

SCAVO RESOURCE CORP.
909 Bowron Street
Coquitlam, British Columbia V3J 7W3

October 30, 2013

Dear Shareholder:

Re: Annual General Meeting of Shareholders

You are invited to attend the annual general meeting (the "**Meeting**") of the holders of common shares of Scavo Resource Corp. (the "**Company**"), to be held at Suite 300 - 576 Seymour Street Vancouver BC, V6B 3K1, on December 4, 2013 at 9:00 a.m. (Vancouver time).

At the Meeting, you will be asked to consider and, if deemed advisable, to approve the following:

1. To receive the audited consolidated financial statements of the Company for the fiscal year ended May 31, 2013;
2. To elect the directors of the Company until the Company's next annual general meeting and to fix the number of directors at four (4);
3. To appoint Davidson & Company LLP, Chartered Accountants, as the Company's auditor for the fiscal year ended May 31, 2014 and to authorize the Board of Directors to fix the remuneration to be paid to the auditor;
4. To approve the adoption of an incentive stock option plan of the Company more particularly described in the Information Circular and to authorize the Directors to make modifications thereto in accordance with the Plan;
5. To approve of a special resolution to authorize an alteration of the Company's Articles to include advance notice provisions, the full text of which special resolution is set out in the accompanying Information Circular, all as more particularly described therein; and
6. To approve the Advance Notice Policy.

Further Information

The accompanying Notice of Annual General 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 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 no later than 9:00 a.m. (Vancouver time) on December 2, 2013 to the transfer agent in accordance with the instructions set out in the form of proxy and in the Information Circular 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,

"Salvatore Giantomaso"

Salvatore Giantomaso,
President and Chief Executive Officer

**SCAVO RESOURCE CORP.
909 Bowron Street
Coquitlam, British Columbia
V3J 7W3**

**NOTICE OF ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF
SCAVO RESOURCE CORP.**

NOTICE IS HEREBY GIVEN to the holders of common shares (the “**Shareholders**”) that the annual general meeting (the “**Meeting**”) of SCAVO RESOURCE CORP. (the “**Company**”) will be held at the offices of Fang and Associates, Barristers & Solicitors, at Suite 300, 576 Seymour St., Vancouver, British Columbia V6B 3K1, on December 4, 2013 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, 2013;
2. To elect the directors of the Company until the Company’s next annual general meeting and to fix the number of directors at four (4);
3. To appoint Davidson & Company LLP, Chartered Accountants, as the Company’s auditor for the fiscal year ended May 31, 2014 and to authorize the Board of Directors to fix the remuneration to be paid to the auditor;
4. To approve the adoption of an incentive stock option plan of the Company more particularly described in the Information Circular and to authorize the Directors to make modifications thereto in accordance with the Plan;
5. To approve of a special resolution to authorize an alteration of the Company’s Articles to include advance notice provisions, the full text of which special resolution is set out in the accompanying Information Circular, all as more particularly described therein; and
6. To approve the Advance Notice Policy.

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 the transfer agent at its office in accordance with the instructions set out in the form of proxy and in the Information Circular no later than 9:00 a.m. (Vancouver time) on December 2, 2013, 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 the transfer agent.

The record date for determining the Shareholders entitled to receive notice of and to vote at the Meeting is October 30, 2013. 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 the transfer agent.

Dated at the City of Vancouver, in the province of British Columbia, this 30th day of October, 2013.

**BY ORDER OF THE BOARD OF DIRECTORS OF
SCAVO RESOURCE CORP.**

"Salvatore Giantomaso"
Salvatore Giantomaso,
President and Chief Executive Officer

SCAVO RESOURCE CORP.
909 Bowron Street
Coquitlam, British Columbia V3J 7W3

INFORMATION CIRCULAR
as at October 30, 2013

This Information Circular is being furnished in connection with the solicitation of proxies by the management of Scavo Resource Corp. (the “**Company**”) for use at the annual general meeting (the “**Meeting**”) of the holders of its common shares (the “**Common Shares**”) to be held on December 4, 2013 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 the transfer agent in accordance with the instructions set out in the form of proxy and in the Information Circular, by December 2, 2013 at 9:00 a.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 October 30, 2013 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 October 30, 2013 there were **13,842,235** 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 October 30, 2013, 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 October 30, 2013 are:

Name of Shareholder	Number of Common Shares Held	Percentage of Issued Common Shares
CDS & Co. ⁽¹⁾	12,880,226	93.05%
Bruno Gasbarro	2,389,999	17.26%
Arndt Roehlig	1,350,000	9.75%

⁽¹⁾ The beneficial shareholders represented by this registered holder(s) are unknown.

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

ELECTION OF DIRECTORS

The number of directors on the Board is currently set at five (5), and the Board proposes that the number of directors decrease to four (4). Shareholders will therefore be asked to approve, by ordinary resolution, that the number of directors elected be fixed at four (4).

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" or "BCBCA"), 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 Board proposes to adopt the Advance Notice Policy which is further discussed below, that any additional director nominations for the Meeting must have been received by the Company in compliance with the Advance Notice Policy not less than 30 days before the date of the Meeting. As no such nominations were received by the Company prior to such date, management's nominees for election as directors set forth below are the only nominees eligible to stand for election at the Meeting.

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 October 30, 2013.

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⁾
Salvatore Giantomaso ⁽³⁾ <i>President, Chief Executive Officer and Director</i> British Columbia, Canada	President and CEO since February 2013, and Director of the Company since January 2012, and previously from January 2007 to December 2009. Director of Petrostar Petroleum Corporation from January 1997 to June 2010; Director of Ceiba Energy Inc. (formerly, Ravenstar Ventures Inc.) from March 2010 to October 2011; and Director of Metallis Resources Inc. (formerly, Coltstar Ventures Inc.) from June 2007 to June 2010.	January 20, 2012 – present	365,000
Bruno Gasbarro ⁽²⁾ <i>Chief Financial Officer, Corporate Secretary and Director</i> British Columbia, Canada	Chief Financial Officer of the Company since March 2010 and Corporate Secretary since February 2013; President and CEO of Ceiba Energy Inc. (formerly, Ravenstar Ventures Inc.) from September 2010 to October 2011 and a Director from September 2010 to January 2012; President and CEO of Metallis Resources Inc. (formerly, Coltstar Ventures Inc.), a former CPC, which completed its qualifying transaction on April 29, 2009, from June 2007 to July 2009, and the CFO and a Director from June 2007 to April 2010; and President and CEO of Waratah Coal Inc. (formerly, Eaglestar Ventures Inc.) from January 2006 to December 2006.	January 16, 2007 – present	2,389,999
Arndt Roehlig ⁽³⁾ <i>Director</i> British Columbia, Canada	Director of the Company since June 10, 2011 and President and CEO from June 2011 to January 2013; President of Metallis Resources Inc. (formerly, Colstar Ventures Inc.) from March 2012 to July 2013 and a Director since February 2012; President of Golden Raven Resources Inc. from July 20, 2010 to June 2012 and a Director from March 2007 to June 2012; President of Trivello Energy Corp. from March 2000 to May 2010; and Director of Montello Resources Ltd. from March 2009 to July 2009.	June 10, 2011 - present	1,350,000

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⁾
Jurgen Wolf ⁽³⁾ <i>Director</i> British Columbia, Canada	Director of the Company January 2012; Director of Altima Resources Ltd. since February 2006; Director of Iconic Minerals Ltd. since February 2005; President and Director of Curlew Lake Resources Inc. since October 2012; Director of Golden Raven Resources Ltd. from March 2007 to June 2012; Director of Gold Jubilee Capital Corp. from July 2007 to August 2013, CEO from August 2007 to August 2013 and Corporate Secretary from September 2010 to August 2013; Director of Petrichor Energy Inc. since January 1994; Director of Transamerican Energy Inc. since July 2005; Director of Gainey Resources Ltd. since October 2008; Director, of Tasty Fries Inc. since September 1995, and the President, CEO and CFO since October 2007; Director of Emerick Resources Corp from April 2007 to February 2010 and CFO from April 2007 to May 2007; Director of Garuda Capital Corp. from January 2003 to December 2010; Director of Gulfside Minerals Ltd from July 2001 to February 2008; and Director of Trivello Energy Corp from June 2009 to March 2010; Director of Equitas Resources from June 2009 to March 2010.	January 17, 2012 - present	100,000

- (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. Gasbarro also holds options to purchase 12,500 Common Shares at an exercise price of \$2.40 per share expiring on January 19, 2015, and options to purchase 12,500 Common Shares at an exercise price of \$5.20 per share expiring on May 20, 2015.
- (3) Member of the Company's audit committee.

Further Information

Salvatore Giantomaso, President, CEO, and director of the Company, has been a director of Saintstar Ventures Inc. when trading of the company's shares were halted on September 22, 2004 and suspended on February 10, 2005 for failure to complete a qualifying transaction within 18 months of listing. Saintstar Ventures Inc. was voluntarily delisted on October 7, 2005. Mr. Giantomaso was also a director of Petrostar Petroleum Corporation when it was halted on November 7, 2003, pending clarification on company affairs. Petrostar Petroleum Corporation was then suspended on December 8, 2003, pending a review of TSX Venture Exchange requirements and reinstated on January 7, 2004.

Arndt Roehlig, a director of the Company, has been a director of Montello Resources Ltd. (“**Montello**”) 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.

Further, Mr. Roehlig joined the board of directors of Metallis Resources Inc. (“**Metallis**”) (formerly Coltstar Ventures Inc.) on February 6, 2012 and was appointed President on March 14, 2012. Mr. Roehlig joined as director and President to represent certain dissenting shareholders, which were disappointed in the performance of Metallis. On May 10, 2012, Metallis was issued a cease trade order for failure to file annual financial statements for the year ending December 31, 2011. Since this time, Mr. Roehlig along with the new board of directors have worked diligently with the Metallis’ auditors Davidson & Company to address certain issues that arose during the audit for 2011. The revocation of cease trade order was granted June 14 2013 by the British Columbia Securities Commission, the Alberta Securities Commission and the Ontario Securities Commission.

Unless instructions are given to abstain from voting with respect to the election of directors, the persons named as proxy holders in the enclosed form of proxy intend to vote **FOR** the election of management’s nominees. If, for any reason, any of the above proposed nominees are unable or unwilling to stand for election or to serve as directors, the Company may nominate such alternative nominees as it may see fit.

Confirmation and Approval of Advance Notice Policy

The Board proposes to adopt an advance notice policy (the “**Advance Notice Policy**”), a copy of which is attached to this Information Circular as Schedule “A”.

Purpose of the Advance Notice Policy

The Board is committed to: (i) facilitating an orderly and efficient annual general or, where the need arises, special general meeting of its shareholders; (ii) ensuring that the Company and all shareholders receive adequate notice of the director nominations and sufficient information with respect to all nominees; and (iii) allowing shareholders to register an informed vote having been afforded reasonable time for appropriate deliberation with respect to the election of directors.

The purpose of the Advance Notice Policy is to provide shareholders, directors and management of the Company with a clear framework for the nomination of directors by Shareholders of the Company. The Advance Notice Policy fixes a deadline by which a shareholder wishing to nominate an individual for election as director must submit to the Company prior to any annual or special general meeting of shareholders at which directors are to be elected the name and certain information on any proposed nominee in order for a shareholder to nominate and the proposed nominee to be eligible to stand for election at any such meeting of shareholders.

Terms of the Advance Notice Policy

The following is a brief description of the Advance Notice Policy and is qualified in its entirety by the full text of the Advance Notice Policy, a copy of which is attached as Schedule “A”.

The Advance Notice Policy provides that advance written notice to the Company must be given in circumstances where nominations of persons for election to the Board are made by

shareholders of the Company other than pursuant to: (i) a proposal made in accordance with Division 7 of the BCBCA; or (ii) a requisition made in accordance with Section 167 of the BCBCA. The Advance Notice Policy does not require the Company to nominate or to include the name or other information regarding the nominee in the Information Circular or form of proxy for use at any meeting.

Among other things, the Advance Notice Policy fixes a deadline by which a shareholder wishing to nominate an individual for election as a director must submit to the Chairman or Secretary of the Company prior to any annual or special general meeting of shareholders the name and certain information on any proposed nominee in order for such person to be eligible to stand for election. Only individuals who are qualified to act as a director under the BCBCA and the articles of the Company and who are nominated in accordance with the Advance Notice Policy will be eligible to stand for election at the Meeting.

In the case of an annual general meeting of shareholders, notice to the Company must be given not less than 30 days nor more than 65 days prior to the date of the annual meeting; provided, however, that in the event that the annual general meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice must be sent not later than the close of business on the 10th day following such public announcement.

In the case of a special general meeting of shareholders (which is not also an annual general meeting) called for the purpose of electing directors, notice to the Company must be given not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special general meeting was given.

The Board may, in its sole discretion, waive any requirement of the Advance Notice Policy.

Confirmation and Approval of Advance Notice Policy by Shareholders

If the Advance Notice Policy is approved at the Meeting, the Advance Notice Policy will thereafter, be subject to at least an annual review by the Board and may be updated to reflect changes required by law or so as to meet prevailing practices and standards from time to time.

If the Advance Notice Policy is not approved at the Meeting, the Advance Notice Policy will terminate and be of no further force or effect from and after the termination of the Meeting.

At the Meeting, the shareholders will be asked to approve the following ordinary resolution (the "Advance Notice Policy Resolution"):

"BE IT RESOLVED, as an ordinary resolution of the Shareholders of the Company, that:

1. The Company's Advance Notice Policy (the "Advance Notice Policy") as set forth in the Information Circular dated October 30, 2013 be and is hereby approved;
2. The board of directors of the Company be authorized in its absolute discretion to administer the Advance Notice Policy and amend or modify the Advance Notice Policy in accordance with its terms and conditions to the extent needed to reflect changes required by securities regulatory agencies or stock exchanges, so as to meet industry standards, or as otherwise determined to be in the best interests of the Company and its shareholders; and
3. Any one director or officer of the Company be and is hereby authorized and directed to do all such acts and things and to execute and deliver, under the corporate seal of the

Company or otherwise, all such deeds, documents, instruments and assurances as in his or her opinion may be necessary or desirable to give effect to the foregoing resolutions.”

The Board recommends a vote “FOR” the approval of the Advance Notice Policy Resolution. In the absence of a contrary instruction, the persons designated by management of the Company in the enclosed form of proxy intend to vote FOR the approval of the Advance Notice Policy Resolution.

Approval of Amendment to Company’s Articles to include Advance Notice Provisions

The directors of the Company are proposing that the Articles of the Company be altered to include the Advance Notice Provisions, which are derived from the Company Advance Notice Policy, discussed above. As with the Advance Notice Policy, the Advance Notice Provisions will: (i) facilitate orderly and efficient annual general or, where the need arises, special general, meetings of shareholders; (ii) ensure that all shareholders receive adequate notice of the director nominations and sufficient information with respect to all nominees; and (iii) allow shareholders to register an informed vote with respect to the election of directors. The Advance Notice Provisions are meant to integrate and strengthen the procedures with respect to the nomination of directors by Shareholders by incorporating those provisions directing in the constating documents and charter of the Company.

At the Meeting, the shareholders will be asked to approve the following by special resolution (the “Articles Alteration Resolution”):

“BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the articles of incorporation of the Company (the “Articles”) be altered by adding the text substantially as set forth in Schedule “B” to the Information Circular, as and at Section 14.12 of the Articles;
2. the Company be authorized to revoke this special resolution and abandon or terminate the alteration of the Articles if the Company’s board of directors deem it appropriate and in the best interests of the Company to do so without further confirmation, ratification or approval of the shareholders; and
3. any one or more of the directors and officers of the Company be authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Company or otherwise, all such documents and other writings, including without limitation the Notice of Alteration, stock exchange and securities commissions forms, as may be required to give effect to the true intent of this resolution.”

Purpose of the Advance Notice Provision

The purpose of the Advance Notice Provision is to provide shareholders, directors and management of the Company with a procedure for shareholders wishing to nominate a person for election as a director. The Advance Notice Provision fixes a deadline by which Shareholders must submit director nominations to the Company prior to any annual or special general meeting of shareholders at which directors are to be elected and sets forth the information that a shareholder must include in the notice to the Company in order for such person to be eligible to stand for election as a director at such meeting.

Effect of the Advance Notice Provision

Subject to the BCBCA and the Articles, only persons who are nominated in accordance with the Advance Notice Provision will be eligible to stand for election as directors of the Company. Nominations of persons for election to the Board may be made at any annual general meeting of shareholders, or at any special general meeting of shareholders if one of the purposes for which the special general meeting was called was the election of directors: (a) by or at the direction of the Board, including pursuant to a notice of meeting; (b) pursuant to a proposal made in accordance with the provisions of the BCBCA, or a requisition made in accordance with the provisions of the BCBCA; or (c) by any person (a "Nominating Shareholder"): (A) who, at the close of business on the date of the giving of the notice provided for in the Advance Notice Provision (a "Notice of Nominee") and who at the close of business on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and (B) who complies with the notice procedures set forth in the Advance Notice Provision.

In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the Secretary or Chairman of the Company at the principal executive offices of the Company.

To be timely, a Notice of Nominee sent by a Nominating Shareholder must be: (a) in the case of an annual meeting of shareholders, given not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date (the Notice Date) on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the tenth (10th) day following the Notice Date; and (b) in the case of a special general meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), given not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special general meeting of shareholders was made. Unless otherwise directed by the Board, any adjournment, rescheduling or postponement of a meeting of shareholders or the announcement thereof will not result in the commencement of a new time period for the giving of a Nominating Shareholder's notice as described above.

To be in proper written form, a Notice of Nominee sent by a Nominating Shareholder must set forth: (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director: (A) the name, age, business address and residential address of the person; (B) the principal occupation or employment of the person for at least the five years preceding the date of the Notice of Nominee; (C) the citizenship of such person; (D) the class or series and number of shares of the Company which the proposed nominee beneficially owns or over which the proposed nominee exercises direction or control as of the later of the date of such Notice of Nominee or the record date for the meeting of shareholders (if such date shall then have been publicly announced and shall have occurred); and (E) any other information relating to the nominee that would be required to be disclosed in a dissident's information circular in connection with a solicitation of proxies for election of directors pursuant to the BCBCA and Applicable Securities Laws (as defined below), regardless of whether the nominee or Nominating Shareholder is required to prepare or file an information circular; and (b) as to the Nominating Shareholder, a description of any contract, arrangement or understanding pursuant to which such Nominating Shareholder has agreed to vote any shares of the Company it beneficially owns or exercises control or direction over, and any other information relating to such Nominating Shareholder that would be required to be disclosed in a dissident's information

circular in connection with a solicitation of proxies by the Nominating Shareholder for election of directors pursuant to the BCBCA and Applicable Securities Laws (as defined below), regardless of whether the nominee or Nominating Shareholder is required to prepare or file an information circular. The Company may require the Nominating Shareholder or any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as a director of the Company, that would reasonably be expected to be material to the independence or qualifications of such proposed nominee or that may otherwise be necessary in order for shareholders to be able to form a reasonable judgment on whether to vote for, or withhold their vote with respect of such proposed nominee.

The chairman of any general meeting will have the power and duty to determine whether any nomination made at that meeting was made in accordance the Advance Notice Provision and, if any proposed nomination is not in compliance with the Advance Notice Provision, the chairman may declare that such nomination was not validly made, may be disregarded and not submitted to a vote at such meeting.

For purposes of the Advance Notice Provision: (a) “public announcement” means disclosure in a press release disseminated by the Company through a national news service in Canada, or in a document filed by or on behalf of the Company under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com; and (b) “Applicable Securities Laws” means the applicable securities laws of each province and territory of Canada governing the calling, holding or conduct of any general meeting of the Company and the rules, regulations, forms, instruments, policies and notices of the securities regulatory authority of each such relevant province or territory of Canada and the bylaws, rules and policies of any stock exchange or trading and quotation service on which the shares of the Company may be listed or traded.

Notwithstanding any other provision of the Advance Notice Provision, notice given to the Company pursuant to the Advance Notice Provision may only be given by personal delivery or facsimile transmission and shall be deemed to have been given at the time of personal delivery to the Secretary of the Company at the address of the principal executive offices of the Company, or if sent by facsimile transmission at the time of confirmed transmission, provided however, that if transmitted after 5:00 p.m. (Vancouver time) then such notice shall be deemed to have been given on the next day that is a business day.

Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in the Advance Notice Provision.

The Advance Notice Provision will be subject to an annual review, and may be updated to reflect changes as required by law or so as to meet prevailing practices and standards from time to time. If the Articles are amended to incorporate the Advance Notice Provisions, the Board intends to revoke the Advance Notice Policy.

Shareholder Confirmation

Under the Articles and the BCBCA, the Company’s governing statute, the alteration of the Company’s Articles requires the approval by a special resolution the shareholders of the Company, namely, by more than two-thirds of the votes cast in person or represented by proxy at the Meeting. Accordingly, shareholders will be asked at the Meeting to vote on a special resolution, the form of is set out below, (the “Advance Notice Provision Resolution”), to approve the alteration of the Articles of the Company to include the Advance Notice Provision.

Recommendation of the Board

The Board recommends shareholders vote “FOR” the approval of the Advance Notice Provision Resolution. In the absence of a contrary instruction, the persons designated by management of the Company in the enclosed form of proxy intend to vote FOR the approval of the Advance Notice Provision Resolution.

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 Jurgen Wolf and Arndt Roehlig. The non-independent Board members are Salvatore Giantomaso, the President and Chief Executive Officer of the Company, and Bruno Gasbarro, the Chief Financial Officer and Corporate Secretary of the Company. A majority of the Board of Directors is independent, as only two directors are officers of the Company.

Directorships

The following table sets forth the directors of the Company who currently hold directorships on other reporting issuers:

<u>Name of Director</u>	<u>Name of Other Reporting Issuer</u>
Arndt Roehlig	Metallis Resources Inc.
Jurgen Wolf	Altima Resources Ltd. Curlew Lake Resources Inc. Gainey Resources Ltd. Iconic Minerals Ltd. Petrichor Energy Inc. Tasty Fries Inc. Transamerican Energy Inc.

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.

Salvatore Giantomaso, the Company's Chief Executive Officer, 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 Proposed Principal Position	Year Ended May 31	Option-based awards (\$)	Total compensation (\$)
Salvatore Giantomaso, President and CEO	Feb-May 2013	Nil	Nil
Arndt Roehlig, Former CEO	June-January 2012/13	Nil	\$15,000
Bruno Gasbarro, CFO and Corporate Secretary	2013	Nil	\$15,000

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, 2013.

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⁾
Bruno Gasbarro	12,500	\$5.40	January 19, 2015	Nil
	12,500	\$2.40	May 20, 2015	Nil

(1) "In-the-Money Options" means the difference between the market value of the Common Shares on May 31, 2013, and the exercise or base price of the options. The calculation is based on a market price of \$0.25 per share on May 31, 2013.

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 (\$)
Salvatore Giantomaso, <i>President and Chief Executive Officer</i>	Nil	N/A	N/A
Bruno Gasbarro, <i>Chief Financial Officer and Corporate Secretary</i>	Nil	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.

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 (\$)	Total
Jurgen Wolf	Nil	N/A
Arndt Roehlig	Nil	N/A

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

The Audit Committee's Charter

The Audit Committee's mandate and charter can be described as follows:

1. Each member of the Audit Committee shall be a member of the Board of Directors, in good standing, and the majority of the members of the audit committee shall be independent in order to serve on this committee.
2. At least one of the members of the Audit Committee shall be financially literate.
3. Review the Committee's charter annually, reassess the adequacy of this charter, and recommend any proposed changes to the Board of Directors. Consider changes that are necessary as a result of new laws or regulations.
4. The Audit Committee shall meet at least four times per year, and each time the Company proposes to issue a press release with its quarterly or annual earnings information. These meetings may be combined with regularly scheduled meetings, or more frequently as circumstances may require. The Audit Committee may ask members of the Management or others to attend the meetings and provide pertinent information as necessary.
5. Conduct executive sessions with the outside auditors, outside counsel, and anyone else as desired by the committee.
6. The Audit Committee shall be authorized to hire outside counsel or other consultants as necessary (this may take place any time during the year).
7. Approve any non-audit services provided by the independent auditors, including tax services. Review and evaluate the performance of the independent auditors and review with the full Board of Directors any proposed discharge of the independent auditors.
8. Review with the Management the policies and procedures with respect to officers' expense accounts and perquisites, including their use of corporate assets, and consider the results of any review of these areas by the independent auditor.
9. Consider, with the Management, the rationale for employing accounting firms rather than the principal independent auditors.
10. Inquire of the Management and the independent auditors about significant risks or exposures facing the Company; assess the steps the Management has taken or proposes to take to minimize such risks to the Company; and periodically review compliance with such steps.
11. Review with the independent auditor, the audit scope and plan of the independent auditors. Address the coordination of the audit efforts to assure the completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.

12. Inquire regarding the "quality of earnings" of the Company from a subjective as well as an objective standpoint.
13. Review with the independent accountants: (a) the adequacy of the Company's internal controls including computerized information systems controls and security; and (b) any related significant findings and recommendations of the independent auditors together with the Management's responses thereto.
14. Review with the Management and the independent auditor the effect of any regulatory and accounting initiatives, as well as off-balance-sheet structures, if any.
15. Review with the Management, the independent auditors, the interim and annual financial report before they are filed with the regulatory authorities.
16. Review with the independent auditor that performs an audit: (a) all critical accounting policies and practices used by the Company; and (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with the Management of the Company, the ramifications of each alternative and the treatment preferred by the Company.
17. Review all material written communications between the independent auditors and the Management.
18. Review with the Management and the independent auditors: (a) the Company's annual financial statements and related footnotes; (b) the independent auditors' audit of the financial statements and their report thereon; (c) the independent auditor's judgments about the quality, not just the acceptability, of the Company's accounting principles as applied in its financial reporting; (d) any significant changes required in the independent auditors' audit plan; and (e) any serious difficulties or disputes with the Management encountered during the audit.
19. Periodically review the Company's code of conduct to ensure that it is adequate and up-to-date.
20. Review the procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters that may be submitted by any party internal or external to the organization. Review any complaints that might have been received, current status, and resolution if one has been reached.
21. Review procedures for the confidential, anonymous submission by employees of the organization of concerns regarding questionable accounting or auditing matters. Review any submissions that have been received, the current status, and resolution if one has been reached.
22. The Audit Committee will perform such other functions as assigned by law, the Company's articles, or the Board of Directors.

Composition of the Audit Committee

The members of the Audit Committee are **Salvatore Giantomaso**, **Arndt Roehlig**, and **Jurgen Wolf**, a majority of which are independent and at least one member of which is financially literate.

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

A member of the audit committee is considered financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company.

Relevant Education and Experience

The directors which are appointed as members of the Audit Committee will have an understanding of the accounting principles used by the Company to prepare its financial statements and have an understanding of its internal controls and procedures for financial reporting.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor (currently, Davidson & Company, Chartered Accountants, of Vancouver, British Columbia) not adopted by the Board.

Reliance on Certain Exemptions

During the most recently completed financial year, the Company has not relied on the exemptions contained in sections 2.4 or 8 of National Instrument 52-110 *Audit Committees*. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of all the non-audit services not pre-approved is reasonably expected to be no more than 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided, the Company did not recognize the services as non-audit services at the time of engagement, and the services are promptly brought to the attention of the audit committee and approved prior to the completion of the audit by the audit committee. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of the Instrument, in whole or in part.

Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of National Instrument 52-110 *Audit Committees*, the engagement of non-audit services is considered by, as applicable, the Board and the Audit Committee, on a case by case basis.

External Auditor Service Fees

The audit committee has reviewed the nature and amount of the non-audited services provided by Davidson & Company, Chartered Accountants, of Vancouver, British Columbia to the Company to ensure auditor independence. Fees incurred with Davidson & Company, Chartered Accountants, of Vancouver, British Columbia for audit and non-audit services in the last two fiscal years for audit fees are outlined in the following table:

Nature of Services	Fees Paid to Auditor in Year ended May 31, 2013	Fees Paid to Auditor in the prior Fiscal Year
Audit Fees (1)	\$16,065.00	\$27,417.60
Audit-Related Fees (2)	Nil	Nil
Tax Fees (3)	\$1,942.50	\$5,040.00
All Other Fees (4)	Nil	Nil
Total	\$18,007.50	\$32,457.60

- (1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include fees for services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All Other Fees" include all other non-audit services.

Exemption

The Company is relying upon the exemption in section 6.1 of National Instrument 52-110 in respect of the composition of its audit committee and in respect of its reporting obligations under NI 52-110.

PARTICULARS OF MATTERS TO BE ACTED UPON

Stock Option Plan

The Exchange's policies require that each company listed on the Exchange have a stock option plan if the Company issues common shares pursuant to the exercise of stock options. Shareholders approved the adoption of the Company's current 10% rolling option plan (the "Existing Plan") at a previous annual general meeting.

The Management recommends that the Company renew by adoption a stock option plan (the "Stock Option Plan") which amends the Existing Plan by explicitly contemplating the right for the

Board, the Chief Executive Officer or President of the Company to extend the exercise term of options, up to a maximum of ten days, where the expiration dates of the options fall within a period during which the Company has formally imposed a blackout period whereby the Company prohibits option holders from exercising their options. The extension may not be effected in the event that the Company's shares are subject to a cease trade order and the blackout period in effect must expire upon the general disclosure of the undisclosed material information for which the blackout was imposed.

The following is a summary of the material terms of the Stock Option Plan:

- (a) directors, officers, employees and consultants of the Company, or to person engaged in investor relations activities on behalf of the Company or any of its subsidiaries are eligible to receive grants of options under the Stock Option Plan;
- (b) a number of common shares equal to ten (10%) percent of the issued and outstanding common shares in the capital stock of the Company from time to time are reserved for the issuance of stock options;
- (c) the exercise price of any options granted is determined by the Board in its sole discretion as of the date the Board grants the options, and shall not be less than the last closing price of the Company's common shares traded through the facilities of the Exchange prior to the grant of the options, less any discount permitted by the Exchange, or such other price as may be required by the Exchange;
- (d) options granted under the Stock Option Plan are non-assignable and non-transferable and are issuable for a period of up to 5 years;
- (e) an optionee's options expire one year (or such other time, not to exceed one year, as shall be determined by the Board) after the date the optionee ceases to be eligible to receive options; and
- (f) notwithstanding the foregoing, if an optionee dies, any vested options held by him or her at the date of death will become exercisable by the optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such optionee and the date of expiration of the term otherwise applicable to such option.

Under the Stock Option Plan, the number of common shares which may be reserved for issue: (i) to any one optionee who is an insider and any associates of such insider, shall not exceed 5% of the outstanding issue; and (ii) to all persons who undertake investor relations activities, shall not exceed 2% of the outstanding issue. "Outstanding issue" is determined on the basis of the number of common shares that are outstanding immediately prior to the common share issuance in question.

The Management has recommended that you vote **FOR** the Company's adoption of the Stock Option Plan containing among other things, provisions consistent with the current policies of the Exchange. The Stock Option Plan is also subject to Exchange approval.

ADDITIONAL INFORMATION

Financial information is provided in the audited consolidated financial statements of the Company for the year ended May 31, 2013 and in the related management discussion and analysis filed on SEDAR at www.sedar.com. The audited consolidated financial statements of the Company for the year ended May 31, 2013 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 30th day of October, 2013.

By order of the Board

“Salvatore Giantomaso”

Salvatore Giantomaso
President and Chief Executive Officer

**SCHEDULE “A”
ADVANCE NOTICE POLICY**

**SCAVO RESOURCE CORP.
(the “Corporation”)**

INTRODUCTION

The Corporation is committed to: (i) facilitating an orderly and efficient annual general or, where the need arises, special general meeting of its shareholders, process; (ii) ensuring that all shareholders receive adequate notice of the director nominations and sufficient information regarding all director nominees; and (iii) allowing shareholders to register an informed vote after having been afforded reasonable time for appropriate deliberation.

The purpose of this Advance Notice Policy (the “**Policy**”) is to provide shareholders, directors and management of the Corporation with a clear framework for the nomination of directors of the Corporation by holders of record of common shares of the Corporation (“**shareholders**”). This Policy fixes a deadline by which a shareholder wishing to nominate an individual for election as director must submit to the Corporation prior to any annual or special general meeting of shareholders the name and certain information on any proposed nominee in order for such person to be eligible for election at any annual or special general meeting of shareholders.

The Board of Directors of the Corporation (the “**Board**”) have concluded that this Policy is in the best interests of the Corporation, its shareholders and other stakeholders. This Policy will be subject to at least an annual review by the Board and may be updated to reflect changes as required by law or so as to meet prevailing practices and standards from time to time.

NOMINATIONS OF DIRECTORS

1. Only individuals who are qualified to act as a director under the *Business Corporations Act* (British Columbia) (the “**Act**”) and the Articles of the Corporation and who are nominated in accordance with this Policy will be eligible to stand for election as directors of the Corporation at a general meeting. Nominations of individuals for election to the Board may be made at any annual general meeting of shareholders, or at any special general meeting of shareholders if one of the purposes for which the special general meeting was called is the election of directors and such nomination or proposed nomination is made:
 - a. by or at the direction of the Board, including pursuant to a notice of a general meeting, given in accordance with applicable law;
 - b. pursuant to a proposal made in accordance with Part 5, Division 7 of the Act, or a requisition made in accordance with Section 167 of the Act; or
 - c. by any person (a “**Nominating Shareholder**”): (A) who, as of the date upon which the Nominating Shareholder gives a notice of the name and certain other information concerning the proposed nominee, as provided for in Section 3 of this Policy (a “**Notice of Nominee**”) and who at the close of business on the record date for notice of such meeting, is entered in the securities register of the Corporation as a holder of one or more common shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at

such meeting; and (B) who complies with the procedures set forth in Section 3 of this Policy.

2. In addition to any other requirements under applicable laws, for a nomination to be validly made by a Nominating Shareholder, the Nominating Shareholder must have given written notice thereof in accordance with this Policy that is both timely (at a minimum, in accordance with paragraph 3 below) and in proper written form (in accordance with paragraph 4 below).
3. To be timely, a Notice of Nominee sent by a Nominating Shareholder must be:
 - a. addressed and sent to the Secretary or Chairman of the Corporation at the principal executive offices of the Corporation.
 - b. in the case of an annual general meeting of shareholders, given not less than thirty (30) days nor more than sixty five (65) days prior to the date of the annual general meeting of shareholders; provided, however, that in the event that the annual general meeting is proposed to be held on a date that is less than fifty (50) days after the date (the "**Notice Date**") on which the first public announcement (as defined below) of the date of the annual general meeting was given, notice by the Nominating Shareholder must be sent not later than the close of business on the tenth (10th) day following the Notice Date; and
 - c. in the case of a special general meeting (which is not also an annual general meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), given not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special general meeting of shareholders was given.

The time periods for the giving of a Notice of Nominee by a Nominating Shareholder shall in all cases be determined based on the date of the applicable annual general meeting or special general meeting of shareholders as first publicly announced, and unless otherwise directed by the Board, any adjournment, rescheduling or postponement of a meeting of shareholders, or the reconvening of any adjourned, rescheduled or postponed meeting, or the public announcement thereof, will not result in the commencement of a new time period for the giving of a Notice of Nominee by a Nominating Shareholder pursuant to this Policy.

4. To be in proper written form, a Notice of Nominee sent by a Nominating Shareholder must set forth:
 - a. as to each person whom the Nominating Shareholder proposes to nominate for election as a director: (A) the name, age, business address and residential address of the person; (B) the present principal occupation or employment of the person and the principal occupation or employment for at least the five years preceding the date of the Notice of Nominee; (C) the citizenship of such person; (D) the class or series and number of shares of the Corporation which the proposed nominee beneficially owns or over which the proposed nominee exercises direction or control as of the later of the date of such Notice of Nominee or the record date for the meeting of shareholders (if such date shall then have been publicly announced and shall have occurred); and (E) any other information relating to the nominee that would be required to be disclosed in a dissident's information circular in connection with a solicitation of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below),

regardless of whether the nominee or Nominating Shareholder is required to prepare or file an Information Circular; and

- b. as to the Nominating Shareholder a description of any contract, arrangement, or understanding pursuant to which such Nominating Shareholder has agreed to vote or direct the voting of any shares of the Corporation it beneficially owns or exercises control or direction over, and any other information relating to such Nominating Shareholder that would be required to be disclosed in a dissident's information circular in connection with a solicitation of proxies by the Nominating Shareholder for election of directors pursuant to the Act and Applicable Securities Laws, regardless of whether the nominee or Nominating Shareholder is required to prepare or file an Information Circular.

The Corporation may require the Nominating Shareholder or any proposed nominee to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as a director of the Corporation that would reasonably be expected to be material with respect to the independence or qualifications of such proposed nominee or that may otherwise be necessary in order for shareholders to be able to form a reasonable judgment on whether to vote for or withhold their vote with respect of such proposed nominee.

5. The Chairman of any general meeting shall have the power and duty to determine whether any nomination made at that meeting was made in accordance with this Policy and, if any proposed nomination is not in compliance with this Policy, the Chairman may declare that such nomination was not validly made, may be disregarded and not submitted to a vote at such meeting.
6. For purposes of this Policy:
 - a. **"public announcement"** means disclosure in a press release disseminated by the Corporation through a national news service in Canada, or in a document filed by or on behalf of the Corporation under its profile on the System for Electronic Document Analysis and Retrieval at www.sedar.com; and
 - b. **"Applicable Securities Laws"** means the applicable securities laws of each province and territory of Canada governing the calling, holding or conduct of any general meeting of the Corporation and the rules, regulations forms, instruments, policies and notices of the securities regulatory authority of each such relevant province or territory of Canada and the bylaws, rules and policies of any stock exchange or trading and quotation service on which the shares of the Corporation may be listed or traded.
7. Notwithstanding any other provision of this Policy, notice given to the Corporation pursuant to this Policy may only be given by personal delivery or facsimile transmission and shall be deemed to have been given at the time of personal delivery to the Secretary of the Corporation at the address of the principal executive offices of the Corporation, or if sent by facsimile transmission at the time of confirmed transmission, provided however that if transmitted after 5:00 p.m. (Vancouver time) then such notice shall be deemed to have been given on the next following day that is a business day.
8. Notwithstanding the foregoing, the Board may in its sole discretion, waive any requirement in this Policy.

GOVERNING LAW

This Policy shall be interpreted in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable in that province.

EFFECTIVE DATE

This Policy shall be effective and in full force and effect in accordance with its terms and conditions from and after such date

SCHEDULE "B"

ALTERATION TO ARTICLES

"14.12 Advance Notice Provisions

- (1) Only individuals who are qualified to act as a director under the *Business Corporations Act* (British Columbia) and who are nominated in accordance with this Section 14.12 will be eligible to stand for election as directors of the Company at a general meeting. Nominations of individuals for election to the board may be made at any annual general meeting of shareholders, or at any special general meeting of shareholders if one of the purposes for which the special general meeting was called was the election of directors and such nomination or proposed nomination is made:
 - (a) by or at the direction of the board, including pursuant to a notice of a general meeting given in accordance with applicable law;
 - (b) pursuant to a proposal made in accordance with Part 5, Division 7 of the *Business Corporations Act*, or a requisition made in accordance with Section 167 of the *Business Corporations Act*; or
 - (c) by any person (a "Nominating Shareholder"): (A) who, as of the date upon which the Nominating Shareholder gives notice of the name and certain other information concerning the proposed nominee, as provided for in this Section 14.12 (a "Notice of Nominee") and who at the close of business on the record date for notice of such meeting, is entered in the securities register of the Company as a holder of one or more common shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and (B) who complies with the procedures set forth in this Section 14.12.
- (2) In addition to any other requirements under applicable laws, for a nomination to be validly made by a Nominating Shareholder, the Nominating Shareholder must have given written notice thereof in accordance with this Section 14.12 that is both timely (at a minimum, in accordance with paragraph 3 below) and in proper written form (in accordance with paragraph 4 below).
- (3) To be timely, a Notice of Nominee sent by a Nominating Shareholder must be:
 - (a) addressed and sent to the Secretary or Chairman of the Company at the principal executive offices of the Company.
 - (b) in the case of an annual general meeting of shareholders, given not less than thirty (30) days nor more than sixty-five (65) days prior to the date of the annual general meeting of shareholders, provided however, that in the event that the annual general meeting is proposed to be held on a date that is less than fifty (50) days after the date (the "Notice Date") on which the first public announcement (as defined below) of the date of the annual general meeting was given, notice by the Nominating Shareholder must be sent not later than the close of business on the tenth (10th) day following the Notice Date; and
 - (c) in the case of a special general meeting (which is not also an annual general meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), given not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special general meeting of shareholders was given.

- (d) The time periods for the giving of a Notice of Nominee by a Nominating Shareholder shall in all cases be determined based on the date of the applicable annual general meeting or special general meeting of shareholders as first publicly announced, and unless otherwise directed by the board, any adjournment, rescheduling or postponement of a meeting of shareholders, or the reconvening of any adjourned, rescheduled or postponed meeting, or the public announcement thereof, will not result in the commencement of a new time period for the giving of a Notice of Nominee by a Nominating Shareholder pursuant to this Section.
- (4) To be in proper written form, a Notice of Nominee sent by a Nominating Shareholder must set forth:
- (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director: (A) the name, age, business address and residential address of the person; (B) the present principal occupation or employment of the person and the principal occupation or employment for at least the five years preceding the date of the Notice of Nominee; (C) the citizenship of such person; (D) the class or series and number of shares of the Company which the proposed nominee beneficially owns or over which the proposed nominee exercises direction or control as of the later of the date of such Notice of Nominee or the record date for the meeting of shareholders (if such date shall then have been publicly announced and shall have occurred); and (E) any other information relating to the nominee that would be required to be disclosed in a dissident's information circular in connection with a solicitation of proxies for election of directors pursuant to the *Business Corporations Act* and Applicable Securities Laws (as defined below), regardless of whether the nominee or Nominating Shareholder is required to prepare or file an Information Circular; and
- (b) as to the Nominating Shareholder a description of any contract, arrangement, or understanding pursuant to which such Nominating Shareholder has agreed to vote or direct the voting of any shares of the Company, it beneficially owns or exercises control or direction over, and any other information relating to such Nominating Shareholder that would be required to be disclosed in a dissident's information circular in connection with a solicitation of proxies by the Nominating Shareholder for election of directors pursuant to the *Business Corporations Act* and Applicable Securities Laws (as defined below), regardless of whether the nominee or Nominating Shareholder is required to prepare or file an Information Circular.
- (5) The Company may require the Nominating Shareholder or any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as a director of the Company or that would reasonably be expected to be material with respect to the independence or qualifications of such proposed nominee or that may otherwise be necessary in order for shareholders to be able to form a reasonable judgment on whether to vote for or withhold their vote with respect of such proposed nominee.
- (6) The Chairman of any general meeting shall have the power and duty to determine whether any nomination made at that meeting was made in accordance with this Section 14.12 and, if any proposed nomination is not in compliance with this Section 14.12, the Chairman may declare that such nomination was not validly made, may be disregarded and not submitted to a vote at such meeting.
- (7) For purposes of this Section 14.12:
- (a) "public announcement" means disclosure in a press release disseminated by the Company through a national news service in Canada, or in a document filed by or on

behalf of the Company under its profile on the System for Electronic Document Analysis and Retrieval at www.sedar.com; and

- (b) "Applicable Securities Laws" means the applicable securities laws of each province and territory of Canada governing the calling, holding or conduct of any general meeting of the Company and the rules, regulations, forms, instruments, policies and notices of the securities regulatory authority of each such relevant province or territory of Canada and the bylaws, rules and policies of any stock exchange or trading and quotation service on which the shares of the Company may be listed or traded.
- (8) Notwithstanding any other provision of this Section 14.12, notice given to the Company pursuant to this Section 14.12 may only be given by personal delivery or facsimile transmission and shall be deemed to have been given at the time of personal delivery to the Secretary of the Company at the address of the principal executive offices of the Company, or if sent by facsimile transmission at the time of confirmed transmission, provided however that if transmitted after 5:00 p.m. (Vancouver time) then such notice shall be deemed to have been given on the next day that is a business day.
- (9) Notwithstanding the foregoing, the board may, in its sole discretion, waive any requirement in this Section 14.12."

FINANCIAL STATEMENT REQUEST FORM

In accordance with the rules of National Instrument 51-102 "Continuous Disclosure Obligations", effective March 30, 2004, a reporting issuer must send annually a request form to the registered holders and to the beneficial owners of its securities, that the registered holders and beneficial owners may use to request a copy of the reporting issuer's annual financial statements and Management Discussion & Analysis ("MD&A"), the interim financial statements and MD&A, or both. Please complete the form below if you wish to receive the statement(s) this year and return this to **COMPUTERSHARE INVESTOR SERVICES INC., 100 UNIVERSITY STREET, 9TH FLOOR, TORONTO, ON M5J 2Y1.**

You will not automatically receive copies of the financial statements unless this card is completed and returned. Copies of all previously issued annual and quarterly financial statements and related MD&A are available to the public on the SEDAR website at www.sedar.com.

I, the undersigned, certify that I am the owner of the securities (other than debt instruments) of the Company shown below, and request that my name be placed on the Company's Mailing List in respect of its quarterly and/or annual financial statements and MD&A for the ensuing financial year.

SCAVO RESOURCE CORP.

Please select one or both of the following options:

Annual Financial Statements & MD&A _____ Quarterly Financial Statements & MD&A _____

Name: _____

Address: _____

City/Prov/State/ Postal Code: _____

Preferred Method of Communication:

Email: _____ or Mail: _____

Signature: _____

Date: _____

Email Address: _____