

# **TRUECLAIM EXPLORATION INC.**

**One London Place  
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Suite 1000,  
London, Ontario N6A 5R8  
(Telephone: 519-913-8008, Fax: 1-888-686-1405)**

## **INFORMATION CIRCULAR**

**(containing information as at May 24, 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 Trueclaim Exploration Inc. (the "Corporation") for use at the Annual and Special Meeting of the Corporation's shareholders (the "Meeting") to be held on Wednesday, June 22, 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 Corporation.

The solicitation is made on behalf of the management of the Corporation. The costs of solicitation by management will be borne by the Corporation.

The Corporation may pay the reasonable costs incurred by persons who are the registered but not beneficial owners of voting securities of the Corporation (such as brokers, dealers, or other registrants under applicable laws, nominees or custodians) in sending or delivering copies of this Information Circular, the Notice of Meeting and instrument of proxy to the beneficial owners of such securities. The Corporation will provide, without cost to such persons, upon request of the Corporation, additional copies of the foregoing documents required for this purpose.

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

The persons named in the accompanying form of proxy (the "Proxy") are directors or officers of the Corporation. **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.**

To be valid, a proxy must be dated and signed by the shareholder or by the shareholder's attorney authorized in writing. In the case of a corporation, the proxy must be signed by a duly authorized officer of or an attorney for the corporation.

The completed proxy, together with the power of attorney or other authority, if any, under which the proxy was signed or a notarially certified copy of the power of attorney or other authority, must be delivered to Computershare Investor Services at 9th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1 (Fax: 1-866-249-7775) at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or any adjournment thereof, or deliver it to the Chair of the Meeting prior to the commencement of the Meeting or any adjournment thereof.

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 either to the registered office of the Corporation, at Suite 3350, 1055 Dunsmuir Street, Vancouver, British Columbia, V7X 1L2, at any time up to and including the last business day preceding the day of the Meeting or to the Chair of the Meeting on the day of the Meeting, prior to the

commencement of the Meeting or, if adjourned, any reconvening thereof or in any other manner provided by law. A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

### NON-REGISTERED SHAREHOLDERS

**Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Shareholders who do not hold their shares in their own name (referred to herein as "Non-Registered Shareholders") are advised that only proxies from shareholders of record can be recognized and voted at the Meeting.** Non-Registered Shareholders who complete and return an instrument of proxy must indicate thereon the person (usually a brokerage house) who holds their shares as a registered shareholder. Every intermediary (broker) has its own mailing procedure, and provides its own return instructions, which should be carefully followed. The instrument of proxy supplied to Non-Registered Shareholders is identical to that provided to registered shareholders. However, its purpose is limited to instructing the registered shareholder how to vote on behalf of the Non-Registered Shareholder.

If common shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those shares will not be registered in such shareholder's name on the records of the Corporation. Such shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities, which company acts as nominee and custodian for many Canadian brokerage firms). Common shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Non-Registered Shareholder. Without specific instructions, brokers/nominees are prohibited from voting shares for their clients. The directors and officers of the Corporation do not know for whose benefit the common shares registered in the name of CDS & Co. are held.

In accordance with National Instrument 54-101 of the Canadian Securities Administrators, the Corporation has distributed copies of the Notice of Meeting, this Information Circular and the Proxy to the clearing agencies and intermediaries for onward distribution to Non-Registered shareholders. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Non-Registered Shareholders in advance of shareholders' meetings unless the Non-Registered Shareholders have waived the right to receive Meeting materials. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Non-Registered Shareholders in order to ensure that their common shares are voted at the Meeting. Often the form of proxy supplied to a Non-Registered Shareholder by its broker is identical to the form of Proxy provided by the Corporation to the registered shareholders. However, its purpose is limited to instructing the registered shareholder how to vote on behalf of the Non-Registered Shareholder. Should a Non-Registered shareholder receiving such a form wish to vote at the Meeting, the Non-Registered shareholder should strike out the names of the management proxyholders named in the form and insert the non-registered shareholder's name in the blank provided. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge"). Broadridge typically applies a special sticker to the proxy forms, mails those forms to the Non-Registered Shareholders and asks Non-Registered Shareholders to return the proxy forms to Broadridge. 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. **A Non-Registered Shareholder receiving a proxy with a Broadridge sticker on it cannot use that proxy to vote common shares directly at the Meeting - the proxy must be returned to Broadridge well in advance of the Meeting in order to have the common shares voted.** All references to shareholders in this Information Circular and the accompanying form of Proxy and Notice of Meeting are to shareholders of record unless specifically stated otherwise.

### EXERCISE OF DISCRETION OF PROXIES

If the instructions in a proxy are certain, the shares represented thereby will be voted on any 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 notes to 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 matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the time of the printing of this Information Circular, the management of the Corporation knows of no such amendment, variation or other matter which may be presented to the Meeting.

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

As at the date hereof, the Corporation has an authorized share capital of an unlimited number of common shares of which the Corporation has issued and outstanding 73,153,851 fully paid and non-assessable common shares without par value, each share carrying the right to one vote.

Any shareholder of record at the close of business on May 18, 2011 who either personally attends the Meeting or who has completed and delivered a proxy in the manner, subject to the provisions described above, shall be entitled to vote or to have such shareholder's shares voted at the Meeting.

To the best of the knowledge of the directors and executive officers of the Corporation and from information obtained on the SEDI website at [www.sedi.ca](http://www.sedi.ca), there are no persons who, or corporations which, 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 Corporation except as follows:

<u>Name</u>	<u>Number of Shares</u>	<u>Percentage</u>
Consolidated International Investment Holdings Inc.	11,038,789 <sup>(1)</sup>	15.09%

(1) 364,284 of these shares are registered in the name of Consolidated International Investment Holdings Inc., 2,435,386 of these shares are registered in the name of MineralFields 2010-IX Super Flow-Through LP, 1,026,153 of these shares are registered in the name of MineralFields 2010-V Super Flow Through LP, 961,538 of these shares are registered in the name of MineralFields 2010-II Super Flow-Through LP, 6,251,428 of these shares are registered in the name of Pathway Multi Series Fund Inc.

### **APPOINTMENT OF AUDITOR**

The shareholders will be asked to vote for the appointment of PricewaterhouseCoopers LLP, Chartered Accountants, as the auditor of the Corporation to hold office until the next annual general meeting of shareholders of the Corporation at a remuneration to be fixed by the directors. PricewaterhouseCoopers LLP, Chartered Accountants, has been the auditor of the corporation since February 2009.

### **DECREASE IN NUMBER OF DIRECTORS**

The Board of Directors of the Corporation is presently set at seven directors, of which six are currently appointed, and it is intended to decrease the number of directors to five and to elect five directors for the ensuing year.

### **ELECTION OF DIRECTORS**

The Corporation's Board of Directors proposes to nominate the persons named in the table below for election as directors of the Corporation. Each director elected will hold office until the next annual general meeting of the Corporation or until his successor is duly elected or appointed, unless the office is earlier vacated in accordance with the Articles of the Corporation or the *Business Corporations Act* (British Columbia) or he becomes disqualified to act as a director.

The following table sets out the names of management's nominees for election as directors, the place in which each is ordinarily resident, all offices of the Corporation now held by each of them, their principal occupations, the period of time during which each has been a director of the Corporation, and the number of common shares of the Corporation beneficially owned by each of them, directly or indirectly, or over which control or direction is exercised, as of the date of this Information Circular.

<b>Name, Province or State, Country of Residence, Position(s) with Corporation<sup>(1)</sup></b>	<b>Principal Occupation and, if not at Present an Elected Director, Employment for Last Five Years<sup>(1)</sup></b>	<b>Date on which Nominee became a Director of the Corporation</b>	<b>Number of Common Shares Owned<sup>(1)</sup></b>
<b>John Carter</b> Oakville, Ontario <i>President and Director</i>	President of the Corporation since 2009. President and CEO of MPE International Inc., a company providing engineering services and process equipment to the mining industry.	October 29, 2009	2,943,000 <sup>(4)</sup>
<b>Luard Manning<sup>(2)</sup></b> Vancouver, BC <i>Director</i>	President of L.J. Manning & Associates Ltd. a mining consulting firm, from November 1967 to present.	December 18, 2008	50,000
<b>Enzo Martone<sup>(2)</sup></b> Balmertwon, Ontario <i>Vice President and Director</i>	Administrator – Special Projects at Goldcorp Inc. Red Lake mine from 2009 to 2010. Cost Controller of Cementation Canada Inc. from October 2003 to 2009. VP and a director of the Corporation since 2009.	December 18, 2008	548,500
<b>Eric Plexman</b> St. Thomas, Ontario <i>CEO and Director</i>	CEO and a Director of the Corporation since December 2008; President and a Director of the Corporation from December 2008 to October 2009; President of Trueclaim Resources Inc. since January 2004.	December 18, 2008	1,203,920 <sup>(3)</sup>
<b>Gordon Reid<sup>(2)</sup></b> Oakville, Ontario <i>Director</i>	Corporate Vice-President of Operations of Centerra Gold Inc. from April 2009 to present.	December 18, 2008	13,000 <sup>(5)</sup>

- (1) Information as to the place of residence, principal occupation and common shares beneficially owned, directly or indirectly, or controlled or directed, has been furnished by the respective directors.
- (2) Member of the Corporation's Audit Committee.
- (3) 700,000 of these shares are held by 602225 B.C. Ltd., a private company controlled by Mr. Plexman.
- (4) 1,500,000 of these shares are held by MPE International Inc., a company owned by Mr. Carter.
- (5) 3,000 of these shares are owned by Mr. Reid's children.

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

No proposed director of the Corporation is, as at the date of this Information Circular, or was within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation), that:

- (a) was subject to a cease trade order, an order similar to a cease trade 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, that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to a cease trade order, an order similar to a cease trade 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, that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No proposed director of the Corporation:

- (a) is, as at the date of this Information Circular, or has been within the 10 years before the date of this Information Circular, a director or executive officer of any company (including the Corporation) 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 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, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director,

except that Eric Plexman was formerly a Director, a Vice-President and the Secretary of Canmine Resources Corporation (“Canmine”), a TSX listed cobalt chemical refining company also engaged in mineral exploration and development, that was placed under CCAA protection during 2002 at a historical low in cobalt prices. Mr. Plexman resigned in February, 2003. Luard Manning was also formerly a Director of Canmine. Mr. Manning resigned in February, 2003. Canmine was subsequently placed into receivership and liquidated.

No proposed director of the Corporation 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 regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

## AUDIT COMMITTEE

National Instrument 52-110 – Audit Committees of the Canadian Securities Administrators (“NI 52-110”) requires the Corporation to have a written charter, and, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor, as set forth in the following:

### **The Audit Committee’s Charter**

The text of the Audit Committee Charter is attached as Schedule “A”.

### **Composition of Audit Committee**

Pursuant to section 224 of the *Business Corporations Act* (British Columbia) the Corporation is required to have an Audit Committee, which, at the present time, is comprised of Luard J. Manning, (financially literate and an independent director), Gordon Reid (financially literate and an independent director) and Enzo Martone (financially literate).

### **Relevant Education and Experience**

#### *Enzo Martone*

Enzo Martone was the on-site cost controller for Cementation Canada Inc. and held this position during the shaft sinking of Goldcorp Inc.’s number three shaft. During the period from 1988 to 2000, Mr. Martone worked for Goldcorp Inc. as a Chief Assayer and Assistant Purchasing Agent. Mr. Martone has experience with gold mine operations located in the Red Lake, Ontario area including underground mining, assaying, purchasing and cost control. Mr. Martone has also worked as a personal banking officer and personal financial planner with the Bank of Nova Scotia. Mr. Martone received a diploma from Red River College in Winnipeg, Manitoba in Business Administration.

#### *Gordon Reid*

Mr. Reid has been employed by Centerra Gold Inc. since 2004 and is currently the Corporate Vice President of Operations based in Toronto, Canada. Other positions with Centerra Gold Inc. included President of Kumtor Operating Company, Centerra Gold Inc.’s subsidiary in the Kyrgyz Republic, and Vice President Business Development (TSX:CG). Prior to his employment with Centerra Gold Inc., Mr. Reid worked in various capacities and locations for Rio Algom Ltd., Placer Dome Inc., and Noranda Minerals. Mr. Reid holds an MBA from the University of Manitoba and a Bachelor of Science (Mining Engineering) from Michigan Technological University. Mr. Reid is registered as a Professional Engineer in the State of Wisconsin, USA and the Province of Ontario, Canada.

#### *Luard J. Manning*

Luard Manning is a mining engineer with extensive experience working on development and production projects. Mr. Manning has worked as a mining consultant for the last 40 years. Mr. Manning has personal expertise in operating underground mines, and has operated small open pit mines. Mr. Manning has supervised and critiqued engineering designs for both surface and underground deposits with emphasis on the effects of design on operating economics. He has work experience in Canada, Latin America and the United States of America, and has examined properties in England and Australia. Mr. Manning is an active director of Strikewell Energy Corp. (TSXV:SKK) and Highbank Resources Ltd. (TSXV: HBK), both junior mining companies. Mr. Manning holds a Bachelor of Applied Science in Mining Engineering from the University of British Columbia and is registered as a Professional Engineer in the Province of British Columbia.

## Audit Committee Oversight

At no time since the commencement of the Corporation's most recent completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board of Directors (the "Board") of the Corporation.

## Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemption in Section 2.4 of Multilateral Instrument 52-110 ("MI-52-110), or an exemption from MI 52-110, in whole or in part, granted under Section 8 of MI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditors, where the total amount of fees related to non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which non-audit services were provided. Section 8 permits a company to apply to a securities regulating authority for an exemption from the requirements of MI-52-110, in whole or in part.

## Pre-Approval Policies and Procedures

The Corporation has not adopted specific policies and procedures for the engagement of non-audit services, subject to the requirements of MI 52-110, the engagement of non-audit services is considered by the Corporation's Board of Directors, and where applicable the audit committee, on a case by case basis.

## External Auditor Service Fees (By Category)

The aggregate fees billed by the Corporation's external auditors in each of the last two financial years for audit fees are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees <sup>1</sup>	Tax Fees <sup>2</sup>	All Other Fees <sup>3</sup>
December 31, 2010	\$79,500	\$12,900	\$7,000	\$36,800
December 31, 2009	\$50,000	\$23,299	\$6,275	\$21,200

- (1) Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees".
- (2) Fees charged for tax compliance, tax advice and tax planning services.
- (3) Fees for services, including advising on IFRS, other than disclosed in any other column.

## Exemption

The Corporation is relying on the exemption in Section 6.1 of MI 52-110 that provides that the Corporation, as 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.

## STATEMENT OF CORPORATE GOVERNANCE PRACTICES

In accordance with the requirements of National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101") and National Policy 58-201 *Corporate Governance Guidelines* (the "Guidelines"), the Corporation is required to give full and complete disclosure of its systems of corporate governance. The Board is committed to good corporate governance practices; however it considers that some of the Guidelines are not suitable for the Corporation at its current stage of development and therefore such Guidelines have not been adopted. The following describes the Corporation's approach to corporate governance:

## Board of Directors

The Board currently consists of six directors, John Carter, the President of the Corporation, Eric Plexman, the CEO of the Corporation, Enzo Martone, Vice-President of the Corporation, Luard J. Manning, Gordon Reid and Paul Cooper. It is intended to decrease the number of directors to five and to elect five directors for the ensuing year.

NI 58-101 distinguishes independent and non-independent directors. For the purposes of NI 58-101, Mr. Plexman does not qualify as an independent director as he is an executive officer of the Corporation. Mr. Martone also does not qualify as an independent director under NI 58-101 as he is an executive officer of the Corporation. Mr. Carter does not qualify as an independent director as he is an executive officer of the Corporation. In addition, Mr. Paul Cooper also does not qualify as he is an executive officer of the Corporation. See “Statement of Executive Compensation – Compensation of Directors”. Messrs. Manning and Reid are independent directors pursuant to NI 58-101.

The operations of the Corporation do not support a large Board of Directors (the “Board”), and the Board has determined that the proposed size and constitution of the Board is appropriate for the Corporation’s current stage of development.

The Board meets for a formal board meeting periodically during the year on an as needed basis to review and discuss the Corporation’s business activities, and to consider and if thought fit, to approve matters presented to the Board for approval, and to provide guidance to management. In addition, management informally provides updates to the Board at least once per quarter between formal Board meetings. In general, management consults with the Board when deemed appropriate to keep the Board informed regarding the Corporation’s affairs.

The Board facilitates the exercise of independent supervision over management through these various meetings. At present, other than its Audit Committee, the Board has only one formal committee, its Compensation Committee. When necessary, the Board will strike a special committee of independent directors to deal with matters requiring independence. The composition of the Board is such that the independent directors have significant experience in business affairs and, as a result, these Board members are able to provide significant and valuable independent supervision over management.

In the event of a conflict of interest at a meeting of the Board, the conflicted director will in accordance with corporate law and in accordance with his fiduciary obligations as a director of the Corporation, disclose the nature and extent of his interest to the meeting and abstain from voting on or against the approval of such participation.

## Directorships

The following directors of the Corporation are also directors of other reporting issuers as set out below:

<u>Name of Director</u>	<u>Name of Reporting Issuer</u>
John Carter	Silver Shield Resources Corp.
Luard J. Manning	Strikewell Energy Corp. Highbank Resources Ltd.
Eric Plexman	Montana Gold Mining Company Inc.



## **Orientation and Continuing Education**

At present, the Corporation does not provide a formal orientation and education program for new directors. Prior to joining the Board, potential Board members are encouraged to meet with management and inform themselves regarding management and the Corporation's affairs. After joining the Board, management and the Board chair provide orientation both at the outset and on an ongoing basis. The Corporation currently has no specific policy regarding continuing education for directors, and requests for education are encouraged, and dealt with on an ad hoc basis.

## **Ethical Business Conduct**

The Board does not currently have a written code of ethics, but views good corporate governance as an integral component to the success of the Corporation. The primary step taken by the Corporation to encourage and promote a culture of ethical business conduct is to conduct appropriate due diligence on proposed directors, and ensure that proposed directors are of the highest ethical standards. The directors are required to abide by all relevant regulatory rules and regulations. The Board monitors compliance by requiring directors and officers to declare any conflicts of interest or any other situation that could represent a potential violation of any applicable rules and regulations. When applicable the Board will receive reports from management regarding any allegations of unethical conduct.

## **Nomination of Directors**

Once a decision has been made to add or replace a director, the task of identifying new candidates falls on the Board and management. Proposals are put forth by the Board and management and considered and discussed. If a candidate looks promising, the Board and management will conduct due diligence on the candidate and if the results are satisfactory, the candidate is invited to join the Board.

## **Compensation**

The Board has a Compensation Committee that advises the Board on matters relating to the compensation of management and Board members. The Corporation may grant stock options to directors of the Corporation in consideration for their services provided to the Corporation.

## **Other Board Committees**

The Corporation does not have any standing committees, other than the Audit Committee and the Compensation Committee. Please refer to the section of this Information Circular entitled "Audit Committee" for further information.

## **Assessments**

At present, the Board does not have a formal process for assessing the effectiveness of the Board, its Audit Committee and whether individual directors are performing effectively. These matters are dealt with on a case by case basis at the Board level. The Board is of the view that the Corporation's shareholders are the most important assessors of Board performance and that they provide the most effective, objective assessment of the Board's performance.

## **STATEMENT OF EXECUTIVE COMPENSATION**

### **Compensation Discussion and Analysis**

The Corporation currently relies solely on board discussion and the input of its Compensation Committee without any formal objectives, criteria and analysis to determine the amount of compensation payable to officers of the Corporation.

### *Philosophy*

Compensation paid to the Named Executive Officers is based on comparison to compensation paid to officers of companies in a similar business, size and stage of development and reflects the need to provide incentive and compensation for the time and effort expended by the Named Executive Officers, while taking into account the financial and other resources of the Issuer, as well as increasing shareholder value.

The Corporation is a junior mineral exploration company without revenue and therefore certain compensation factors were considered and not included within the compensation structure and philosophy. Some of the factors not considered were target share ownership guidelines, pension plans, specific target weightings, and percentage of compensation at risk.

The Corporation's executive compensation currently consists of base salary and incentive stock options, in the form of participation in the Corporation's Stock Option Plan.

### *Base Salary*

Base salary is the principal component of executive compensation and the base salary for each executive officer is based on the position held, the related responsibilities and functions performed by the executive and salary ranges for similar positions in comparable companies. Individual and corporate performance is also taken into account in determining base salary levels for executives.

### *Option-based Awards*

The grant of stock options under the Corporation's existing stock option plan is designed to give each option holder an interest in preserving and maximizing shareholder value in the longer term and to reward employees for both past and future performance. Individual grants are determined by an assessment of an individual's current and expected future performance, level of responsibilities and the importance of his position with and contribution to the Corporation. Previous grants of stock options are taken into account when new options are granted to an individual.

### **Summary Compensation Table**

Set out below are particulars of compensation paid to the following persons (the "Named Executive Officers"):

- (a) the Corporation's chief executive officer ("CEO");
- (b) the Corporation's chief financial officer ("CFO");
- (c) each of the Corporation's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed fiscal year whose total compensation was, individually, more than \$150,000 per year, as determined in accordance with subsection 1.3(6) of Form 51-102F6 Statement of Executive Compensation for that fiscal year; and
- (d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of that fiscal year.

During the fiscal year ended December 31, 2010, the Corporation had three Named Executive Officers, being Eric Plexman, Chief Executive Officer of the Corporation, Steven Lee, Chief Financial Officer of the Corporation from January 1, 2010 to July 5, 2010 and Stephen Holmes, Chief Financial Officer of the Corporation from July 5, 2010.

## Summary of Compensation

The following table is a summary of compensation paid to the Named Executive Officers for the Corporation's fiscal year ended December 31, 2010:

Name and Position of Principal (a)	Year (b)	Salary (\$) (c)	Share Based Awards (\$) (d)	Option Based Awards <sup>(1)</sup> (\$) (e)	Non-equity incentive plan compensation (\$)		Pension Value (\$) (g)	All other compensation (\$) (h)	Total Compensation (\$) (i)
					Annual incentive plans (f1)	Long-term incentive plans (f2)			
Eric Plexman CEO	2010	\$96,000	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$6,000	102,000
Stephen Holmes	2010	19,380	Nil	13,650					33,030
Steven Lee CFO	2010	\$26,755	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$26,755

- (1) Option-based Awards are calculated using the Black-Scholes Option Pricing Model to determine grant date fair value. Mr. Holmes was granted 150,000 stock options during the year ended December 31, 2010 with an estimated fair value of \$0.091 per share. The grant date fair value is not necessarily the value of the option to the individual over time, nor the value that might ultimately be derived from the exercise of such options. The fair value of stock options granted during the year ended December 31, 2010, was estimated on the date of the grant using the Black-Scholes Option Pricing Model with the following assumptions: average risk-free interest rate of 0.5%, estimated volatility of 100-150%, expected life of 2.5 years, forfeiture rate of Nil and expected dividend yield of 0%.

## **Incentive Plan Awards**

### *Outstanding share-based awards and option-based awards*

The following table sets out the outstanding share options held by the Named Executive Officers as at December 31, 2010:

Name (a)	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#) (b)	Option exercise price (\$) (c)	Option expiration date (d)	Value of unexercised in-the-money options <sup>(1)</sup> (\$) (e)	Number of shares or units of share that have not vested (#) (f)	Market or payout value of share-based awards that have not vested (\$) (g)
Eric Plexman, CEO	50,000	\$0.18	Aug. 27, 2014	1,250	N/A	N/A
	300,000	\$0.09	Feb. 20, 2014	\$34,500	N/A	N/A
Stephen Holmes, CFO	150,000	\$0.12	August 30, 2015	\$12,750	N/A	N/A

(1) The closing market price of the Corporation's common shares on the TSXV on December 31, 2010 was \$0.205.

*Incentive plan awards – value vested or earned during the year*

<b>Name</b>	<b>Option-based awards – Value vested during the year (\$)</b>	<b>Share-based awards – Value vested during the year (\$)</b>	<b>Non-equity incentive plan compensation – Value earned during the year (\$)</b>
<b>(a)</b>	<b>(b)</b>	<b>(c)</b>	<b>(d)</b>
Eric Plexman CEO	Nil	N/A	N/A
Stephen Holmes CFO	18,000	N/A	N/A

**Pension Plan Benefits**

The Corporation does not provide retirement benefits for directors or executive officers.

**Termination and Change of Control Benefits**

The Corporation has no plans or arrangements in respect of remuneration received or that may be received by the Named Executive Officers in the Corporation most recently completed financial year or current financial year in respect of compensating such officers in the event of termination of employment (as a result of resignation, retirement, change of control, etc.) or a change in responsibilities following a change of control, where the value of such compensation exceeds \$50,000, except that the Corporation and Eric Plexman have entered into an Amended Executive Employment Agreement dated October 8, 2009 pursuant to which Mr. Plexman will receive compensation equal to one year's base annual salary of \$96,000 in the event that the Corporation is acquired or is the non-surviving party in a merger, and, within six months of such transaction, Mr. Plexman's employment is terminated by the Corporation without cause or Mr. Plexman's title or duties are materially reduced.

**Director Compensation**

*Director compensation table*

<b>Name</b>	<b>Fees earned (\$)</b>	<b>Share-based awards (\$)</b>	<b>Option-based awards(1) (\$)</b>	<b>Non-equity incentive plan compensation (\$)</b>	<b>Pension value (\$)</b>	<b>All other compensation (\$)</b>	<b>Total (\$)</b>
<b>(a)</b>	<b>(b)</b>	<b>(c)</b>	<b>(d)</b>	<b>(e)</b>	<b>(f)</b>	<b>(g)</b>	<b>(h)</b>
John Carter	\$6,000	\$Nil	\$Nil	\$Nil	\$Nil	\$96,000 (2)	\$102,000
Enzo Martone	\$6,000	\$Nil	\$Nil	\$Nil	\$Nil	\$98,065 (3)	\$104,065
Luard Manning	\$8,000	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$8,000
Gordon Reid	\$8,000	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$8,000
Joseph Giuffre	\$7,000	\$Nil	\$Nil	\$Nil	\$Nil	\$52,116 (4)	\$59,116

(1) Option-based Awards are calculated using the Black-Scholes Option Pricing model to determine grant date fair value. The grant date fair value is not necessarily the value of

the option to the individual over time, nor the value that might ultimately be derived from the exercise of such options.

- (2) Paid to Mr. Carter for his duties as Project Manager and President.
- (3) Paid to Mr. Martone for his duties as Vice-President.
- (4) Paid to Axium Law Corporation for legal services provided to the Company. Mrt. Giuffre is a partner in Axium.

***Share-based awards, option based awards and non-equity incentive plan compensation***

The following table sets out the outstanding share options held by the directors as at December 31, 2010:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of share that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)
John Carter	350,000	\$0.18	Aug. 27, 2014	\$8,750	N/A	N/A
Paul Cooper	350,000	\$0.18	Aug. 27, 2014	\$8,750	N/A	N/A
Enzo Martone	50,000	\$0.18	Aug. 27, 2014	\$1,250	N/A	N/A
	300,000	\$0.10	July 17, 2014	\$31,500	N/A	N/A
Luard Manning	50,000	\$0.18	Aug. 27, 2014	\$1,250	N/A	N/A
	150,000	\$0.09	Feb. 20, 2014	\$17,250	N/A	N/A
Gordon Reid	50,000	\$0.18	Aug. 27, 2014	\$1,250	N/A	N/A
	200,000	\$0.09	Feb. 20, 2014	\$23,000	N/A	N/A
Joseph Giuffre	50,000	\$0.18	Aug. 27, 2014	\$1,250	N/A	N/A
	150,000	\$0.09	Feb. 20, 2014	\$17,250	N/A	N/A
	73,000	\$0.15	Mar. 30, 2012	\$4,015	N/A	N/A

- (1) The closing market price of the Corporation's common shares on the TSXV on December 31, 2010 was \$0.205.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

### Equity Compensation Plan Information

The following table provides information regarding the number of securities authorized for issuance under the Corporation's stock option plan, as at the end of the Corporation's most recently completed financial year ended December 31, 2010.

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b> <b>(a)</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights</b> <b>(b)</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b> <b>(c)</b>
Equity compensation plans approved by securityholders	3,484,500	\$0.14	3,137,411
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
<b>Total</b>	3,484,500		3,137,411

### INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former executive officer, director or employee of the Corporation or any of its subsidiaries, or any proposed nominee for election as a director of the Corporation, or any associate or affiliate of any such executive officer, director or proposed nominee, is or has been indebted to the Corporation or any of its subsidiaries, or to any other entity that was provided a guarantee or similar arrangement by the Corporation or any of its subsidiaries in connection with the indebtedness, at any time since the beginning of the most recently completed financial year of the Corporation.

### MANAGEMENT CONTRACTS

Management functions of the Corporation or any subsidiary of the Corporation are not, to any substantial degree, performed by a person other than the directors or senior officers of the Corporation or its subsidiaries.

### INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth in this Information Circular, no informed person of the Corporation, no proposed nominee for election as a director of the Corporation and no associate or affiliate of any such informed person or proposed nominee has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction that, in either case, has materially affected or would materially affect the Corporation or any of its subsidiaries.

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

No director or executive officer of the Corporation at any time since the beginning of the Corporation's last financial year, no proposed nominee for election as a director of the Corporation and no associate or affiliate of any of such persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, except for any interest arising from the ownership of shares of the Corporation where the shareholder will receive no extra or special benefit or advantage not shared on a pro-rata basis by all holders of shares in the capital of the Corporation.

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

**CONTINUATION OF THE STOCK OPTION PLAN**

Currently, the Corporation has a 10% “rolling” Stock Option that was approved by the shareholders of the Corporation on May 4, 2010. The shareholders will be asked to re-approve the Corporation’s existing Stock Option Plan. **Proxies received in favour of Management will be voted for the approval of the rolling Stock Option Plan unless a shareholder has specified in the proxy that the shares are to be voted against such resolution.** Shareholders are asked to pass the following ordinary resolution authorizing the re-approval of the existing Stock Option Plan:

“BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. the 10% “rolling” stock option plan currently in place be re-approved; and
2. any director or officer of the Corporation is hereby authorized to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with such re-approval, the execution of any such document or the doing of any such other act or thing by any director or officer of the Corporation being conclusive evidence of such determination.”

**OTHER BUSINESS**

Management of the Corporation is not aware of any matters to come before the Meeting other than those set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the Proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

**ADDITIONAL INFORMATION**

Additional information relating to the Corporation can be found on the SEDAR website at [www.sedar.com](http://www.sedar.com). Financial information concerning the Corporation is also provided in the Corporation's accompanying comparative financial statements and management's discussion and analysis for the most recently completed financial year.

Shareholders may obtain a copy of the Corporation's financial statements and management's discussion and analysis upon request to the Corporation by mail at One London Place, 255 Queens Avenue, Suite 1000., Ontario N6A 5R8; by telephone at 519-913-8008, by facsimile at 1-888-686-1405 or by email at [information@trueclaim.ca](mailto:information@trueclaim.ca).

DATED this 24th day of May, 2011.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“John Carter” (signed)*

John Carter, President

## **SCHEDULE "A"**

### **TRUECLAIM EXPLORATION INC. (formerly Stage Capital Inc.) (the "Corporation")**

#### **AUDIT COMMITTEE CHARTER**

*(Adopted by the Board of Directors on January 10, 2008)*

#### **A. PURPOSE**

The overall purpose of the Audit Committee (the "Committee") is to ensure that the Corporation's management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements and related financial disclosure of the Corporation and to review the Corporation's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information.

#### **B. COMPOSITION, PROCEDURES AND ORGANIZATION**

1. The Committee shall consist of at least three members of the Board of Directors (the "Board").
2. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
3. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.
4. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
5. The Committee shall have access to such officers and employees of the Corporation and to the Corporation's external auditors, and to such information respecting the Corporation, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
6. Meetings of the Committee shall be conducted as follows:
  - (a) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
  - (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and
  - (c) management representatives may be invited to attend all meetings except private sessions with the external auditors.
7. The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Corporation as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.



## **C. ROLES AND RESPONSIBILITIES**

1. The overall duties and responsibilities of the Committee shall be as follows:
  - (a) to assist the Board in the discharge of its responsibilities relating to the Corporation's accounting principles, reporting practices and internal controls and its approval of the Corporation's annual and quarterly consolidated financial statements and related financial disclosure;
  - (b) to establish and maintain a direct line of communication with the Corporation's internal and external auditors and assess their performance;
  - (c) to ensure that the management of the Corporation has designed, implemented and is maintaining an effective system of internal financial controls; and
  - (d) to report regularly to the Board on the fulfilment of its duties and responsibilities.
2. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:
  - (a) to recommend to the Board a firm of external auditors to be engaged by the Corporation, and to verify the independence of such external auditors;
  - (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
  - (c) review the audit plan of the external auditors prior to the commencement of the audit;
  - (d) to review with the external auditors, upon completion of their audit:
    - (i) contents of their report;
    - (ii) scope and quality of the audit work performed;
    - (iii) adequacy of the Corporation's financial and auditing personnel;
    - (iv) co-operation received from the Corporation's personnel during the audit;
    - (v) internal resources used;
    - (vi) significant transactions outside of the normal business of the Corporation;
    - (vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
    - (viii) the non-audit services provided by the external auditors;
  - (e) to discuss with the external auditors the quality and not just the acceptability of the Corporation's accounting principles; and
  - (f) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.

3. The duties and responsibilities of the Committee as they relate to the Corporation's internal auditors are to:
  - (a) periodically review the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department;
  - (b) review and approve the internal audit plan; and
  - (c) review significant internal audit findings and recommendations, and management's response thereto.
  
4. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Corporation are to:
  - (a) review the appropriateness and effectiveness of the Corporation's policies and business practices which impact on the financial integrity of the Corporation, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
  - (b) review compliance under the Corporation's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;
  - (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Corporation; and
  - (d) periodically review the Corporation's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.
  
5. The Committee is also charged with the responsibility to:
  - (a) review the Corporation's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;
  - (b) review and approve the financial sections of:
    - (i) the annual report to shareholders;
    - (ii) the annual information form;
    - (iii) annual and interim MD&A;
    - (iv) prospectuses;
    - (v) news releases discussing financial results of the Corporation; and
    - (vi) other public reports of a financial nature requiring approval by the Board,and report to the Board with respect thereto;
  - (c) review regulatory filings and decisions as they relate to the Corporation's consolidated financial statements;

- (d) review the appropriateness of the policies and procedures used in the preparation of the Corporation's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
- (e) review and report on the integrity of the Corporation's consolidated financial statements;
- (f) review the minutes of any audit committee meeting of subsidiary companies;
- (g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Corporation and the manner in which such matters have been disclosed in the consolidated financial statements;
- (h) review the Corporation's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and
- (i) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board following each annual general meeting of shareholders.