

LA IMPERIAL RESOURCES CORP.

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INFORMATION CIRCULAR

Solicitation of Proxies

This information circular (the “**Information Circular**”) is furnished in connection with the solicitation of proxies by the management of La Imperial Resources Corp. (the “**Company**”) for use at the annual and special meeting of shareholders (the “**Shareholders**”) of the Company (the “**Meeting**”) to be held at Terminal City, 837 West Hastings Street, Vancouver, British Columbia, V6C 3N7, on Monday, February 6, 2012, at 9:30 a.m. (Vancouver time) and any adjournment thereof, for the purposes set forth in the accompanying Notice of Annual and Special Meeting of Shareholders.

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. All costs of this solicitation will be borne by the Company. The Company has made arrangements for intermediaries to forward solicitation materials to the beneficial owners of the Common Shares held of record by those intermediaries and the Company may reimburse the intermediaries for reasonable fees and disbursements incurred by them in so doing.

Notice of the Meeting was provided to the securities commissions in each jurisdiction where the Company is a reporting issuer under applicable securities laws.

In this Information Circular, references to the “**Company**”, “**we**” and “**our**” refer to La Imperial Resources Corp.; “**Common Shares**” means common shares in the authorized share structure of the Company; “**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 the Beneficial Shareholders.

Date of Information Circular

Information contained in this Information Circular is given as at December 28, 2011, unless otherwise indicated.

GENERAL PROXY INFORMATION

Revocability 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 either:

- (a) executing a proxy bearing a later date; or
- (b) executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the shareholder’s authorized attorney in writing, or, if the shareholder is a company, under its corporate seal by an officer or attorney duly authorized, and by depositing the Proxy bearing a later date with Computershare Investor Services Inc., or at the address of the registered office of the Company at Suite 600-666 Burrard Street, Vancouver, British Columbia, V6C 2X8, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the date that precedes 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

- (c) by the registered shareholder personally attending the Meeting and voting the registered shareholder's Common Shares.

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

Appointment of Proxyholders

A shareholder entitled to vote at the Meeting may, by means of a proxy, appoint a proxyholder or one or more alternate proxyholders, who need not be Shareholders, to attend and act at the Meeting for the shareholder on the shareholder's behalf.

The individuals named in the accompanying form of proxy (the "**Proxy**") are directors and/or officers of the Company (the "**Management Designees**"). **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting other than either of the Management Designees. 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.**

A proxy will not be valid unless the completed, signed and dated form of proxy is delivered to the office of the Company at **Suite 600-666 Burrard Street, Vancouver, British Columbia, V6C 2X8, or by fax to 604-689-9610**, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the Proxy is to be used.

Exercise of Discretion

The Management Designees named in the Proxy will vote or withhold from voting the shares represented thereby in accordance with the instructions of the shareholder on any ballot that may be called for. The Proxy will confer discretionary authority on the nominees 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 an auditor and the election of directors,
- (b) any amendment to or variation of any matter identified therein, 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 Designees will vote the Common Shares represented by the Proxy at their own discretion for the approval of such matter.

As of the date of this Information Circular, management of the Company knows of no amendment, variation or other matter that may come before the Meeting, but if any amendment, variation or other matter properly comes before the Meeting, each Management Designee intends to vote thereon in accordance with the Management Designee's best judgment.

Proxy Voting Options

If you are a registered shareholder, you may elect to submit a proxy in order to vote whether or not you are able to attend the Meeting in person. In order to vote by mail, you must complete, date and sign the Proxy and return it to the office of the Company at Suite 600-666 Burrard Street, Vancouver, British Columbia, V6C 2X8, or by fax to 604-689-9610, at any time up to and including 9:30 a.m. (Vancouver time) on February 2, 2012.

Advice to Beneficial Holders of Common Shares

The information set forth in this section is of significant importance to many Shareholders, as a substantial number of Shareholders do not hold Common Shares in their own name. Beneficial

Shareholders should note that only Proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of Common Shares can be recognized and acted upon at the Meeting.

If Common Shares are listed in an account statement provided to a shareholder by a broker, 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 broker or an agent of that broker. In the United States, the vast majority of such 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 unless the Beneficial Shareholders have waived the right to receive meeting material. Every intermediary has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting.

If you are a Beneficial Shareholder, the form of proxy supplied to you by your broker (or its agent) is similar to the form of Proxy provided to registered Shareholders by the Company. However, its purpose is limited to instructing the intermediary how to vote on your behalf. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Communications Solutions Canada ("**Broadridge**") in the United States and in Canada. Broadridge mails a voting instruction form in lieu of a proxy provided by the Company. The voting instruction form will name the Management Designees to represent you at the Meeting. You have the right to appoint a person (who need not be a shareholder of the Company), other than the persons designated in the voting instruction form, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided on the voting instruction form. The completed voting instruction form must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the Internet, 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 Common Shares directly at the Meeting. It must be returned to Broadridge well in advance of the Meeting in order to have the 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 (or agent of your broker), you may attend at the Meeting as proxyholder for your broker and vote the 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 to 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 instrument form provided to you and return the same to your broker (or your broker's agent) in accordance with the instructions provided by your broker (or agent), well in advance of the Meeting.

Alternatively, you may 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.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of the directors or executive officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year end of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any

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 as disclosed herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors (the “**Board**”) of the Company has fixed December 28, 2011, as the record date (the “**Record Date**”) for determination of 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 form of 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 December 28, 2011, the Company had outstanding 12,085,970 fully paid and non-assessable Common Shares without par value, each carrying the right to one vote. The Company has no other classes of voting securities.

To the knowledge of the directors and senior officers of the Company, no person or Company beneficially owns, directly or indirectly, or exercises control or direction over, shares carrying more than 10% of the voting rights attached to the shares of the Company.

FINANCIAL STATEMENTS

The audited financial statements of the Company for the years ended August 31, 2008, August 31, 2009 August 31, 2010 and August 31, 2011, together with the Auditors' Reports thereon, will be presented to the Shareholders at the Meeting.

The following documents filed with the securities commissions or similar regulatory authority in British Columbia, Alberta and Ontario are specifically incorporated by reference into, and form an integral part of, this Information Circular:

- (a) audited financial statements for the years ended August 31, 2008, August 31, 2009 August 31, 2010 and August 31, 2011;
- (b) auditors reports thereon; and
- (c) management's discussion and analysis for the years ended August 31, 2008, August 31, 2009 August 31, 2010 and August 31, 2011.

Shareholders may obtain copies of documents incorporated herein by reference upon request and without charge from the Company at Suite 600-666 Burrard Street, Vancouver, British Columbia, V6C 2X8, Attention: Tena McEachen. These documents are also available through the Internet on SEDAR under the Company's profile, which can be accessed at www.sedar.com.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled all such nominees will be declared elected or appointed by acclamation.

ELECTION OF DIRECTORS

The Board currently consists of four directors. Management proposes to fix the number of directors of the Company at four (4) and to nominate the persons listed below for election as directors.

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless a director's seat is earlier vacated in accordance with the provisions of the British Columbia *Business Corporations Act* or the Articles of the Company, 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.

Management does not contemplate that any of the nominees will be unable to serve as a director. In the event that prior to the Meeting any vacancies occur in the slate of nominees herein listed, it is intended that discretionary authority shall be exercised by the person named in the proxy as nominee to vote the Common Shares represented by proxy for the election of any other person or persons as directors.

The following table sets out the names of the management nominees; their positions and offices in the Company; principal occupations; the period of time that they have been directors of the Company; and the number of Common Shares of the Company which each beneficially owns or over which control or direction is exercised:

Name of Nominee; Current Position with the Company and Province and Country of Residence	Occupation, Business or Employment⁽¹⁾	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled⁽²⁾
Marilyn Miller President and Director Vancouver, British Columbia, Canada	Businesswoman	October 4, 2010	Nil
Tena McEachen Director Vancouver, British Columbia, Canada	Accounting and administration work for several Canadian public corporations	December 13, 2011	Nil
Bob Lane Director British Columbia, Canada	Geologist	June 23, 2008	Nil
Gary MacDonald Vancouver, British Columbia, Canada	Businessman	Nominee	Nil

Notes:

1. Information furnished by the respective director nominees.
2. Voting securities beneficially owned, directly or indirectly, or over which control or direction is exercised.

IF ANY OF THE FOREGOING NOMINEES IS FOR ANY REASON UNAVAILABLE TO SERVE AS A DIRECTOR, PROXIES IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR ANOTHER NOMINEE IN THEIR DISCRETION UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS COMMON SHARES ARE TO BE WITHHELD FROM VOTING IN THE ELECTION OF DIRECTORS.

Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the election of the Nominees.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT EACH SHAREHOLDER VOTE "FOR" THE ELECTION OF THE ABOVE NOMINEES AS DIRECTORS.

As at the date of this Information Circular and within the 10 years before the date of this Information Circular, no proposed director:

- (a) is or has been a director or executive officer of any company (including the Company), that while that person was acting in that capacity:
 - (i) was the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
 - (ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
 - (iii) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has within 10 years before the date of the Information Circular become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officers or shareholders.

COMPENSATION OF EXECUTIVE OFFICERS

Compensation Discussion and Analysis

Compensation

At the present time, the Company does not have a Compensation Committee and the board of directors (the "**Board**") as a whole performs the equivalent functions. As at the end of the financial year ended August 31, 2011, the Board was comprised of Marilyn Miller, Bob Lane and Richard Gregory. As disclosed herein, Marilyn Miller also serves as President and Chief Executive Officer of the Company as such, they do not vote on any compensation payable to themselves by the Company.

Judgments regarding executive compensation for fiscal 2011 have been primarily based upon the Board's assessment of each executive officer's leadership performance and their potential to enhance long-term shareholder value. The Board relies mostly on each director's business acumen and is not bound by rigid guidelines, formulas or short-term changes in the share price when determining the amount and mix of elements regarding compensation payable to each executive officer.

Key factors that affect the Board's overall decision include the nature and scope of the executive officers' responsibilities, their effectiveness in leading the Company's initiatives to increase shareholder value as well as productivity and growth, and to ensure compliance with applicable provincial and federal laws and the policies of the Company.

Based on all these factors, which the Board considers relevant in making its determination of compensation payable, the Board believes it has been in the shareholders' best and long-term interests of

the Company to ensure that the overall level of salary is commensurate with overall performance and in keeping with the Company's ability to retain key members of the management team.

The Board's decisions concerning specific elements of fiscal 2011 compensation for individual executive officers, including the Chief Executive Officer, includes consideration of the executive officer's level of responsibility, their overall performance and current salary. As noted above, in all cases, the specific decisions involving the fiscal 2011 executive officer's compensation are ultimately based upon the Board's judgment about an individual executive officer's performance, their potential for future contributions; and, more importantly, whether each particular payment or award provides an appropriate incentive and recompense for a performance that will sustain and enhance long-term shareholder value.

The base salary established for each executive officer is intended to reflect each individual's responsibilities, experience, prior performance and other discretionary factors deemed relevant by the Board. In deciding on the salary portion of the compensation of the executive officers, major consideration is given to the fact that the Company is an early stage development company and does not generate any material revenue and must rely exclusively on funds raised from equity financing. Therefore, greater emphasis may be put on incentive stock option compensation.

Pursuant to the Company's stock option plan, the Board grants options to directors, executive officers, other employees and consultants as incentives. The level of stock options awarded to executive officers is determined by his or her position and his or her potential of future contributions to the Company. See below for a description of the Company's stock option plan.

Executive Compensation

In this section "Named Executive Officer" means the Chief Executive Officer (the "**CEO**"), the Chief Financial Officer (the "**CFO**") and each of the three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed fiscal year and whose total compensation 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.

Marilyn Miller, the Company's President and CEO is the "Named Executive Officers" of the Company for the purposes of the following disclosure. There are no other executive officers of the Company whose total compensation exceeded \$150,000 during the financial year ended August 31, 2011. The compensation paid to the Named Executive Officers during the Company's three most recently completed financial year is as set out below:

Summary Compensation Table

Name and Principal Position	Year Ended August 31	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other Compensation (\$)	Total Compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Marilyn Miller, CEO and President	2011	Nil	N/A	Nil	Nil	Nil	Nil	Nil	Nil
	2010	Nil	N/A	Nil	Nil	Nil	Nil	Nil	Nil
	2009	Nil	N/A	Nil	Nil	Nil	Nil	Nil	Nil
	2008	Nil	N/A	Nil	Nil	Nil	Nil	Nil	Nil
David Ross, ⁽¹⁾ former CEO and President	2011	Nil	N/A	Nil	Nil	Nil	Nil	Nil	Nil
	2010	Nil	N/A	Nil	Nil	Nil	Nil	Nil	Nil
	2009	Nil	N/A	Nil	Nil	Nil	Nil	Nil	Nil
	2008	Nil	N/A	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Mr. David Ross resigned as a President, CEO on October 4, 2010.

Outstanding Share-Based Awards And Option-Based Awards

The following tables provide information regarding all share-based and option-based awards outstanding as at August 31, 2011.

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date MM/DD/YY	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Marilyn Miller, CEO and President	Nil	Nil	Nil	Nil	Nil	Nil
David Ross, former CEO and President	Nil	Nil	Nil	Nil	Nil	Nil

Incentive Plan Awards - value vested or earned during the year

An "incentive plan" is any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period. An "incentive plan award" means compensation awarded, earned, paid or payable under an incentive plan.

Name (a)	Option-based awards – Value vested during the year⁽¹⁾ (\$) (b)	Share-based awards – Value vested during the year (\$) (c)	Non-equity incentive plan compensation – Value earned during the year (\$) (d)
Marilyn Miller, CEO and President	Nil	Nil	Nil
David Ross, former CEO and President	Nil	Nil	Nil

Termination of Employment, Change in Responsibilities and Employment Contracts

There are no employment contracts between the Company and the Named Executive Officers except as described under the heading "Management Contracts".

There are no compensatory plans, contracts or arrangements between the Company and any Named Executive Officer, where the Named Executive Officer is entitled to receive more than \$50,000 from the Company, including periodic payments or instalments, in the event of:

- (a) the resignation, retirement or any other termination of employment of the Named Executive Officer's employment with the Company;
- (b) a change of control of the Company; or
- (c) a change of the Named Executive Officer's responsibilities following a change in control.

Pension Arrangements

The Company does not have any pension arrangements in place for the Named Executive Officers.

COMPENSATION OF DIRECTORS

For a description of the compensation paid to the company's Named Executive Officer(s) who also act as directors, see "Summary Compensation Table".

Other than as disclosed elsewhere in this Information Circular, no director of the Company who is not a Named Executive Officer has received, during the most recently completed financial year, compensation pursuant to:

- (a) any standard arrangement for the compensation of directors for their services in their capacity as directors, including any additional amounts payable for committee participation or special assignments;
- (b) any other arrangement, in addition to, or in lieu of, any standard arrangement, for the compensation of directors in their capacity as directors except for the granting of stock options; or
- (c) any arrangement for the compensation of directors for services as consultants or experts.

The Company may grant incentive stock options to directors of the Company from time to time pursuant to the stock option plan of the Company and in accordance with the policies of the Canadian Trading and Quotation System Inc. (the "CNQ").

Director Compensation Table

The compensation paid to the directors, other than the Named Executive Officers, during the Company's most recently completed financial year is as set out below:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other Compensation (\$)	Total Compensation (\$)
				Annual incentive plans	Long-term incentive plans			
Bob Lane	Nil	N/A	Nil	N/A	N/A	N/A	N/A	Nil
Richard Gregory	Nil	N/A	Nil	N/A	N/A	N/A	N/A	Nil

Narrative Discussion

Other than amounts already included in the above table, the Company has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Company or its subsidiaries for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial year or subsequently, up to and including the date of this Information Circular.

The Company has a stock option plan for the granting of incentive stock options to the officers, employees and directors. The purpose of granting such options to the Company's directors is to assist the Company in compensating, attracting, retaining and motivating the directors and to closely align the personal interests of the directors to that of the Company's shareholders.

Outstanding Share-based Awards and Option-based Awards

During the financial year ended August 31, 2011, no options were exercised by directors and officers of the Company.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth information with respect to the Company's Stock Option Plan as at the year ended August 31, 2011:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance, under equity compensation plans (excluding securities reflected in first column)
Equity compensation plans approved by securityholders	NIL	\$N/A	1,208,597
Equity compensation plans not approved by securityholders	NIL	\$N/A	NIL
Total	NIL	\$N/A	1,208,597

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer, employee or former director, executive officer or employee of the Company was indebted to the Company as at the date hereof or at any time during the most recently completed financial year of the Company. None of the proposed nominees for election as a director of the Company, or any associate of any director, executive officer or proposed nominee, was indebted to the Company as at the date hereof or at any time during the most recently completed financial year of the Company.

The Company has not provided any guarantees, support agreements, letters of credit or other similar arrangement or understanding for any indebtedness of any of the Company's directors, executive officers, proposed nominees for election as a director, or associates of any of the foregoing individuals as at the date hereof or at any time during the most recently completed financial year of the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

An **"informed person"** means: (a) a director or executive officer of the Company; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10% of the voting rights other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself, if and for so long as it has purchased, redeemed or otherwise acquired any of its shares.

Since the commencement of the Company's most recently completed financial year, no informed person of the Company, nominee for director or any associate or affiliate of an informed person or nominee, had any material interest, direct or indirect, in any transaction, in any transaction or any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

APPOINTMENT OF AUDITOR

De Visser Gray LLP, Chartered Accountants of 401-905 West Pender Street, Vancouver, B.C. V6C 1L6, will be nominated at the Meeting for reappointment as auditor of the Company to hold office until the next annual general meeting at a remuneration to be fixed by the directors

Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the re-appointment of the firm of De Visser Gray LLP, Chartered Accountants, as auditors of the Company until the close of the next annual meeting of shareholders.

MANAGEMENT CONTRACTS

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

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 Company’s Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The independent members of the Board of Directors of the Company are Bob Lane, and Richard Gregory. The non-independent director is Marilyn Miller, who serves as the President and Chief Executive Officer of the Company.

The Board facilitates its independent supervision over management by choosing management who demonstrate a high level of integrity and ability and having strong independent Board members. The independent directors are, however, able to meet at any time without any the non-independent directors being present. Further supervision is performed through the Audit Committee who may meet with the Company’s auditors without management being in attendance.

During the most recently completed financial year ended August 31, 2011, there were a minimum of 4 Board meetings and if a meeting could not be convened, business was conducted by resolution and the unanimous consent of the directors of the Company.

Directorships

The participation of the directors in other reporting issuers is described in the following table:

Name of Director	Names of Other Reporting Issuers of which the Director is a Director
Marilyn Miller	Mega Copper Ltd., Oronova Resource Corp. HTI Ventures Corp.
Bob Lane	N/A
Richard Gregory	N/A

Orientation and Continuing Education

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Company’s properties and on director responsibilities.

Board meetings may also include presentations by the Company’s management and employees to give the directors additional insight into the Company’s business. In addition, management of the Company makes itself available for discussions with all Board members.

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 director's 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 of Directors is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of the shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, shown support for the Company's mission and strategic objectives, and a willingness to serve.

Other Board Committees

The Board has no 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.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 of the Canadian Securities Administrators ("**NI 52-110**") requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee (the "**Audit Committee**") and its relationship with its independent auditors, as set forth in the following.

Charter

The Company has adopted a charter (the "**Charter**") of the Audit Committee of the Board, which is attached as Schedule "A" to this Information Circular.

Composition

The current members of the Committee are Marilyn Miller, Bob Lane and Richard Gregory. Bob Lane and Richard Gregory are considered independent. All of the members are financially literate and have the ability to read and understand financial statements that present a breadth and level of complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. "Independent" and "financially literate" have the meaning used in Multilateral Instrument 52-110 ("MI 52-110") of the Canadian Securities Administrators. The proposed members of the Company's audit committee will be Tena McEachen, Bob Lane and Gary MacDonald.

Relevant Education and Experience

Tena McEachen- An accountant with several years experience in accounting and administration for public and private Canadian corporations

Gary MacDonald-A businessman who has had many years experience as an officer and director of several public and private companies

Bob Lane-A Geologist who has had several years experience with private and public companies.

Each member of the audit committee has:

- an understanding of the accounting principles used by the issuer to prepare its financial statements, and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the issuer's financial statements, or experience actively supervising individuals engaged in such activities; and
- an understanding of 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 Audit Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Company's Audit Committee Charter.

Reliance on Certain Exemptions

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

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audited services provided by De Visser Gray, Chartered Accountants to the Company to ensure auditor independence. Fees incurred 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 for Year Ended August 31, 2011	Fees Paid to Auditor for Year Ended August 31, 2010	Fees Paid to Auditor for Year Ended August 31, 2009	Fees Paid to Auditor for Year Ended August 31, 2008
Audit Fees ⁽¹⁾	\$10,000	\$10,000	\$10,000	\$10,000
Audit-Related Fees ⁽²⁾	Nil	Nil	Nil	Nil
Tax Fees ⁽³⁾	\$750.00	\$750.00	\$750.00	\$750.00
All Other Fees ⁽⁴⁾	Nil	Nil	Nil	Nil
Total	10,750.00	\$10,750.00	\$10,750.00	\$10,750.00

- (1) “Audit Fees” include fees necessary to perform the annual audit 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 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 in Section 6.1 of NI 52-110

The Company is relying on the exemption in Section 6.1 of NI 52-110 from the requirement of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations).

PARTICULARS OF MATTERS TO BE ACTED UPON

APPROVAL OF STOCK OPTION PLAN

2011 Stock Option Plan

The directors of the Company have adopted a Stock Option Plan (the “Plan”). Under the Plan, a maximum of 10% of the issued and outstanding shares of the Company are proposed to be reserved at any time for issuance on the exercise of stock options. As the number of shares reserved for issuance under the Plan increases with the issue of additional shares by the Company, the Plan is considered to be a “rolling” stock option plan.

A copy of the Plan will be available at the Meeting for review by the shareholders at the Meeting.

Particulars of the Plan

The following is a summary of the principal terms of the Plan.

The Plan provides that stock options may be granted to directors, senior officers, employees and consultants of the Company (and any subsidiary of the Company) and management company employees. Under the Plan, the Company’s board of directors (the “Board”) may, from time to time, designate a director or other senior officer or employee of the Company as administrator (the “Administrator”) for the purposes of administering the Plan. Initially, the Administrator will be the Secretary of the Company.

The Plan provides for the issuance of stock options to acquire at any time up to a maximum of 10% of the issued and outstanding common shares of the Company (subject to standard anti-dilution adjustments). If a stock option expires or otherwise terminates for any reason without having been exercised in full, the number of common shares reserved for issuance under that expired or terminated stock option shall again be available for the purposes of the Plan. Any stock option outstanding when the Plan is terminated will remain in effect until it is exercised or it expires.

The Plan provides that it is solely within the discretion of the Board to determine who should receive stock options and in what amounts, subject to the following conditions:

- the Plan reserves, for issue pursuant to stock options, a maximum number of common shares equal to 10% of the outstanding common shares of the Company from time to time, with no mandatory vesting provisions;
- the number of common shares reserved for issue to any one person in any 12 month period under the Plan may not exceed 5% of the outstanding common shares at the time of grant without Disinterested Shareholder Approval (as defined in Policy 4.4 of the Exchange);
- the number of common shares reserved for issue to any Consultant (as defined by the Exchange) in any 12 month period under the Plan may not exceed 2% of the outstanding common shares at the time of grant;
- the aggregate number of common shares reserved for issue to any Employee (as defined by the Exchange) conducting Investor Relations Activities (as defined by the Exchange) in any 12 month period under the Plan may not exceed 2% of the outstanding common shares at the time of grant;
- the number of common shares issued to any one person within a 12 month period on the exercise of stock options may not exceed 5% of the outstanding common shares at the time of exercise without Disinterested Shareholder Approval;
- the exercise price per common share for a stock option may not be less than the Discounted Market Price (as calculated pursuant to the policies of the Exchange);
- stock options may have a term not exceeding ten years;
- there is no longer any requirement that stock options terminate within specified periods of the optionee ceasing to be a director, officer, employee or consultant of the Company;
- stock options are non-assignable and non-transferable; and
- the Plan contains provisions for adjustment in the number of common shares or other property issuable on exercise of stock options in the event of a share consolidation, split, reclassification or other relevant change in the common shares, or an amalgamation, merger or other relevant change in the Company's corporate structure, or any other relevant change in the Company's capitalization.

Pursuant to the Board's authority to govern the implementation and administration of the Plan, all previously granted and outstanding stock options shall be governed by the provisions of the Plan.

The text of the resolution to be passed is as follows. In order to be passed, a majority of the votes cast at the Meeting or in person or by proxy must be voted in favour of the resolution. The persons named in the enclosed Proxy intend to vote for such resolution:

“Resolved that:

1. the Company adopt a Stock Option Plan (the “Plan”), including the reserving for issuance under the Plan at any time of a maximum of 10% of the issued common shares of the Company;
2. the Company be and is hereby authorized to grant stock options under the Plan, in accordance with

its terms;

3. the Company be and is hereby authorized to prepare such disclosure documents and make such submissions and filings as the Company may be required to make with the CNQ.; and
4. authority be and is hereby granted to the Board of Directors of the Company to make such amendments to the Plan as are required by the CNQ to obtain CNQ acceptance of the Plan.”

CONSOLIDATION OF SHARES CAPITAL

The average monthly market values of the Company’s shares as traded through the TSX Venture Exchange (“TSX”) during the past six months are as follows:

Month	High(\$)	Low(\$)
November 2011	0.03	0.03
October 2011	-	-
September 2011	-	-
August 2011	-	-
July 2011	-	-
June 2011	0.08	0.08

In preparation for certain initiatives being considered by the Company to enhance shareholder liquidity and to attract equity financing in order for the Company to meet its working capital requirements and to fund further acquisitions, Management of the Company considers it advisable to consolidate the Company’s authorized share capital. It is Managements’ further opinion that a consolidation of the Company’s share capital on the basis of up to ten (10) existing common shares for one (1) new common share (the “Consolidation Ratio”) is required in order to attract new equity investment in the Company whether it be through private or public markets.

The following discussion is prepared based on a 10:1 Consolidation Ratio. If a lesser Consolidation Ratio is implemented, the number of post-consolidated shares will increase proportionately.

The directors will be reviewing the circumstances associated with implementing a consolidation, and may determine to consolidate on a basis of less than 10:1, or not at all. **Granting the directors the right to consolidate the Company’s share capital does not mean the same will occur.** Rather it allows the directors the flexibility to undertake the same should the circumstances warrant, and at the appropriate ratio, without the expense of calling another shareholder meeting to specifically approve a share consolidation.

Effect of Share Consolidation

If the share consolidation resolution is approved at the Meeting and is implemented by the Company:

- (1) each holder of issued pre-consolidation common shares will become entitled to receive such number of post-consolidation common shares as is equal to the number of pre-consolidation common shares held divided by the Consolidation Ratio; and
- (2) each option, warrant or other securities of the Company convertible into pre-consolidation common shares (“Pre-consolidation Convertible Securities”) that have not been exercised or cancelled prior to the effective date of the implementation of the share consolidation resolution will be adjusted pursuant to the terms thereof on the same Consolidation Ratio described above and each holder of

Pre-consolidation Convertible Securities will become entitled to receive post-consolidation common shares pursuant to such adjusted terms.

If the share consolidation resolution is approved at the Meeting and the Board has determined that it is appropriate to implement such resolution, the share consolidation will become effective upon the filing by the Company of a certified copy of the share consolidation resolution with the office of the Registrar of Companies in the Province of British Columbia. Upon such filing, each person who becomes entitled to receive post-consolidation common shares on the terms described above will be immediately recorded as such on the share register of the Company. Each holder of Pre-consolidation Convertible Securities will be advised of the adjustments made to such securities pursuant to the terms thereof.

Exchange of Shares

The specific procedures for the deposit of certificates representing pre-consolidation common shares and the delivery of post-consolidation common shares will be set out in a Notice of Share Consolidation and Letter of Transmittal to be delivered to shareholders following the Company's determination to implement the share consolidation resolution. It is recommended that shareholders complete and return their Letter of Transmittal to the Company's registrar and transfer agent at its principal office in Vancouver as soon as possible following receipt of same. Upon return of a properly completed Letter of Transmittal, along with certificates representing pre-consolidation common shares, certificates for the appropriate number of post-consolidation common shares will be distributed without charge.

No fractional post-consolidation common shares will be issued and no cash will be paid in lieu of fractional post-consolidation common shares. Any fractions resulting will be rounded to the nearest whole number, with fractions of one-half or more being rounded to the next whole number.

Income Tax Considerations

There are no material Canadian or U.S. income tax considerations to either the Company or its shareholders with respect to the share consolidation.

Resolutions

The share consolidation resolution is a special resolution and, as such, the affirmative votes of not less than 2/3rds of the shares represented at the Meeting, in person or by proxy, are required in order for the share consolidation resolution to be considered passed by shareholders.

Accordingly, shareholders will be asked to approve the following resolutions:

“RESOLVED, by Special Resolution, that the, 12,085,970 issued and fully paid common shares without par value of the Company be consolidated into 1,208,597 issued and fully paid common shares without par value, every ten (10) common shares before consolidation being consolidated into one (1) new common share.

RESOLVED FURTHER, by Special Resolution, that in the event the aggregate number of shares held by a shareholder results in a fractional share being held as a result of the consolidation: (a) such fractional share being equal to greater than one-half of a share, be rounded up to the next whole share; and (b) such fraction being less than one-half of a share, be rounded down to the next whole share.

RESOLVED FURTHER, by Special Resolution, that the directors be authorized to implement a consolidation of the Company's issued and outstanding common shares using a ratio of less than ten (10) old common shares for one (1) new common share.”

In the event shareholders do not approve these Special Resolutions, the Company will not proceed with the consolidation of its share capital. **Management of the Company recommends that shareholders approve these Special Resolutions.**

CHANGE OF NAME

The policies of the TSX require that a reporting company change its name upon consolidation of its share capital. If the shareholders approve the Special Resolutions in Item above, Management proposes to change the name of the Company to “*Consolidated La Imperial Resources Corp.*”, or such other name as may be approved by the CNQ and/or the Registrar of Companies. Shareholders will therefore be asked to approve the following Special Resolution:

“RESOLVED, by Special Resolution, that:

1. The name of the Company be changed to “Consolidated La Imperial Resources Corp.”, or such other name as may be approved by the CNQ and the Registrar of Companies;
2. The Articles of the Company be altered accordingly; and
3. Any director or officer of the Company is authorized and directed to sign all documents and to do all things necessary or desirable to effect such alteration including the filing of a Notice of Alteration to a Notice of Articles with the Registrar of Companies.”

In the event that the shareholders do not approve this Special Resolution, the Company will not proceed with a change of its name. **Management of the Company recommends that the shareholders approve this Special Resolution.**

PRIVATE PLACEMENT, FUTURE FINANCINGS

Shareholders will be asked to approve and authorize the issuance of shares by the Company, from time to time, in one or more transactions, in excess of 20% of its issued capital in accordance with the terms of any proposed future acquisitions, private placements, issuances of convertible securities, rights offerings, exchange offering, prospectus financing or shares for debt settlements, some of which may be subscribed for by insiders, at such price or prices, in such amounts and to such individuals or entities as may be determined by the Directors to be in the best interest of the Company and as are acceptable with the CNQ or any other regulatory authorities that may have jurisdiction over the Company.

In order to provide the directors of the Company with flexibility regarding future financing and to save the Company the cost of holding an extraordinary general meeting, the Shareholders of the Company will be asked at the Meeting to pass the following resolution, which requires an affirmative vote of a simple majority of the votes cast by Shareholders of the Company who vote in person or by proxy at the Meeting:

“RESOLVED, by Special Resolution, that:

- a) the Directors of the Company be authorized to carry out proposed future acquisitions, private placements, issuances of convertible securities, rights offerings, exchange offering, prospectus financing or shares for debt settlements, or other issuance or issuances of a number of shares (a "Transaction") where:
 - (i) the number of shares to be issued to one placee, or to a group of placees who intend to vote their shares as a group, is equal to or greater than 20% of the Company's common shares outstanding (after giving effect to the issuance of the shares pursuant to the

Transaction or, in the case of convertible securities, after including the common shares which would be issued on conversion of the shares issuable pursuant to the Transaction); or

- (ii) the issuance of the Transaction shares or, in the case of convertible securities, the common shares to be issued upon conversion of the Transaction shares, may result in, or is part of a transaction involving, a change in the effective control of the Company or the creation of a control block,

or otherwise in circumstances which would result in shareholder approval being required by the CNQ, at such price or prices and to such individuals or entities as may be determined by the directors, subject to the approval of the CNQ or any other regulatory authority which may have jurisdiction over the Company”.

Other Matters

As of the date of this Information Circular, management knows of no other matters to be acted upon at the Meeting. However, should any other matters properly come before the Meeting, the Common Shares represented by the Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the Common Shares represented by the Proxy.

Additional Information

Additional information relating to the Company is available through the Company's profile on the SEDAR website at www.sedar.com.

Financial information on the Company is provided in the Company's comparative financial statements and management's discussion and analysis of the most recently completed financial years ended August 31, 2011. Copies of the Company's financial statements and management's discussion and analysis may be obtained upon request from the Company to the attention of: Tena McEachen at Suite 600 - 666 Burrard Street, Vancouver, British Columbia, V6C 2X8, Tel: 604-689-9600.

Directors' Approval

The Board of directors of the Company has approved the contents of this Information Circular and its distribution to each shareholder who is entitled to receive notice of the Meeting.

CERTIFICATION

Where information contained in this Information Circular, rests specifically within the knowledge of a person other than the Company, the Company has relied upon information furnished by such person.

The foregoing contains no untrue statement of material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

Dated at Vancouver, British Columbia, this 28th day of December, 2011.

“Marilyn Miller”

Marilyn Miller
President, CEO and Director

SCHEDULE A

LA IMPERIAL RESOURCES CORP. (the "Company")

AUDIT COMMITTEE 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 annual financial report before it is 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.