24,611,956 fully paid and non-assessable common shares without par value, each share carrying the right to one vote. **The Company has no other classes of voting securities.**

Any shareholder of record at the close of business on October 25, 2011 who either personally attends the Meeting or who has completed and delivered a Proxy in the manner specified, subject to the provisions described above, shall be entitled to vote or to have such shareholder's shares voted at the Meeting.

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

Name	Number of Shares	Percentage of Outstanding Shares
Zimtu Capital Corp.	17,117,500	69.55%

It should be noted that the Canadian Depository for Securities ("CDS & Co."), a clearing agency for Canadian brokerage firms and banks/trust companies, holds a total of 23,934,978 common shares on behalf of intermediaries (97.24%). All of the shareholdings of Zimtu Capital Corp. are held through CDS & Co.

BENEFICIAL HOLDERS

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

Intermediaries are required to forward the Meeting Materials to Beneficial Holders unless a Beneficial Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Beneficial Holders. Generally, Beneficial Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Beneficial Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Beneficial Holder when submitting the proxy. In this case, the Beneficial Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and **deposit it with the Company's transfer agent as provided above; or**
- (b) more typically, be given a voting instruction form **which is not signed by the Intermediary**, and which, when properly completed and signed by the Beneficial Holder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a "proxy authorization form") which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. The Beneficial Holder must properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

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

FINANCIAL STATEMENTS

The audited financial statements of the Company for the year ended March 31, 2011 and the auditor's report thereon accompanying this Information Circular will be placed before the meeting for consideration by the members.

EXECUTIVE COMPENSATION

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

For the purposes of this Information Circular, “executive officer” of the Company means an individual who at any time during the year was the Chair or a Vice-Chair of the Company; the President; any Vice-President in charge of a principal business unit, division or function including sales, finance or production; and any officer of the Company or of a subsidiary of the Company or any other individual who performed a policy-making function in respect of the Company. The summary compensation table below discloses compensation paid to the following individuals:

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

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

As at March 31, 2011, the end of the most recently completed financial year of the Company, the Company had one Named Executive Officer, namely, David Hodge, the CEO and President of the Company.

Compensation Discussion and Analysis

The Company’s compensation policies are designed to be competitive with similar companies and to recognize and reward executive performance consistent with the success of the Company. These policies are intended to attract and retain capable and experienced people.

The Company does not have a compensation committee at this time and the compensation being paid to the Company’s directors and officers is determined by the Board of Directors.

The Company is a junior mineral exploration company and trades on the Canadian National Stock Exchange (“CNSX”). The Company’s resources and capital are limited. The Company has no revenue from mineral producing operations and as a result, the Board of Directors has to consider not only the financial situation of the Company at the time of determining executive compensation but also the estimated financial situation of the Company in the mid to long term. An element of executive compensation that is available to the Company is the granting of stock options to purchase common shares under the Company’s Stock Option Plan. Stock options are issued to provide an incentive to participate in the long-term development of the Company and to increase Shareholder value.

Executive officers and directors are not paid a salary and are reimbursed for expenses incurred in carrying out the business of the Company.

SUMMARY COMPENSATION TABLE

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

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			
David Hodge CEO & President	2011	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2010	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Shaun Ledding Former CFO	2011	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2010	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

The fair value of the option awards listed above was calculated using the Black Scholes option pricing model. The Company does not have any contracts or employment agreements in place with any of its directors or officers.

INCENTIVE PLAN AWARDS

Stock options are issued to provide an incentive to participate in the long-term development of the Company and to increase Shareholder value. The Company has a stock option plan (the "Stock Option Plan") in place for the granting of incentive stock options to the officers, employees and Directors. The purpose of granting options is to assist the Company in compensating, attracting, retaining and motivating the Directors of the Company and to closely align the personal interests of such persons to that of the shareholders.

The Company did not grant any incentive stock options to the Directors during the year ended March 31, 2011 no were there incentive plan awards that vested (or earned) during the year.

The Company does not have any Share-based Awards in effect and as such, that information has been omitted from the following tables. The following table details Incentive Plan Awards issued to the Named Executive Officer:

Name	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾
David Hodge	1,121,250	\$0.20	06/09/13	Nil

(1) The closing price of the Company's common shares on March 31, 2011 was \$0.15.

Termination and Change of Control Benefits

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

Defined Contribution, Deferred Compensation and Pension Plans

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

Director Compensation

The Company has three directors, one of which is also a Named Executive Officer (David Hodge). For a description of the compensation paid to the Company's Named Executive Officer who also acts as a director, see "Summary Compensation Table" above.

No cash compensation was paid to any director of the Company for their services as a director during the fiscal year ended March 31, 2011. The Company has no standard arrangement pursuant to which directors are compensated by the Company for their services in their capacity as directors, except for the granting from time to time of incentive stock options in accordance with the policies of the CNSX.

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

Name	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾
Jenna Hardy	150,000	\$0.25	02/03/14	Nil

(1) The closing price of the Company's common shares on March 31, 2011 was \$0.15.

Securities Authorized for Issuance under Equity Compensation Plans

The only equity compensation plan which the Company has in place is the Stock Option Plan (the "Stock Option Plan"). The Stock Option Plan was established to assist the Company in attracting, retaining and motivating directors, executive officers, employees, consultants and management company employees, and to closely align the personal interests of those people with those of shareholders. The Board of Directors administers the Plan. The Plan provides that the Company may grant options, under option agreements and in accordance with the policies of the CNSX. Detailed information on the Stock Option Plan can be found under "Particulars of Matters to Be Acted Upon".

The following table sets out equity compensation plan information as at the end of the financial year ended March 31, 2011.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	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))
Equity compensation plans approved by securityholders)	2,442,500	0.21	Nil
Equity compensation plans not approved by securityholders	Nil	N/A	N/A
Total	2,442,500	0.21	Nil

MANAGEMENT CONTRACTS

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

The Company currently has a Management and Administrative Services Agreement in place with Zimtu Capital Corp. Zimtu provides the Company with administrative and managerial services, including corporate maintenance, continuous disclosure and corporate compliance services and is paid a monthly fee of \$5,000.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE AND SENIOR OFFICERS

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

PARTICULARS OF MATTERS TO BE ACTED UPON

Appointment of Auditor

Shareholders will be asked to approve the re-appointment of Meyers Norris Penny LLP, Chartered Accountants (formerly, Chang Lee, LLP, Chartered Accountants), as auditor for the Company to hold office until the next annual general meeting of the shareholders, at a remuneration to be fixed by the directors.

Number of Directors

The directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. In the absence of instructions to the contrary, a properly executed and returned proxy will be voted for the nominees listed below. Management of the Company proposes that the number of directors for the Company be determined at three (3) for the ensuing year, subject to such increases as may be permitted by the Articles of the Company.

Election of Directors

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

Name, Municipality of Residence and Position held	Principal Occupation for the last 5 years	Date Appointed	Number of Common shares held ⁽¹⁾
David Hodge ⁽²⁾ Vancouver, BC Canada President, CEO & Director	President and Director of Commerce Resources Corp. since May 1999; President and Director of Zimtu Capital Corp. since July, 2008; Director of Western Potash since July, 2007; Director of Camisha Resources Corp. since October, 2009.	April 21, 2008	788,000

Name, Municipality of Residence and Position held	Principal Occupation for the last 5 years	Date Appointed	Number of Common shares held ⁽¹⁾
Jenna Hardy ⁽²⁾ North Vancouver, BC Canada Director	Professional Geologist; Technical Advisor to Commerce Resources Corp. since 2007; corporate Manager of Health Safety and Environmental issues for Pan American Silver Corp. from 1993-2004; Director of Argentex Mining Corporation from February 2006 to present.	February 6, 2009	75,000
Alicia Milne ⁽²⁾ Burnaby, BC Canada Director	Corporate & Securities consultant; Corporate Secretary of the Company since April 2008; Corporate Secretary of Zimtu Capital Corp. since 2008, Corporate Secretary of Commerce Resources Corp. since 2004.	April 21, 2010	94,500

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

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

All of the nominees are residents of Canada. The Company has an audit committee, the members of which are also indicated above.

Corporate Governance Practices

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

Audit Committee

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

The Company's audit committee is comprised of three directors, David Hodge, Alicia Milne and Jenna Hardy. As defined in MI 52-110, David Hodge is not independent as he is an executive officer of the Company. All of the audit committee members are "financially literate" as that term is defined in MI 52-110.

A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company which could, in the view of the Board of Directors, reasonably interfere with the exercise of a member's independent judgment.

An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

David Hodge: Mr. Hodge, President and Director of the Company, has an extensive background in business that includes over 18 years of experience in the management and financing of publicly-traded companies. Mr. Hodge has been a director of several mineral

exploration companies since 1996 and currently serves as President and Director of Commerce Resources Corp., Western Potash Corp., Camisha Resources Corp. and Zimtu Capital Corp.

Alicia Milne: Ms. Milne has over 14 years of experience in corporate and securities compliance and regulation. She currently serves as Corporate Secretary of Zimtu Capital Corp. and Commerce Resources Corp.

Jenna Hardy: Ms. Hardy has over 20 years of professional experience in the mining industry, consulting for public and private companies by assisting with environmental and operational development plans. From 1993-2004, Ms. Hardy worked for Pan American Silver Corp. as corporate Manager of Health, Safety and Environmental issues. As a professional geoscientist, she has been involved in corporate development, investor relations, regulatory and permitting issues, implementation and monitoring of environmental action plans and procedures, as well as environmental impact assessment, and project coordination for teams involved in feasibility level assessments. Ms. Hardy also serves as a director of two other public companies.

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

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

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

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

The fees paid by the Company to its auditor in the last two fiscal years, by category, are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
March 31, 2011	\$10,000	Nil	Nil	\$3,230
March 31, 2010	\$11,500	Nil	Nil	Nil

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

Corporate Cease Trade Orders or Bankruptcies

During the ten years preceding the date of this Information Circular, no director of the Company has, to the knowledge of the Company, been a director or executive officer of another issuer which, while such individual was acting in that capacity was the subject of a cease trade or similar order or an order that denied such other issuer access to any exemption under securities legislation, for a period of more than thirty consecutive days.

During the ten years preceding the date of this Information Circular, no director of the Company has, to the knowledge of the Company, been a director or executive officer of another issuer which:

- (a) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, or
- (b) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Individual Bankruptcies

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

2011 Stock Option Plan

The Company proposes to implement a stock option plan (the "2011 Stock Option Plan") for insiders, employees, and other service providers to the Company. The 2011 Stock Option Plan will reserve 10% of the issued and outstanding common shares of the Company for incentive stock option grants under the plan to qualifying persons. In addition, the 2011 Stock Option Plan will limit the number of stock options which may be granted to any one individual to not more than 5% of the total issued shares of the Company in any 12 month period. The number of options granted to any one consultant, or a person employed to provide investor relations activities, in any 12 month period must not exceed 2% of the total issued shares of the Company. All existing stock options previously granted will be deemed to be incorporated into the 2011 Stock Option Plan. Any new stock options granted under the plan may be subject to such vesting provisions as determined by the Board of Directors. Shareholders are referred to the 2011 Stock Option Plan, a copy of which will be available at the Meeting, for further details.

The 2011 Stock Option Plan must be approved by a majority of the "disinterested" shareholders entitled to vote present in person or by proxy at the Meeting. "Disinterested" shareholders means all shareholders of the Company who are not directors, senior officers, promoters or insiders of the Company, or their associates, as such terms are defined under the *Securities Act* (British Columbia). In the event such disinterested shareholder approval is not obtained, the Company will not proceed with the 2011 Stock Option Plan.

Shareholder Approval

The directors of the Company will ask the shareholders to approve the 2011 Stock Option Plan at the Meeting. Accordingly, the shareholders will be asked to consider and, if thought fit, pass the following resolution.

"Resolved that:

1. The Company adopt a stock option plan (the "2011 Stock Option Plan"), including the reserving for issuance under the 2011 Stock Option Plan at any time of a maximum of 10% of the issued common shares of the Company;

2. The Company be and is hereby authorized to grant stock options under the 2011 Stock Option Plan, in accordance with its terms;
3. The Company be and is hereby authorized to prepare such disclosure documents and make such submissions and filings as the Company may be required to make with the CNSX to obtain CNSX acceptance of the 2011 Stock Option Plan; and
4. Authority be and is hereby granted to the Board of Directors of the Company to make such amendments to the 2011 Stock Option Plan as may be required by the CNSX to obtain CNSX acceptance (if required) of the 2011 Stock Option Plan.”

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Financial information is provided in the Company's comparative financial statements and Management Discussion and Analysis for its most recently completed financial year.

To request copies of the Company's financial statements and Management Discussion and Analysis, please contact the Company, located at Suite 1450, 789 West Pender Street , Vancouver, British Columbia, V6C 1H2, telephone: (604) 681-1568, facsimile: (604) 681-8240, email: info@tripledragonresources.com .

APPROVAL OF PROXY CIRCULAR

The undersigned hereby certifies that the contents and the sending of this Information Circular has been approved by the directors of the Company.

DATED at Vancouver, British Columbia, this 25th day of October, 2011

David Hodge
Chief Executive Officer, President
Triple Dragon Resources Inc.

SCHEDULE "A"

Corporate Governance Disclosure

Corporate Governance is the process and structure used to direct and manage the business and affairs of an issuer with the objective of enhancing value for its owners. National Instrument 58-101 – Disclosure of Corporate Governance Practices ("NI 58-101") of the Canada Securities Administrators requires the Company to disclose in this Information Circular a summary of the corporate governance policies that the Company has in place.

1. Board of Directors

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

Our Corporate Governance Policy

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

Alicia Milne is an independent director of the Company.

Jenna Hardy is an independent director of the Company.

2. Directorships

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

David Hodge is also a director of Commerce Resources Corp., Western Potash Corp., Zimtu Capital Corp. and Camisha Resources Corp.

Jenna Hardy is also a director of Argentex Mining Corp. and Critical Elements Corporation.

3. Orientation and Continuing Education

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

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

4. Ethical Business Conduct

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

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

5. Nomination of Directors

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

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

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

6. Compensation

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

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

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

7. Other Board Committees

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

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

8. Assessments

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

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

SCHEDULE "B"

AUDIT COMMITTEE CHARTER

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

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

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

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

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

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

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

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

2. External Auditor:

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

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

3. Financial Reporting Processes:

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

- 4. Other - review any related-party transactions, engage independent counsel and other advisors as it determines necessary to carry out its duties and to set and pay compensation for any independent counsel and other advisors employed by the Committee.