

PURE LIVING MEDIA INC
509 – 207 West Hastings Street
Vancouver, British Columbia V6B1H7

November 14, 2011

Dear Pure Living Media Inc Shareholder:

Re: Annual General Meeting and Special Meeting of Shareholders

You are invited to attend the annual general meeting and special meeting (the “**Meeting**”) of the holders of common shares of Pure Living Media Inc (formerly TinyMassive Technologies Inc.) (the “**Company**”), to be held at the offices of Bacchus Law Corporation (“**Bacchus**”) at Suite 1820, 925 West Georgia Street, Vancouver, British Columbia V6C 3L2, on December 28, 2011 at 9:00 a.m. (Vancouver time).

At the Meeting, you will be asked to consider and, if deemed advisable, to approving the following by ordinary resolution:

1. To receive the audited consolidated financial statements of the Company for the fiscal year ended May 31, 2011;
2. To elect the directors of the Company until the Company’s next annual general meeting; and
3. To appoint Davidson & Company LLP, Chartered Accountants, as the Company’s auditor for the fiscal year ended May 31, 2012 and to authorize the Board of Directors to fix the remuneration to be paid to the auditor.

Further, at the Meeting, you will be asked to consider and, if deemed advisable, to approving the following by special resolution:

4. To approve a special resolution approving an amendment to the Articles of the Corporation to consolidate the 58,644,787 fully paid, issued and outstanding Common Shares in the capital of the Corporation be consolidated to a minimum of 2,932,239 Common Shares in the capital of the Corporation; up to every twenty (20) Common Shares before the consolidation being consolidated into one (1) Common Share post-consolidation (except that if any fractional share would otherwise be created as a results of such consolidation, any such fractional share would be cancelled).
5. To approve a resolution allowing the Company to authorize and issue unlimited amount of common shares without par value.
6. To approve the adaption of an incentive stock option plan.
7. To approve a change of name to PatriotStar Resource Corp. (or such other name as is acceptable to the company’s management, directors and the CNSX Stock Exchange);

Further Information

The accompanying Notice of Special Meeting and Information Circular provide a full description of the matters to be considered at the Meeting and include certain additional information to assist you in considering how to vote in respect such matters. You are encouraged to consider carefully all of the information in the Information Circular. If you require assistance, you should consult your financial, legal or other professional advisor.

Your vote is important, regardless of the number of the Company's common shares that you own. If you are a registered shareholder of the Company, we encourage you to take the time now to complete, sign, date and return the enclosed form of proxy by not later than 5:00 p.m. (Vancouver time) on December, 21, 2011 to the offices of Bacchus to ensure that your shares will be voted at the Meeting in accordance with your instructions, whether or not you are able to attend in person. If you hold your shares in the Company through a broker or other intermediary, you should follow the instructions provided by your broker or other intermediary to vote your shares.

Thank you for your continued support.

Yours very truly,

"Arndt Roehlig"

Arndt Roehlig
Chief Executive Officer

PURE LIVING MEDIA INC
509 – 207 West Hastings Street
Vancouver, British Columbia V6B1H7

**NOTICE OF ANNUAL GENERAL MEETING AND
SPECIAL MEETING OF THE SHAREHOLDERS OF
PURE LIVING MEDIA INC**

NOTICE IS HEREBY GIVEN THAT the annual general meeting and special meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of PURE LIVING MEDIA INC (formerly Tiny Massive Technologies Inc) (the “**Company**”) will be held at the offices of Bacchus Law Corporation (“**Bacchus**”), at Suite 1820, 925 West Georgia Street, Vancouver, British Columbia V6C 3L2, on December 28, 2011 at 9:00 a.m. (Vancouver time), for the following purposes:

1. To receive the audited consolidated financial statements of the Company for the fiscal year ended May 31, 2011;
2. To elect the directors of the Company until the Company’s next annual general meeting;
3. To appoint Davidson & Company LLP, Chartered Accountants, as the Company’s auditor for the fiscal year ended May 31, 2012 and to authorize the Board of Directors to fix the remuneration to be paid to the auditor;
4. To approve a special resolution approving an amendment to the Articles of the Corporation to consolidate the 58,644,787 fully paid, issued and outstanding Common Shares in the capital of the Corporation be consolidated to a minimum of 2,932,239 Common Shares in the capital of the Corporation; up to every twenty (20) Common Shares before the consolidation being consolidated into one (1) Common Share post-consolidation (except that if any fractional share would otherwise be created as a results of such consolidation, any such fractional share would be cancelled).
5. To approve a resolution allowing the Company to authorize and issue unlimited amount of common shares without par value.
6. To approve the adaption of an incentive stock option plan

Specific details of the matters proposed to be put before the Meeting are set forth in the accompanying Information Circular. Any registered Shareholder may attend the Meeting in person or may be represented by proxy. Registered Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, such proxy must be received by Bacchus at its office no later than December 21, 2011 at 5:00 p.m. (Vancouver time), or, if the Meeting is adjourned or postponed, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the start of such adjourned or postponed meeting. Non-registered Shareholders should complete and return the accompanying voting instruction form or other authorization provided to them in accordance with the instructions provided therein. Failure to do so may result in the shares held by such Shareholder not being voted at the Meeting. If you have any questions about the information contained in the Information Circular or require assistance in completing your form of proxy or letter of transmittal, please contact Bacchus at (604) 632-1700.

The record date for determining the Shareholders entitled to receive notice of and to vote at the Meeting is November 14, 2011. Only Shareholders whose names have been entered in the central securities register of the Company on the close of business on that date will be entitled to receive

notice of and to vote at the Meeting.

The Information Circular and a form of proxy accompany this Notice.

If you have any questions about the information contained in the Information Circular or require assistance in completing your form of proxy or letter of transmittal, please contact Bacchus at (604) 604-632-1700.

Dated at the City of Vancouver, in the province of British Columbia, this 14th day of November, 2011.

BY ORDER OF THE BOARD OF DIRECTORS

“Arndt Roehlig”

Arndt Roehlig
Chief Executive Officer and Director

PURE LIVING MEDIA INC
509 – 207 West Hastings Street
Vancouver, British Columbia V6B1H7

INFORMATION CIRCULAR
as at November 14, 2010

This Information Circular is being furnished in connection with the solicitation of proxies by the management of Pure Living Media Inc (formerly TinyMassive Technologies Inc) (the “**Company**”) for use at the annual and special general meeting (the “**Meeting**”) of the holders of its common shares (the “**Common Shares**”) to be held on December 28, 2011 at the time and place and for the purposes set forth in the accompanying Notice of Meeting.

Cautionary Note Regarding Forward Looking Statements

This Information Circular includes “forward-looking statements” within the meaning of Canadian securities laws. All statements, other than statements of historical facts, included in this Information Circular that address activities, events or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements. When used in this Information Circular, the words “estimate”, “plan”, “anticipate”, “expect”, “intend”, “believe” and similar expressions are intended to identify forward-looking statements.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, you should not place undue reliance on forward-looking statements.

The forward-looking statements contained in this Information Circular are expressly qualified in their entirety by this cautionary statement. Such forward-looking statements are made as of the date of this Information Circular and, except as required under applicable securities laws, the Company does not undertake any obligation to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise.

General

In this Information Circular, references to “**Beneficial Shareholders**” means shareholders who do not hold Common Shares in their own name; and “**Intermediaries**” refers to brokers, investment firms, clearing houses and similar entities that hold securities on behalf of Beneficial Shareholders. Unless otherwise indicated herein, all references to currency are to Canadian dollars.

No person has been authorized to give any information or to make any representation in connection with any matter described in this Information Circular other than those contained herein and, if given or made, any such information or representation should be considered not to have been authorized by the Company. This Information Circular does not constitute the solicitation of an offer to purchase any securities or the solicitation of a proxy by any person in any jurisdiction in which such solicitation is not authorized or in which the person making such solicitation is not qualified to do so or to any person to whom it is unlawful to make such solicitation. The information contained in this Information Circular should not be construed as legal, tax or financial advice.

PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be by mail and the Internet, and the Company will bear all costs of the solicitation. The Company has arranged for Intermediaries to forward the meeting materials to Beneficial Shareholders and the Company may reimburse such Intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholder

The individuals designated in the accompanying form of proxy (the “**Proxy**”) are officers and/or directors of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than the individuals designated in the Proxy, who need not be a shareholder of the Company, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

Voting by Proxyholder

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

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

In respect of a matter for which a choice is not specified in the Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified on the Proxy and, if applicable, for the nominees of management for directors and auditors as identified in the Proxy.

Registered Shareholders

If you are a registered shareholder, you may wish to vote by proxy whether or not you attend the Meeting in person. If you submit a Proxy, you must complete, date and sign the Proxy, and then return it by mail to the offices of Bacchus Law Corporation (“**Bacchus**”), at Suite 1820, 925 West Georgia Street, Vancouver, British Columbia V6C 3L2, by December 21, 2011 at 5:00 p.m. (Vancouver time), or, if the Meeting is adjourned or postponed, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the start of such adjourned or postponed meeting at which the Proxy is to be used.

Beneficial Shareholders

The following information is of significant importance to Beneficial Shareholders, who should note that the only Proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares).

If Common Shares are listed in an account statement provided to a shareholder by an Intermediary, then in almost all cases those Common Shares will not be registered in the shareholder’s name on

the records of the Company. Such Common Shares will more likely be registered under the names of the shareholder's Intermediary or an agent of that Intermediary. In the United States, the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every Intermediary has its own mailing procedures and provides its own return instructions to clients. If you are a Beneficial Shareholder you should carefully follow the instructions of your Intermediary in order to ensure that your Common Shares are voted at the Meeting.

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

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

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

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Bacchus at any time up to and including the last business day preceding the day of the Meeting or any reconvening thereof, or to the chair of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or

(b) personally attending the Meeting and voting the registered shareholder's Common Shares.

If you are a Beneficial Holder you should contact your Intermediary and carefully follow the instructions provided by the Intermediary in order to revoke a voting information form or a proxy.

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

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

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

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Board of Directors of the Company (the “**Board**”) has fixed November 14, 2011 as the record date (the “**Record Date**”) for determining persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a Proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

As of November 14, 2011, there were 58,644,787 Common Shares issued and outstanding, each carrying the right to one vote. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares. As of November 14, 2011, the Company had no other class of securities.

To the knowledge of the directors and executive officers of the Company, the only persons or corporations that beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company as at November 14, 2011 are:

| Name of Shareholder | Number of Common Shares Held | Percentage of Issued Common Shares |
|---------------------|------------------------------|------------------------------------|
| Bruno Gasbarro | 5,800,000 | 9.8% |

The above information was supplied to the Company by Mr. Gasbarro and compiled from Mr. Gasbarro’s insider reports available at www.sedi.ca.

ELECTION OF DIRECTORS

The number of directors on the Board is currently set at four, and the Board proposes that the number of directors remain at four. Shareholders will therefore be asked to approve, by ordinary resolution, that the number of directors elected be fixed at four.

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

The following table sets out the names of management’s nominees for election as directors, all positions with the Company and any of its subsidiaries each now holds, each nominee’s principal occupation, business or employment for the five preceding years for new director nominees, the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at November 14, 2011.

| Name of Nominee, Current Position(s) and Province or State and Country of Residence | Occupation, Business or Employment (1) | Period as a Director of the Company | Common Shares Beneficially Owned or Controlled (1) |
|---|--|---|--|
| <p>Andy Moeck (2)(3) <i>Chief Executive Officer, Director</i> California, USA</p> | <p>Chief Executive Officer of the Company since March 2010; Chief Executive Officer of Adsin, Inc. from 2006 to 2010; co-founder of Teleo, Inc. from 2004 to 2005 <i>*Mr. Moeck will not stand for re-election</i></p> | <p>March 26, 2010 – June 10, 2011</p> | <p>-</p> |
| <p>Bruno Gasbarro (4) <i>Chief Financial Officer, Director</i> British Columbia, Canada</p> | <p>Chief Financial Officer and Secretary of the Company since March 2010; President and Chief Executive Officer of Ravenstar Ventures Inc. since March 2010; President and Chief Executive Officer of Coltstar Ventures Inc. from June 2007 to July 2009, and Chief Financial Officer from July 2009 to March 2010; President and Chief Executive Officer of Eaglestar Ventures Inc. (now Waratah Coal Inc.) from January 2006 to December 2006; President and Chief Executive Officer of Brownstar Ventures Inc. (now Longview Capital Partners Incorporated) from May 2004 to December 2005; President and Chief Executive Officer of Giantstar Ventures Inc. (now Chalk Media Corp.) from April 2003 to December 2005</p> | <p>January 16, 2007 – present</p> | <p>5,800,000</p> |
| <p>J. Chris Morgando (5)(6) <i>VP Corporate Development, Director</i> Nevada, USA</p> | <p>VP Corporate Development of the Company since March 2010; President, Chief Financial Officer and Secretary of Cinematx Digital Inc. since September 2007; VP Corporate Development of Itiva Digital Inc. from 2005 to 2007 <i>*Mr. Morgando will not stand for re-election</i></p> | <p>March 3, 2010 – June 10, 2011</p> | <p>1,219,189</p> |

| Name of Nominee, Current Position(s) and Province or State and Country of Residence | Occupation, Business or Employment (1) | Period as a Director of the Company | Common Shares Beneficially Owned or Controlled (1) |
|---|--|-------------------------------------|--|
| Cory Brandolini (5)(7) Director British Columbia, Canada | President and Chief Executive Officer of Resaas Services Inc. since June 2009; Investment Advisor at Gateway Securites Inc. from February 2003 to March 2007 | December 11, 2009 – present | 1,267,428 |
| Cameron Shippit (5)(8) Director British Columbia, Canada | Chief Financial Officer and Secretary of Resaas Services Inc. since June 2009; Investment Advisor at Canaccord Financial Inc. from May 2008 to July 2009; Investment Advisor at RBC Dominion Securities Inc. from January 2006 to May 2008; Financial Advisor at CIBC Investor Services Inc. from April 2001 to January 2006 | March 3, 2010 – present | 19,500 |
| Arndt Roehlig Director British Columbia, Canada | President and Director of Issurer since June 10, 2011, President of Golden Raven Resources Inc since July 20, 2010, Director since March 2007. Director and President of Trivello Energy Corp from March 2000 to May 2010. | June 10, 2011 - present | - |

- (1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled by each director nominee is not within the knowledge of the management of the Company and has been furnished by each respective nominee. Each nominee has held the same or a similar principal occupation with the organization indicated or a predecessor thereof for the last five years.
- (2) Mr. Moeck is the direct and indirect beneficial owner of 2,700,000 shares of the common stock of TBwaP, Inc., the majority owned subsidiary of the Company.
- (3) Mr. Moeck also holds, directly and indirectly, options to purchase 850,000 Common Shares at an exercise price of \$0.12 per share expiring on May 20, 2015.
- (4) Mr. Gasbarro also holds options to purchase 250,000 Common Shares at an exercise price of \$0.26 per share expiring on January 19, 2015, and options to purchase 250,000 Common Shares at an exercise price of \$0.12 per share expiring on May 20, 2015.
- (5) Member of the Company's audit committee.
- (6) Mr. Morgando also holds options to purchase 250,000 Common Shares at an exercise price

of \$0.12 per share expiring on May 20, 2015.

- (7) Mr. Brandolini also holds options to purchase 250,000 Common Shares at an exercise price of \$0.26 per share expiring on January 19, 2015 and options to purchase 250,000 Common Shares at an exercise price of \$0.12 per share expiring on May 20, 2015.
- (8) Mr. Shippit also holds options to purchase 250,000 Common Shares at an exercise price of \$0.12 per share expiring on May 20, 2015.

Further Information

J. Chris Morgando has been a director of Itiva Digital Media Corp. (“**Itiva**”) since August 16, 2008, and Cory Brandolini was a director of Itiva from October 2, 2006 to September 21, 2007.

On July 30, 2009, Itiva was subject to a cease order (the “**CTO**”) issued by the British Columbia Securities Commission (the “**BCSC**”) for failing to file a report of exempt distribution after distributing securities in reliance upon certain prospectus exemptions (the “**Distributions**”) to investors resident in British Columbia. A portion of the Distributions occurred while Mr. Brandolini was acting as a director of Itiva; however, Mr. Brandolini was not a director of Itiva while the CTO was in effect. All of the distributions occurred prior to Mr. Morgando serving as a director, though Mr. Morgando was a director while the CTO was in effect. Itiva filed the necessary reports of exempt distribution with the BCSC on August 6, 2009 and the CTO was subsequently lifted on October 6, 2009.

Arndt Roehlig, a director and President of the issuer, has been a director of Montello Resources Ltd. from March 13, 2009 to August 7, 2009. On April 8, 2009, Montello was subject to a cease order (the “**CTO**”) issued by the British Columbia Securities Commission for failure to file quarterly financial statements (“**FS**”). Montello was reinstated to trading on June 8, 2009. Management of Montello did not make Mr. Roehlig aware of the pending failure to file FS and MD&A. Mr. Roehlig then immediately introduced a new accountant to Montello, who was subsequently appointed CFO of Montello on June 23, 2009.

APPOINTMENT OF AUDITOR

Davidson & Company LLP, Chartered Accountants (“**Davidson**”), will be nominated at the Meeting for reappointment as the Company’s auditor with remuneration to be fixed by the Board. Davidson was first appointed as the auditor of the Company on January 16, 2007.

CORPORATE GOVERNANCE

General

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

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the view of the Board,

be reasonably expected to interfere with the exercise of a director's independent judgment.

The Board facilitates its independent supervision over management through choosing management who demonstrate a high level of integrity and ability and also by having strong independent Board members.

The independent Board members are J. Chris Morgando, Cory Brandolini and Cameron Shippit. The non-independent Board members are Arndt Roehlig, the Chief Executive Officer of the Company, and Bruno Gasbarro, the Chief Financial Officer of the Company. A majority of the Board of Directors is independent, as only two directors are officers of the Company.

Directorships

Bruno Gasbarro is a director of Ravenstar Ventures Inc., a reporting issuer.

Arndt Roehlig is a director of Golden Raven Resources Inc, a reporting issuer.

Orientation and Continuing Education

When new directors are appointed to the Board, they receive an orientation, commensurate with their previous experience, on the Company's business, technology and industry and on the responsibilities of directors.

Meetings of the Board may also include presentations by the Company's management to give the directors additional insight into the Company's business.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual directors' participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

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

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

Compensation

Compensation for the directors and executive officers of the Company is determined solely based on discussion by the Board. The Board follows a compensation philosophy that aligns the interests of such directors and officers with those of the Company's shareholders and seeks to provide incentives designed to ensure that the Company attracts, retains and motivates qualified individuals in the highly competitive technology industry.

The Board believes that a compensation package including consulting fees and equity-based incentives is appropriate in achieving its objectives. The Company does not have any

predetermined performance goals for its executive officers, but expects each executive officer to serve the Company and its shareholders to the best of his abilities.

Each of the executive officers who serve the Company in both full time and part time capacities are compensated primarily by a consulting fee that is negotiated between the Board and the executive officer. The rationale of providing a consulting fee is to reward the executive officer's time spent on the Company and its development, and provide a reasonable incentive for the executive officer to focus his attention on the Company.

Stock options are granted to executive officers when the Board wishes to align such officers' interests with those of the shareholders. The number of stock options granted to each executive officer is determined solely by the Board and is based on the executive officer's performance, his consulting fee, if any, and the Company's share price at the time such options are granted.

Other Board Committees

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

Assessments

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

COMPENSATION OF EXECUTIVE OFFICERS

Executive Compensation

In this section "Named Executive Officer" means the Chief Executive Officer, the Chief Financial Officer and each of the three most highly compensated executive officers, other than the Chief Executive Officer and Chief Financial Officer, who were serving as executive officers at the end of the most recently completed fiscal year and whose total salary and bonus exceeds \$150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an officer of the Company at the end of the most recently completed financial year end.

Andy Moeck, the Company's Chief Executive Officer as of May 31, 2011, and Bruno Gasbarro, the Company's Chief Financial Officer, are each Named Executive Officers for the purposes of the following disclosure. Pursuant to Item 1.3(2) of Form 51-102F6, the Company has omitted certain tables and columns of tables that do not apply to this disclosure.

Summary Compensation Table

The following summary compensation table discloses the compensation paid to the Named Executive Officers during the Company's three most recently completed financial years:

| Name and Principal Position | Year Ended May 31, | Option-Based Awards (\$ (1) | Total Compensation (\$) |
|--|---------------------------|------------------------------------|--------------------------------|
| Andy Moeck <i>Chief Executive Officer</i> | 2011 | Nil | Nil |

| Name and Principal Position | Year Ended May 31, | Option-Based Awards (\$)(1) | Total Compensation (\$) |
|---|--------------------|-----------------------------|-------------------------|
| Bruno Gasbarro <i>Chief Financial Officer, Secretary</i> | 2011 | Nil | Nil |

Narrative Discussion

There are currently no formal agreements in place to compensate the Company's executive officers. The Company may pay remuneration to its directors and officers if the Board feels the Company is able to do so. At present, the Company is in the development stage and has not generated any revenue, therefore no cash compensation was paid during the year ended May 31, 2011

Outstanding Share-Based Awards and Option-Based Awards

| Option-Based Awards | | | | |
|---|---|----------------------------|----------------------------------|---|
| Name | Number of Securities Underlying Unexercised Options | Option Exercise Price (\$) | Option Expiration Date | Value of Unexercised In-The-Money Options (1) |
| Andy Moeck <i>Chief Executive Officer</i> | 750,000 | \$0.12 | May 20, 2015 | Not in the money |
| Bruno Gasbarro <i>Chief Financial Officer, Secretary</i> | 500,000 | \$0.26 \$0.12 | January 19, 2015 May 20, 2015 | Not in the money Not in the money |

- (1) "In-the-Money Options" means the difference between the market value of the Common Shares on May 31, 2011, and the exercise or base price of the options. The calculation is based on a market price of \$0.10 per share on May 31, 2010.

Value Vested or Earned Incentive Plan Awards

| Name | Option-Based awards – Value Vested During the Year (\$)(1) | Share-Based awards – Value Vested During the Year (\$) | Non-equity Incentive Plan Compensation – Value Earned During the Year (\$) |
|--|--|--|--|
| Andy Moeck <i>Chief Executive Officer</i> | Nil (2) | N/A | N/A |

| | | | |
|---|--------------------|-----|-----|
| Bruno Gasbarro <i>Chief Financial Officer, Secretary</i> | Nil (2) Nil (3) | N/A | N/A |
|---|--------------------|-----|-----|

- (1) Determined by calculating the difference between the market price of the underlying Common Shares on the vesting date and the exercise price of the options.
- (2) The options vested on May 21, 2010, the date of grant. The exercise price of the options is \$0.12 per share and the market price was \$0.12 per share.
- (3) The options vested on January 19, 2010, the date of grant. The exercise price of the options is \$0.26 per share and the market price was \$0.26 per share.

PENSION PLAN BENEFITS

The Company has no pension plans that provide for payments or benefits at, following, or in connection with retirement.

TERMINATION AND CHANGE OF CONTROL BENEFITS

The Company has no employment contracts with any of its Named Executive Officers.

There are no compensation plan(s) or arrangement(s) with respect to the Named Executive Officers resulting from the resignation, retirement or any other termination of the Named Executive Officer's employment with the Company or from a change of control of the Company or a change in the Named Executive Officer's responsibilities following a change in control.

COMPENSATION OF DIRECTORS

The following table discloses all amounts of compensation provided to the directors of the Company for the Company most recently completed financial year:

| Director Name | Option-Based Awards (\$ (1)) | Total (\$) |
|----------------------------|---|-----------------------|
| Cory Brandolini | Nil | Nil |
| Cameron Shippit | Nil | Nil |
| J. Christopher Morgando | Nil | Nil |

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company as of the end of the most recently completed financial year or as at the date hereof.

MANAGEMENT CONTRACTS

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

AUDIT COMMITTEE CHARTER

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

Mandate

The primary function of the Audit Committee is to assist the board of directors (the "**Board**") in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Audit Committee will encourage continuous improvement of, and should foster adherence to/ the Company's policies, procedures and practices at all levels. The Audit Committee's primary duties and responsibilities are to:

1. Serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements.
2. Review and appraise the performance of the Company's external auditors.
3. Provide an open avenue of communication among the Company's auditors, financial and senior management and the Board.

Composition

The Audit Committee shall be comprised of three directors as determined by the Board, the majority of whom shall be from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Audit Committee.

At least one member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Audit Committee's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

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

Meetings

The Audit Committee shall meet at least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Audit Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

Documents/Reports Review

To fulfill its responsibilities and duties, the Audit Committee shall:

1. Review and update this Charter annually.
2. Review the Company's financial statements, MD&A, any annual an interim earnings an press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

1. Review annually, the performance of the external auditors who shall be ultimately accountable to the Board and the Audit Committee as representatives of the shareholders of the Company.
2. Obtain annually, a formal written statement of the external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1.
3. Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
4. Take, or recommend that the full Board take appropriate action to oversee the independence of e external auditors.
5. Recommend to the Board the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
6. At each meeting of the Audit Committee, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
7. Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company.
8. Review with management and the external auditors the audit plan for the year-end financial statements and intedned template for such statements.

9. Review and pre-approve all audit and audit-related services and the fees and the other compensation related thereto, and any non-audit services, provided by the Company's external auditor. The pre-approval requirement is waived with respect to the provision of non-audit services provided;
 - (a) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of fees paid by the Company to its external auditor during the fiscal year in which the non-audit services are provided;
 - (b) such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - (c) such services are promptly brought to the attention of the Audit Committee and approved, prior to the completion of the audit, by the Audit Committee or by one of more members of the Audit Committee to whom authority to grant such approvals has been delegated by the Audit Committee.

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

Financial Reporting Processes

1. In consultation with the external auditor, review with management the integrity of the Company's financial reporting process, both internal and external.
2. Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
3. Consider and approve, if appropriate, changes to the Company's auditing and accounting principals and practices as suggested by the external auditor and management.
4. Review significant judgments made by management in the preparation of the financial statements and the view of the external auditor as to appropriateness of such judgments.
5. Following completion of the annual audit, review separately with management and the external auditor and significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
6. Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
7. Review with external auditor and management the extent to which changes and improvements in financial or accounting practices have been implemented.
8. Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
9. Review the certification process.

10. Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

Review any related-party transactions.

PARTICULARS OF MATTERS TO BE ACTED UPON

Share Consolidation

The Company is proposing that the shareholders authorize the Board to consolidate the 58,644,787 fully paid, issued and outstanding Common Shares in the capital of the Corporation be consolidated to a minimum of 2,932,239 Common Shares in the capital of the Corporation; up to every twenty (20) Common Shares before the consolidation being consolidated into one (1) Common Share post-consolidation (except that if any fractional share would otherwise be created as a result of such consolidation, any such fractional share would be cancelled).

Issuance of Shares

The Company is proposing that the shareholders authorize the Board to alter the share structure of the Company to create an unlimited number of preferred shares without par value.

Name Change

To approve a change of name to PatriotStar Resource Corp. (or such other name as is acceptable to the company's management, directors and the CNSX Stock Exchange);

Stock Option Plan

To approve the adaptation of an incentive stock option plan.

Votes Necessary to Pass Special Resolutions

The shareholders of the Company must vote to pass the above resolutions by special resolution. A special resolution is a resolution passed by a majority of not less than three-quarters of the votes cast by the shareholders of the Company who voted in respect of that resolution in person or by proxy at a special meeting of the shareholders of the Company.

The Board recommends that you vote in favour of the above resolutions.

ADDITIONAL INFORMATION

Financial information is provided in the audited consolidated financial statements of the Company for the year ended May 31, 2011 and in the related management discussion and analysis and filed on SEDAR at www.sedar.com. The audited consolidated financial statements of the Company for the year ended May 31, 2011 will also be placed before the Meeting.

Additional information relating to the Company is filed on SEDAR at www.sedar.com and upon request from the Company at (604) 936-2701. Copies of documents will be provided free of charge to securityholders of the Company. The Company may require the payment of a reasonable charge from any person or company who requests a copy of any such document and is not a securityholder of the Company.

OTHER MATTERS

As of the date of this Information Circular, the Board is not aware of any matters, other than those referred to in the Notice of Meeting, which it anticipates will come before the Meeting. Should any other matters properly be brought before the Meeting, the Common Shares represented by the

proxies solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting such proxies.

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

DATED at Vancouver, British Columbia, this 14th day of November, 2011.

By order of the Board

“Arndt Roehlig”

Arndt Roehlig

Chief Executive Officer