

SILVER SHIELD RESOURCES CORP.

MANAGEMENT INFORMATION CIRCULAR

GENERAL INFORMATION RESPECTING THE MEETING

Solicitation of Proxies

This management information circular (the "Information Circular") is furnished in connection with the solicitation of proxies by the management of Silver Shield Resources Corp. ("SSR" or the "Corporation") for use at the Annual General and Special meeting (the "Meeting") of the shareholders of SSR to be held on the 28th day of September, 2012 at 11:30 a.m. (Toronto time) at the Burlington Convention Centre, Tyandaga Room, 1120 Burloak Drive, Burlington, Ontario, and at any adjournment(s) thereof, for the purposes set forth in the accompanying Notice of Meeting.

Instruments of proxy must be received by the Corporation at the office of its transfer agent, Equity Financial Trust Company, at 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1 not less than forty-eight (48) hours, excluding Saturdays, Sundays and statutory holidays in the Province of Ontario, before the time set for the holding of the Meeting or any adjournment(s) thereof.

The instruments of proxy must be in writing and must be executed by the shareholder or such shareholder's attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

The persons named in the enclosed instruments of proxy are either representatives or directors/officers of SSR. Each shareholder has the right to appoint a proxyholder other than the persons designated in the accompanying instrument of proxy furnished by SSR, who need not be a shareholder, to attend and act for such shareholder and on such shareholder's behalf at the Meeting. To exercise such right, the names of the persons designated by management should be crossed out and the name of the shareholder's appointee should be legibly printed in the blank space provided.

Revocability of Proxy

A shareholder who has submitted a proxy may revoke it at any time prior to the exercise thereof. If a person who has given a proxy attends personally at the Meeting at which such proxy is to be voted, such person may revoke the proxy and vote in person. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the shareholder or such shareholder's attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized, and deposited at the office of the Corporation's transfer agent, Equity Financial Trust Company, at 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1 at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the

proxy is to be used, or with the Chairman of the Meeting on the day of the Meeting prior to voting, or any adjournment thereof, and upon either of such deposits, the proxy is revoked.

Persons Making the Solicitation

The solicitation is made on behalf of the management of the Corporation. The cost of solicitation by management will be borne by the Corporation. As well, proxies will be solicited by mail and may also be solicited personally or by telephone by the directors or officers of SSR, who will not be specifically remunerated therefore. SSR may pay the reasonable costs incurred by persons who are the registered but not beneficial owners of voting securities of SSR (such as brokers, dealers, other registrants under applicable securities laws, nominees and/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. SSR will provide, without cost to such persons, upon request to SSR, additional copies of the foregoing documents required for this purpose.

Exercise of Discretion by Proxy

The shares represented by the instrument of proxy enclosed with the accompanying Notice of Meeting and this Information Circular will be voted in accordance with the instructions of the shareholder, **but if no specification is made, the shares will be voted for the matters stated in the Notice of Meeting. If any amendments or variations are proposed at the Meeting or any adjournment thereof to matters set forth in the proxy and described in the accompanying Notice of Meeting and this Information Circular, or if any other matters properly come before the Meeting or any adjournment thereof, the proxy confers upon the shareholder's nominee discretionary authority to vote on such amendments or variations or such other matters according to the best judgment of the person voting the proxy at the Meeting.** At the date of this Information Circular, management of the Corporation knows of no such amendments or variations or other matters to come before the Meeting.

Advice to Beneficial Shareholders

The information set forth in this section is of significant importance to many public shareholders of the Corporation, as a substantial number of the public shareholders of the Corporation do not hold shares in their own names. Shareholders who do not hold their shares in their own names (referred to in this Information Circular as "**Beneficial Shareholders**") should note that only proxies deposited by shareholders whose names appear on the records of the Corporation as the registered holders of the shares can be recognized and acted upon at the Meeting. If 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 the 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 acts as nominee for many Canadian brokerage firms). Shares held by brokers or their nominees can only be voted upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers/nominees are prohibited from voting shares for their clients. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures

and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided to registered shareholders. However, its purpose is limited to instructing the registered shareholders how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communication Solutions Canada (formerly ADP Investor Communications) ("**Broadridge**"). Broadridge typically mails a Voting Instruction Form ("VIF") to the Beneficial Shareholders and asks Beneficial Shareholders to return the VIFs to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. A Beneficial Shareholder receiving a VIF from Broadridge cannot use that VIF to vote shares directly at the Meeting. The VIF must be returned to Broadridge well in advance of the Meeting in order to have the shares voted. Since only registered shareholders and their proxies can vote at the Meeting, a Beneficial Shareholder who wishes to vote in person at the Meeting must insert its own name in the space provided on the voting instruction form sent to the Beneficial Shareholder by its nominee, and sign and return the voting instruction form by following the signing and returning instructions provided by its nominee. By doing so, the Beneficial Shareholder will be instructing its nominee to appoint the Beneficial Shareholder as proxyholder. The Beneficial Shareholder should not otherwise complete the voting instruction form as its vote will be taken at the Meeting.

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

No director or executive officer of the Corporation, nor any person who has held such a position since incorporation, nor any nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors and the appointment of the auditor as set out herein.

VOTING SHARES AND PRINCIPAL SHAREHOLDERS

Each holder of common shares of record at the close of business on August 24, 2012 (the "**Record Date**") will be entitled to vote at the Meeting or at any adjournment thereof, either in person or by proxy, except to the extent that such holder has transferred any shares after the Record Date and the transferee of such share establishes proper ownership thereof and demands, not later than ten days before the Meeting, to be included in the list of shareholders entitled to vote at the Meeting, in which case such transferee is entitled to vote.

As of the Record Date, the Corporation had 80,447,220 issued and outstanding common shares. Each common share carries the right to one vote. Since December 19, 2007, the outstanding shares have been continuously listed and posted for trading on the Exchange, and the Corporation is classified thereon as a Tier 2 Issuer.

In December 2010 an early warning report was filed pursuant to National instrument 62-103 by Joe Dwek Management Consultants Inc. (JDM) stating that "JDM has indirect control and direction over 5,717,773 common shares of silver shield (the "shares") and 1,583,332 warrants to purchase shares (the "warrants") representing Approximately 15.79% of the outstanding shares

on a fully diluted basis.” JDM has exclusive control of the Silver Shield securities but it does not have ownership of them.

To the knowledge of the directors and senior officers of the Corporation, no other person or company beneficially owns, or controls or directs, directly or indirectly, 10% or more of any class of voting securities of the Corporation.

As of the Record Date, the directors and senior officers of the Corporation, as a group, beneficially owned, or controlled or directed, directly or indirectly, approximately 7,356,000 common shares, representing approximately 10% of the outstanding common shares.

QUORUM

A quorum will be present at the Meeting if there are at least two persons present, each of whom is either a shareholder entitled to attend and vote at the Meeting or the proxyholder of a shareholder appointed by means of a valid proxy, holding or representing by proxy not less than 10% of issued and outstanding common shares of SSR.

MATTERS TO BE ACTED ON AT THE MEETING

The Meeting has been called for the shareholders to consider and, if thought appropriate, to pass resolutions in relation to each of the following matters.

1) Financial Statements

The shareholders will receive and consider the audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2011 together with the auditors' report thereon.

2) Appointment of Auditors

Management recommends the appointment of Ross, Pope & Company LLP Chartered Accountants, of Kirkland Lake, Ontario, as auditor of the Corporation to hold office until the close of the next annual meeting of the shareholders. Ross Pope and Company was first appointed as auditor of the Corporation on February 23, 2012.

Shares represented by proxies in favour of the management nominees will be voted in favour of the appointment of Ross Pope and Company, Chartered Accountant as auditor of the Corporation and authorizing the directors of the Corporation to fix their remuneration, unless a shareholder has specified in his proxy that his shares are to be withheld from voting on the appointment of auditors.

Audit Fees

The aggregate fees billed by the Corporation's external auditors for professional services rendered for the audit of the consolidated financial statements of the Corporation and its subsidiaries were \$ 21,000 in the Fiscal Year ended December 31, 2011, \$12,000 in the fiscal year ended December 31, 2010 and \$12,000 in the fiscal year ended December 31, 2009 Fiscal

years 2010 and previous audits were undertaken by the former auditor N R Mcleod, Chartered Accountant, North Bay, Ontario.

Audit Related Fees

The aggregate fees (including reimbursed expenses) billed by the Corporation's external auditors for services related to the audit or review the Corporation's financial statements were Nil in the fiscal year ended December 31, 2011, Nil in the fiscal year ended December 31, 2010 and Nil in the fiscal year ended December 31, 2009.

Tax Fees

The aggregate fees (including reimbursed expenses) billed by the Corporation's external auditors for the preparation of corporate tax returns, tax compliance, tax advice and tax planning services were Nil in fiscal year ended December 31, 2011, \$Nil in the fiscal year ended December 31, 2010 and \$ nil in the fiscal year ended December 31, 2009.

All Other Fees

The aggregate fees, including expenses reimbursed, billed by the Corporation's external auditors for services rendered to the Corporation and its subsidiaries, other than the services described above, were Nil in fiscal year ended December 31, 2011, \$Nil in the fiscal year ended December 31, 2010 and \$Nil in the fiscal year ended December 31, 2009.

3) Election of Directors

The board of SSR is a variable board consisting of not fewer than one and not more than ten directors. The articles of the Corporation authorize the board to fix the number of directors subject to the requirements of the *Business Corporations Act* (Ontario). The board has determined that the number of directors constituting the board shall be set at seven. Shareholders will be asked to elect four directors at the Meeting, with three board seats remaining vacant.

The following information relates to the election of directors of the Corporation and to the persons nominated for election as directors. Management proposes that each of the persons named below be nominated at the Meeting for re-election or election, as the case may be, as directors of the Corporation to serve, subject to the approval of the TSX Venture Exchange (the "TSXV"), until the next annual meeting of shareholders of the Corporation or until his or her successor is elected or appointed. Management does not contemplate that any of the nominees will be unable to serve as a director.

However, if a nominee should be unable to so serve for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. Shares represented by proxies in favour of management nominees will be voted for the election of all of the nominees whose names are set forth below, unless a shareholder has specified in his proxy that his shares are to be withheld from voting on the election of directors.

The following table and the notes thereto state the names of all persons to be nominated for election as directors, all other positions or offices with the Corporation now held by them, their principal occupations or employment, the year in which they become directors for the Corporation, the approximate number of common shares beneficially owned, or controlled or directed, directly or indirectly, by each of them, as of the date hereof, and the number of options to acquire common shares held by each of them as of the date hereof.

Name, Residence Position with the Company	Director Since	# of Shares Beneficially Held	
		Directly or Indirectly, over which Control or Direction is Exercised	# of Options Held
Timothy D. Towers Burlington, Ontario President and Chief Executive Officer of SSR	May-06	2,081,000	500,000 (3)
Raymond Lashbrook Callander, Ontario Vice-President, Exploration of SSR	May-06	2,050,000	500,000 (3)
Stephen G. Mlot (2) Richmond Hill, Ontario Mining Engineering Consultant	May-06	3,225,000	500,000 (3)
John Grounds (2) Trafalgar, Indiana USA Principal NRS Resource Funds	nominated	Nil	Nil

Notes:

- (1) Information supplied by nominees and does not include shares issuable upon exercise of options.
- (2) Member of the Audit Committee.
- (3) Options granted pursuant to SSR's incentive stock option plan effective August 26, 2010. Each option is exercisable into one common share at \$0.10 on or before August 26, 2015.
- (4) Options proposed for the new nominees will be 500,000 each under the existing stock plan.

Set forth below is a description of the principal occupation of each board nominee during the past five years:

Timothy D. Towers – Director, President and Chief Executive Officer

Timothy D. Towers has 30 years' experience in accounting, administration and business management with a particular focus on the mining and exploration sector. Mr. Towers has overseen the growth of SSR since its inception in 2006 and was instrumental in the reverse takeover transaction that led to the Corporation listing on the TSX-V in December 2007.

Raymond Lashbrook – Vice-President, Exploration and Proposed Director

Raymond Lashbrook has 38 years' experience in mineral exploration, mine engineering and geology. Mr. Lashbrook manages every aspect of SSR's exploration activities in Ontario and in Mexico. He also serves as the vice-president, exploration and director of Claim Nickel Inc., a private Ontario-based mineral exploration company.

Stephen G. Mlot

Mr. Mlot is registered as a Professional Engineer in Ontario and holds an Engineering (Mining) degree from McGill University, Montreal, Quebec. Mr. Mlot has significant experience in the mining industry, with particular emphasis in planning and management of mine development and operations and minesite construction projects. He also has extensive experience in mining project evaluation and feasibility analysis. Mr. Mlot was, from September 2006, until July 2008 the Chief Executive Officer and a Director of Carlisle Goldfields Limited, a mining exploration company listed on the TSX. Previously, Mr. Mlot was also a director of Claim Lake Resources Inc., an Ontario-based junior exploration company, from April 2004 to May 2006.

John Grounds

Mr. John Grounds has significant experience as an operational strategic consultant for underperforming businesses and projects, having advised a number of management teams through all aspects of acquiring, operating and monetizing various assets. John currently works as a managing principal with Natural Resource Synergy Funds where he heads up their strategic consulting division. Prior to NRSF, John was the Founder and CEO of a multi-state coal mining company. Before the coal company, he served as a consultant helping Companies startup or turnaround various divisions, and was an entrepreneur starting several successful businesses in the real estate lending industry. Prior to his civilian career, John served as a nuclear specialist in the United States Navy. As a highly sought after public speaker, John has delivered keynote speeches to diverse crowds across several countries. John holds a Bachelor's degree in management communications from the Concordia University (Magna Cum Laude) and a MBA in Finance and Strategy from The University of Chicago – Booth School of Business.

Orders, Penalties and Bankruptcies

To the knowledge of the Corporation, as of the date hereof, no director to be nominated for election at the Meeting:

- is at the date of this Information Circular, or has been, within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Corporation) that: (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to an order 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,
- is at the date of this Information Circular, or has been, within 10 years before the date hereof, a director or executive officer of any company (including the Corporation) that, while such nominee was acting in that capacity, or within a year of such nominee ceased 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
- has, within ten years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such nominee.

For the purposes of the above section, the term "order" means:

- (a) a cease trade order;
- (b) an order similar to a cease trade order; or
- (c) an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days.

To the knowledge of the Corporation, as of the date hereof, no director nominated for election at the Meeting 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.

4) Creditors Shares for Debt Settlement

The company puts before shareholders, a plan to approach creditors of the company to accept shares for debt at a stated market price of \$ 0.05 per common share. Market price at the time of the circular was \$ 0.015 per common share. The company believes that the issuance of the shares and reduction of the debt will be crucial in obtaining future financing. Shareholders are asked to approve a resolution to allow management to settle as much debt with the shares for debt mechanism as is possible, at a time of limited cash resources.

<u>Name of Creditor</u>	<u>Amount Owing \$</u>	<u>Maximum Shares @ \$0.05 to be issued</u>
#2233445 Ontario Inc o/a Blue Silver Exploration Management Ancaster, Ontario	\$61,584.50	1,231,690
Elk Lake Enterprises Elk Lake, Ontario	\$ 17,747.00	354,940
Lever Personnel Sudbury, Ontario	\$ 20,790.00	415,800
Murdoch Leasing Markham, Ontario	\$ 16,013.66	320,273
Theo Schnabel Elk Lake, Ontario	\$ 9,600.00	192,000
NAR Environmental Sudbury, Ontario	\$ 3,782.03	75,640
Penta Interactive Toronto, Ontario	20,000.00	400,000
Total Debt Removed/Shares to be Issued	\$ 149,517.19	2,990.343

5) Convertible Debenture

The company is considering the issuance of a convertible debenture in the amount of up to \$3,500,000.00 as an approach to raising funds while minimizing dilution to the current shareholders as a result of the depressed current market price for the shares of the Company. The funds raised will be used as well for working capital of the company and more importantly for placing the Company's Mexican projects onto a production footing. Revenue generated from the operations will sustain the Company until market conditions improve to the point that other forms of financing can be considered. If sufficient cash flow is generated from operations future financings by issuing shares could be minimized. Terms for debenture financings of this type are commonly for 3-5 year terms. Interest rates will be negotiated on the convertible debenture at normal prevailing market rates typically in the 8-10% range at present however the risk profile of funding small scale production may result in the demand for much higher rates. Payment of interest by way of delivery of actual precious metal product in lieu of cash may be a consideration. Conversion on the debt if exercised will occur at a price the greater of the TSX Venture minimum allowed rate or a 5% discount to market price.

There are limited providers of what is regarded as a very high risk type of financing, and additional amounts and forms of compensation to the lenders, beyond simple interest, may be required to complete the financing. This may include, lock-up agreements on the sale of production, joint-venture agreements, direct interests in the properties, royalty interests on the properties, bonus payments in cash, shares, or metal, and so on. Management believes this may be the only near-term opportunity to finance to a point to be able to advance the properties to production.

A number of providers have been approached and preliminary discussions held. At this time no final agreement as to amount and terms has been reached or even discussed. Management asks that the Shareholders approve a resolution empowering Management to conclude a debenture financing on as acceptable terms as can be obtained.

EXECUTIVE COMPENSATION

Summary Compensation Table for Named Executive Officers

The following table, presented in accordance with applicable securities laws, sets forth all compensation paid in respect of the individuals who were, December 31, 2011, the Chief Executive Officer, the Chief Financial Officer and the next three mostly highly compensated executive officers of the Corporation (collectively the "**Named Executive Officers**") whose total salary and bonus were in excess of \$150,000 per annum. Securities legislation provides that the Named Executive Officers are determined on the basis of the total cash compensation (salary and annual bonus) earned in the fiscal year ended December 31, 2011

Name and Principal Position	Fiscal Year Ended December-31	Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)	Securities Under Options Granted (#)	All Other Compensation
Timothy D. Towers CFO	2006	\$ 8,000 per mo.	nil	nil	nil	nil
	2007	\$ 8,000 per mo.	nil	nil	nil	nil
	2008	\$ 8,000 per mo.	nil	nil	nil	nil
	2009	16,000	nil	nil	nil	nil
	2010	nil	nil	nil	nil	nil
	2011	nil	nil	nil	nil	nil
Harvey McKenzie CFO	2006	nil	nil	nil	nil	nil
	2007	nil	nil	nil	nil	nil
	2008	nil	nil	nil	nil	nil

Notes:

- (1) The Corporation has not granted any stock appreciation rights (SAR) or adopted any long term incentive plan (LTIP).
- (2) Mr. Towers receives a combined management fee and expense allowance of \$8,000 per month. See "Management Contracts" below.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The only equity compensation plan that the Corporation has in place is the Stock Option Plan dated for reference April 9, 2007. The Stock Option Plan provides that the Board of Directors of the Corporation may, from time to time, in its discretion, and in accordance with TSXV requirements, grant to directors, officers, employees and technical consultants to the Corporation, non-transferable options to purchase common shares, provided that the number of

common shares reserved for issuance, will not exceed 10% of the issued and outstanding common shares.

The following table sets out Stock Option Plan information as at the end of the financial year ended December 31, 2011.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	3,800,000	0.10	3,,370,891
Equity compensation plans not approved by security holders (1)	nil	nil	nil

Note:

(1) The Stock Option Plan was approved by the Board of Directors of Gemini effective April 9, 2007. Gemini completed its reverse takeover "qualifying transaction" with the Corporation on December 14, 2007.

STATEMENT OF CORPORATE GOVERNANCE MATTERS

Board of Directors

National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("**NI 58-101**") defines an "independent director" as a director who has no direct or indirect material relationship with the Corporation. A "material relationship" is in turn defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with such member's independent judgment. The Board is currently comprised of five members, the majority of whom the Board has determined are "independent" directors within the meaning of NI 58-101.

Timothy D. Towers is not considered "independent" as the result of Mr. Towers' position as President and Chief Executive Officer of the Corporation. The remaining directors are considered to be independent directors since they are all independent of management and free from any material relationship with the Corporation. The basis for this determination is that, since the beginning of the fiscal year ended December 31, 2011, none of the independent directors have worked for the Corporation, received remuneration from the Corporation or had material contracts with or material interests in the Corporation which could interfere with their ability to act with a view to the best interests of the Corporation. The Board believes that it functions independently of management. To enhance its ability to act independent of management, the members of the Board may meet in the absence of members of management and the non-independent directors or may excuse such persons from all or a portion of any meeting where a potential conflict of interest arises or where otherwise appropriate. The Board did not hold any meetings of the independent directors during the fiscal year ended December 31, 2010.

Other Reporting Issuer Directorships

There are no other reporting issuer directorships.

Orientation and Continuing Education

Corporate governance relates to the activities of the Board, the members of which are elected by and accountable to the shareholders, and accounts for the role of management who are appointed by the Board and charged with the day-to-day management of the Corporation. The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Corporation, and the Board has therefore formed a Corporate Governance and Nominating Committee ("**CG&N Committee**") to oversee the Corporation's operations as they relate to corporate governance matters. The CG&N Committee is currently composed of the following three members: Raymond Lashbrook and Timothy D. Towers, and one vacancy the majority of whom are independent directors.

The CG&N Committee is responsible for producing a director's manual to use in the orientation program for new Board members. In addition, information such as recent annual reports, prospectuses, proxy solicitation materials, various other operating and budget reports and board and committee mandates are provided to new Board members to ensure that they are familiar

with the Corporation's business and the procedures of the Board. Furthermore, directors are encouraged to visit and meet with management on a regular basis. The Corporation also encourages continuing education of its directors and officers where appropriate in order to ensure that they have the necessary skills and knowledge to meet their respective obligations to the Corporation.

Ethical Business Conduct

Ethical business behaviour is of great importance to the Board and the management of the Corporation. The Corporation has instituted a policy on insider trading, a comprehensive code of business ethics and conduct, as well as a whistleblower policy for all staff and personnel to report any fraudulent or illegal acts on an anonymous basis directly to the Audit Committee chair. In addition, as some of the directors of the Corporation also serve as directors and officers of other companies engaged in similar activities, board members are required to comply with the conflict of interest provisions of the OBCA, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Each director is required to declare the nature and extent of his interest and is not entitled to vote at meetings that involve such conflicts.

Nomination of Directors

The CG&N Committee is responsible for reviewing the composition, compensation and contribution of the Board and its members and recommending Board nominees. While there are no specific criteria for Board membership, the CG&N Committee attempts to attract directors with business knowledge in areas such as mining, accounting and finance who may provide insights that will assist in guiding the management of the Corporation. As such, nominations tend to be the result of recruitment efforts by management of the Corporation and discussions among the members of the CG&N Committee prior to consideration by the Board as a whole.

Compensation

The Corporation has established a Compensation Committee, which is composed of three directors, Stephen Mlot, John Grounds, and Joe Hunnisett are independent of management. Mr. Mlot serves as committee chair. The Compensation Committee meets at least once annually and is responsible for making recommendations to the Board regarding: (a) CEO compensation; (b) compensation of other executives; (c) incentive compensation plans; (d) management succession and development plans and termination policies and arrangements; and (e) the human resources structure. The Board then determines whether to adopt such recommendations as submitted or otherwise.

Committees

In addition to the CG&N Committee and Compensation Committees, the Board also has an Audit Committee. (See "Audit Committee Information" below.)

Assessment of Board Performance

As noted above the CG&N Committee is responsible for reviewing the contribution and effectiveness of the Board, its committees and its members. The CG&N Committee: (a) reviews and reports to the Board annually on the size, composition and profile of the Board (age,

geographical representation, disciplines, related vs. unrelated, etc.). In its review of the size of the Board, the Committee will evaluate the impact of the number of Board members upon its effectiveness and, if required, implement a program to modify the number of directors to facilitate more effective decision-making;

(b) reviews annually the continued compliance by nominees to the Board to be named in the management proxy circular for re-election with the criteria underlying the appointment of each director;

(c) reviews annually: (i) compliance by Board members with the Corporation's policy on conflicts of interest; (ii) the status and contribution of members of the Board and committees of the Board; and (iii) the performance of the Board and its committees, and reports to the Board thereon; and

(d) reviews annually the Board/management relationship and recommends to the Board structures and procedures to ensure that the Board can continue to function independently of management.

AUDIT COMMITTEE INFORMATION

The Audit Committee is responsible for the Corporation's financial reporting process and the quality of its financial reporting. In addition to its other duties, the Audit Committee reviews all financial statements, annual and interim, intended for circulation among shareholders and reports upon these to the Board. In addition, the Board may refer to the Audit Committee other matters and questions relating to the financial position of the Corporation. In performing its duties, the Audit Committee maintains effective working relationships with the board, management and the external auditors and monitors independence of those auditors. The Audit Committee has formally adopted an Audit Committee charter, which sets forth purposes of the Audit Committee and guidelines for its practices. The full text of the Audit Committee Charter is annexed hereto as Schedule "A". The members of the Audit Committee are Messrs. John Grounds, Stephen Mlot and Joe Hunnisett all of whom are financially literate and independent of management. Consequently, the composition of the Audit Committee complies with the provisions of Multilateral Instrument 52-110 "Audit Committees" ("**MI 52-110**") of the Canadian Securities Administrators.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Since the beginning of the last completed financial year and up to the date hereof, no director, executive officer or employee or former executive officer, director or employee of the Corporation or any of its subsidiaries has been indebted to the Corporation.

MANAGEMENT CONTRACTS

SSR pays its Chief Executive Officer and President, Mr. Timothy D. Towers, a combined management fee and expense allowance of \$8,000 per month. Included in the management fee and expense allowance is the payment of all overhead and support staff costs. Due to lack of funds these amounts have not been paid in 2011 and 2012 and are on an accrual basis.

Mr. Raymond Lashbrook, the Corporation's Vice-President, Exploration, is entitled to receive a combined management fee and expense allowance of \$8,000 per month, which includes travel costs to and from SSR's project sites in Mexico and northern Ontario. Due to lack of funds this monthly amount has not been paid.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth below, for the fiscal year ended December 31, 2011 and for the period from January 1, 2012 to the date hereof, "informed persons" (as such term is defined in National Instrument 51-102) of the Corporation, proposed directors and associates and affiliates of any such persons did not have an interest in any transactions or proposed transactions which have materially or would materially affect the Corporation.

The Corporation completed its qualifying transaction on December 14, 2007 by way of a three-cornered amalgamation among Gemini, 2139711 Ontario Limited (a wholly-owned subsidiary of Gemini), and Silver Shield Resources Inc. Messrs. Timothy D. Towers, Stephen Mlot, and Raymond Lashbrook, currently directors and/or officers of the Corporation, were directors and/or officers and significant shareholders of Silver Shield Resources Inc. prior to closing of the qualifying transaction. For further details regarding the qualifying transaction, please see the Corporation's filing statement dated November 5, 2007.

REGISTRAR AND TRANSFER AGENT

Equity Financial Trust Company, at 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1, is the registrar and transfer agent for the Corporation's common shares.

OTHER MATTERS

Management of the Corporation knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting accompanying this Information Circular. However, if any other matter properly comes before the Meeting, the forms of proxy furnished by the Corporation will be voted on such matters in accordance with the best judgment of the person or persons voting the proxy.

ADDITIONAL INFORMATION

Additional information relating to the Corporation can be found on SEDAR at www.sedar.com. Financial information is provided in the Corporation's comparative financial statements and management discussion and analysis. Copies of the Corporation's financial statements and management discussion and analysis may be obtained, without charge, upon request to the Corporate Secretary at Silver Shield Resources Corp., 4034 Mainway Drive, Unit C, Burlington, Ontario, L7M 4B9.

APPROVAL OF DIRECTORS

The contents, and the sending, of this Information Circular have been approved by the directors of the Corporation.

DATED at Burlington, Ontario this 27th day of August, 2012.

(signed) "Timothy D. Towers"

Timothy D. Towers

Chief Executive Officer, President

SCHEDULE "A"
SILVER SHIELD RESOURCES CORP.
AUDIT COMMITTEE CHARTER

1 OVERALL PURPOSE / OBJECTIVES

The committee will assist the Board of Directors (the "Board") of Silver Shield Resources Corp. (the "Company") in fulfilling its responsibilities. The committee will review the financial reporting process, the system of internal control and management of financial risks, the audit process, and the Company's process for monitoring compliance with laws and regulations and its own code of business conduct. In performing its duties, the committee will maintain effective working relationships with the Board, management, and the external auditors and monitor the independence of those auditors. The committee will also be responsible for reviewing the Company's financial strategies, its financing plans and its use of the equity and debt markets. To perform his or her role effectively, each committee member will obtain an understanding of the responsibilities of committee membership as well as the Company's business, operations and risks.

2 AUTHORITY

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

3 ORGANIZATION

3.1 Membership

- (a) The committee will be comprised of at least three directors of the Company, a majority of whom are "independent" for the purposes of *Multilateral Instrument 52-110 – Audit Committees*.
- (b) The chairman of the audit committee will be nominated by the committee from time to time.
- (c) Quorum for any meeting will be two members.
- (d) The secretary of the committee will be the company secretary, or such person as is nominated by the Chairman.

3.2 Attendance at Meetings

- (a) The committee may invite such other persons (e.g. the CEO) to its meetings, as it deems appropriate.
- (b) The external auditors should be present at each quarterly audit committee meeting and be expected to comment on the financial statements in accordance with best practices.
- (c) Meetings shall be held not less than four times a year. Special meetings shall be convened as required. External auditors may convene a meeting if they consider that it is necessary.
- (d) The proceedings of all meetings will be minuted.

3 ROLES AND RESPONSIBILITIES

The committee will:

- 3.1 Gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.
- 3.2 Gain an understanding of the current areas of greatest financial risk and whether management is managing these effectively.
- 3.3 Review the Company's strategic and financing plans to assist the Board's understanding of the underlying financial risks and the financing alternatives.
- 3.4 Review management's plans to access the equity and debt markets and to provide the Board with advice and commentary.
- 3.5 Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- 3.6 Review any legal matters which could significantly impact the financial statements as reported on by the Company's professional advisors and meet with such advisors whenever deemed appropriate.
- 3.7 Review the annual and quarterly financial statements including Management's Discussion and Analysis and determine whether they are complete and consistent with the information known to committee members; determine that the auditors are satisfied that the financial statements have been prepared in accordance with generally accepted accounting principles.
- 3.8 Pay particular attention to complex and/or unusual transactions such as those involving derivative instruments and consider the adequacy of disclosure pertaining thereto.
- 3.9 Focus on judgmental areas, for example those involving valuation of assets and liabilities and other commitments and contingencies.
- 3.10 Review audit issues related to the Company's material associated and affiliated companies that may have a significant impact on the Company's equity investment.
- 3.11 Meet with management and the external auditors to review the annual financial statements and the results of the audit.
- 3.12 Assess the fairness of the interim financial statements and disclosures, and obtain explanations from management on whether:
 - (a) actual financial results for the interim period varied significantly from budgeted or projected results;
 - (b) generally accepted accounting principles have been consistently applied;
 - (c) there are any actual or proposed changes in accounting or financial reporting practices;
 - (d) there are any significant or unusual events or transactions which require disclosure and, if so, consider the adequacy of that disclosure.
- 3.13 Review the external auditors' proposed audit scope and approach and ensure no unjustifiable restriction or limitations have been placed on the scope.
- 3.14 Review the performance of the external auditors and approve in advance provision of services other than auditing.
- 3.15 Consider the independence of the external auditors, including reviewing the range of services provided in the context of all consulting services bought by the Company.
- 3.16 Make recommendations to the Board regarding the reappointment of the external auditors and the compensation of such auditors.

- 3.17 Meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately.
- 3.18 Endeavour to cause the receipt and discussion on a timely basis of any significant findings and recommendations made by the external auditors.
- 3.19 Obtain regular updates from management and the Company's legal counsel regarding compliance matters, as well as certificates from the Chief Financial Officer as to required statutory payments and bank covenant compliance and from senior operating personnel as to permit compliance.
- 3.20 Ensure that the Board is aware of matters which may significantly impact the financial condition or affairs of the business.
- 3.21 Perform other functions as requested by the Board.
- 3.22 If necessary, institute special investigations and, if appropriate, hire special counsel or experts to assist.
- 3.23 Review and update the charter; receive approval of changes from the Board.