



MAINSTREAM MINERALS CORPORATION

ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS

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Notice of Annual and Special General Meeting And Information Circular

May 31, 2011

This Information Circular is furnished in connection with the solicitation of proxies by the management of Mainstream Minerals Corporation (the "Company") for use at the Annual and Special General Meeting of the Shareholders of the Company to be held at to be held at the offices of Taylor McCaffrey LLP, 900-400 St. Mary Avenue, Winnipeg, Manitoba on May 31, 2011 at 10:00 a.m. (Central time) (the "Meeting") for the purposes set out in the accompanying notice of the Meeting (the "Notice of Meeting"). While it is expected the solicitation will be primarily by mail, proxies may be solicited personally or by telephone by directors, officers or employees of the Company. All costs of this solicitation will be borne by the Company.

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the Annual and Special General Meeting of the shareholders of Mainstream Minerals Corporation (the "Company") to be held at the offices of Taylor McCaffrey LLP, 900-400 St. Mary Avenue,, Winnipeg, Manitoba on May 31, 2011 at 10:00 a.m. (Central time) for the following purposes:

1. To elect directors for the ensuing year;
2. To appoint auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
3. To seek shareholder approval, by ordinary resolution passed by the disinterested shareholders, of the Stock Option Plan originally approved by the directors of the Company on June 11, 2007;
4. To receive the audited financial statements of the Company for the period ending November 30, 2010 and 2009 together with the auditors' report thereon;
5. To seek shareholder approval of the Shareholder Rights plan between the Company and Computershare Trust Company of Canada, approved by the Directors of the Corporation on April 27, 2011; and
6. To transact such other or further business as may properly come before the Meeting or any adjournment thereof.

Shareholders unable to attend the Meeting in person are requested to read the enclosed Information Circular and Proxy, and then complete and deposit the Proxy, together with the power of attorney or other authority, if any, under which it was signed, or a notarized and certified copy thereof, with the Company's transfer agent, Computershare Trust Company of Canada, Suite 600, 530 - 8th Avenue SW, Calgary, Alberta, T2P 3S8, at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting. Unregistered shareholders who received the Proxy through an intermediary must deliver the Proxy in accordance with the instructions given by such intermediary.

NOTES:

1. Holders of common shares of the Company who are unable to be present personally at the Meeting are requested to sign and return, in the envelope provided for that purpose, the accompanying form of Proxy for use at the Meeting.
2. Only holders of common shares of the Company of record at the close of business on April 26, 2011 (the "Record Date") will be entitled to vote at the Meeting, except to the extent that a person has transferred any of his or her common shares of the Company after the record date and the transferee of such shares establishes proper ownership and requests, not later than ten days before the Meeting, that his or her name be included in the list of shareholders for the Meeting, in which case the transferee will be entitled to vote his or her shares at the Meeting.

DATED at Winnipeg, Manitoba this 28th day of April, 2011.

ON BEHALF OF THE BOARD OF DIRECTORS

"Michael Romanik"

Michael Romanik, President and Director

MANAGEMENT INFORMATION CIRCULAR

Solicitation of Proxies

This Information Circular (the "Circular") is furnished in connection with the solicitation of proxies by the management of the Company for use at the annual special and general meeting of the Shareholders of the Company to be held at the offices of Taylor McCaffrey LLP, 900-400 St. Mary Avenue, Winnipeg, Manitoba on May 31, 2011 at 10:00 a.m. (the "Meeting") for the purposes set out in the accompanying notice of the Meeting (the "Notice of Meeting") and at any adjournment thereof.

THIS SOLICITATION IS MADE BY THE MANAGEMENT OF THE COMPANY.

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, telecopy or personal interview by directors, officers or other employees of the Company, at a nominal cost. In accordance with National Instrument 54-101 arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the issued and outstanding common shares of the Company (the "Common Shares") held of record by such persons and the Company may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The costs thereof will be borne by the Company.

Except as otherwise stated, the information contained herein is given as of April 28, 2011.

Appointment and Revocation of Proxies

The persons named in the enclosed instrument of proxy, Michael Romanik President & CEO and a Director of the Company and Raymond Préfontaine, Chief Financial Officer of the Company (the "Management Designees"), have been selected by the directors of the Company and have indicated their willingness to represent as proxies the Shareholders who appoint them.

A Shareholder has the right to designate a person (who need not be a Shareholder) other than the Management Designees to represent him or her at the Meeting. Such right may be exercised by inserting in the space provided for that purpose on the enclosed instrument of proxy the name of the person to be designated and striking out the names of the Management Designees, or by completing another proper instrument of proxy. Such Shareholder should notify the nominee of the appointment, obtain his or her consent to act as proxy and should provide instructions on how the Shareholder's shares are to be voted. In any case, an instrument of proxy must be dated and executed by the Shareholder or an attorney authorized in writing, with proof of such authorization attached where an attorney has executed the instrument of proxy.

An instrument of proxy will not be valid for the Meeting or any adjournment thereof unless it is completed and delivered to Computershare Trust Company of Canada, Suite 600, 530 - 8th Avenue SW, Calgary, Alberta, T2P 3S8, at least 48 hours, excluding Saturdays, Sundays and holidays, before the time of the Meeting or any adjournment thereof.

A proxy given by a Shareholder for use at the Meeting may be revoked at any time prior to its use, and in accordance with section 148(4) of *the Canada Business Corporations Act*. In addition to revocation in any other manner permitted by law, a proxy may be revoked by an instrument in writing executed by the Shareholder or by his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized, and deposited either at the head office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the chairman of such meeting on the day of the Meeting, or any adjournment thereof, and upon either of such deposits the proxy is revoked. The registered office of the Company is located at Taylor McCaffrey LLP 900 – 400 St. Mary Avenue Winnipeg, Manitoba R3C 4K5

Advice to Beneficial Shareholders

Shareholders who do not hold their Common Shares in their own name (referred to herein as “Beneficial Shareholders”) are advised that only proxies from Shareholders of record can be recognized and voted upon at the Meeting. Beneficial Shareholders who complete and return a proxy must indicate thereon the person (usually a brokerage house) who holds their shares as a registered Shareholder. Every intermediary (broker) has its own mailing procedure, and provides its own return instructions, which should be carefully followed. The proxy supplied to Beneficial Shareholders is identical to that provided to registered Shareholders. However, its purpose is limited to instructing the registered shareholder how to vote on behalf of the Beneficial Shareholder.

All references to Shareholders in this Circular and the accompanying proxy and Notice of Meeting are to Shareholders of record as of the Record Date unless specifically stated otherwise.

Provisions Relating to Voting of Proxies

The Common Shares represented by proxy in the enclosed form will be voted by the designated holder in accordance with the direction of the Shareholder appointing him. If there is no direction by the Shareholder, those shares will be voted IN FAVOUR OF all proposals set out in the instrument of proxy. The instrument of proxy gives the person named in it the discretion to vote as they see fit on any amendments or variations to matters identified in the Notice of Meeting, or any other matters which may properly come before the Meeting. At the time of printing of this Circular, management of the Company knows of no other matters which may come before the Meeting other than those referred to in the Notice of Meeting.

In order to approve any of the matters set out in the Notice of Meeting, except Item 3, a majority of greater than 50% of the votes cast will be required. In order to approve Item 3, the Stock Option Plan must receive approval of a majority vote of shareholders who do not have an interest in the Stock Option Plan. Please see “Stock Option Plan” for further details.

Interest of Certain Persons in Matters to be Acted Upon

Except as otherwise set out herein, and in particular the approval of the Stock Option Plan described below, no director or senior officer of the Company or proposed nominee for election as a director of neither 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 the matters to be acted upon at the Meeting.

Voting Securities, Record Date and Principal Holders of Voting Securities

As of the date of the Notice of Meeting, there were 52,637,130 Common Shares issued and outstanding as fully paid and non-assessable.

Each person who is a holder of Common Shares of record at the close of business on the Record Date will be entitled to notice of, and to attend and vote at, the Meeting; except to the extent such Shareholder transfers the ownership of any of such holder's shares after the Record Date and the transferee of those shares produces properly endorsed share certificates or otherwise establishes that the transferee owns such shares and demands, not later than ten days before the Meeting, that such transferee's name be included in the list of Shareholders entitled to vote at the Meeting, such transferee is entitled to vote such shares at the Meeting.

To the knowledge of, and based on the information that is available to the directors and senior officers of the Company as of the date of this Information Circular, and pursuant to the non-objecting shareholders register of the Company, no person beneficially owns, or controls or directs, directly or indirectly, more than 10 percent of the issued and outstanding Common Shares of the Company.

EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

"NEO" or "Named Executive Officer" means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the fiscal year ending November 30, 2010 whose total compensation was, individually, more than \$150,000; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of the fiscal year ending November 30, 2010.

The following table is a summary of the compensation paid to the NEOs for services rendered to the Company in total salary and bonus since inception to the fiscal year ending November 30, 2010.

SUMMARY COMPENSATION TABLE

The following table sets out information concerning the compensation earned from the Corporation and any of the Corporation's subsidiaries during the financial year ended November 30, 2010 by the Corporation's NEOs.

In light of significant changes to the requirements, content and format for executive compensation disclosure made by the Canadian Securities Administrators, and in accordance with these requirements, we have reported compensation in the below Summary Compensation Table for the financial years 2009 and 2010 only.

The Company has no long term incentive plans in place and therefore there were no awards made under any long term incentive plan to the Executive Officers during the Company's most recently completed financial year.

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity inception plan compensation (\$)		Pension value (\$)	All other Compensation (\$)	Total Compensation (\$)
					Annual Incentive plans	Long-term incentive plans			
Michael Romanik, ⁽¹⁾ President and Chief Executive Officer	2010	\$90,000	\$0.00	\$840.00	\$0.00	\$0.00	\$0.00	\$0.00	\$90,840.00
Michael Romanik, ⁽¹⁾ President and Chief Executive Officer	2009	\$22,500	\$0.00	\$1,946.00	\$0.00	\$0.00	\$0.00	\$0.00	\$24,446.00
Raymond Préfontaine ⁽²⁾ Chief Financial Officer	2010	\$97,000	\$0.00	\$840.00	\$0.00	\$0.00	\$0.00	\$0.00	\$97,840.00
Raymond Préfontaine ⁽²⁾ Chief Financial Officer	2009	\$105,000	\$0.00	\$1,848.70	\$0.00	\$0.00	\$0.00	\$0.00	\$106,848.70
Kyle Picard Corporate Secretary	2010	\$28,600	\$0.00	\$840.00	\$0.00	\$0.00	\$0.00	\$0.00	\$29,400.00
Kyle Picard Corporate Secretary	2009	N/A	N/A	\$973.00	N/A	N/A	N/A	N/A	\$973.00

Note 1: The compensation paid to Mr. Romanik was received by Verenex Capital Corporation, a corporation owned by Mr. Romanik.

Note 2: The compensation paid to Mr. Préfontaine was received by Raymond L. Préfontaine Advisory Services, a sole proprietorship owned by Mr. Préfontaine.

INCENTIVE PLAN AWARDS

Outstanding share-based awards and option-based awards

The following table sets out, for each NEO, information concerning all option-based and share-based awards outstanding as of November 30, 2010.

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price(\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Michael Romanik, President and Chief Executive Officer	100,000	\$0.10	Sept 2, 2014	N/A	0	\$0.00
Michael Romanik, President and Chief Executive Officer	300,000	\$0.10	Jun 29, 2015	N/A	0	\$0.00
Raymond Préfontaine Chief Financial Officer	30,000	\$0.27	Feb 19, 2012	N/A	0	\$0.00
Raymond Préfontaine Chief Financial Officer	200,000	\$0.36	Dec 3, 2012	N/A	0	\$0.00
Raymond Préfontaine Chief Financial Officer	95,000	\$0.10	Feb 18, 2014	N/A	0	\$0.00
Raymond Préfontaine Chief Financial Officer	300,000	\$0.10	Jun 29, 2015	N/A	0	\$0.00
Kyle Picard Corporate Secretary	30,000	\$0.27	Feb 19, 2012	N/A	0	\$0.00
Kyle Picard Corporate Secretary	130,000	\$0.36	Dec 3, 2012	N/A	0	\$0.00
Kyle Picard Corporate Secretary	50,000	\$0.10	Feb 18, 2014	N/A	0	\$0.00
Kyle Picard Corporate Secretary	300,000	\$0.10	Jun 29, 2015	N/A	0	\$0.00

Incentive plan awards – value vested or earned during the year

The following table sets out, for each NEO, information concerning the value of incentive plan awards – option-based and share-based awards as well as non-equity incentive plan compensation – vested or earned during the financial year ended November 30, 2010.

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Michael Romanik, President and Chief Executive Officer	\$840.00	\$0.00	\$0.00
Raymond Préfontaine Chief Financial Officer	\$840.00	\$0.00	\$0.00
Kyle Picard Corporate Secretary	\$840.00	\$0.00	\$0.00

PENSION PLAN BENEFITS

During the most recently completed financial year, the Company did not have a pension plan or similar plan for its NEOs or directors.

Defined benefit plans table

Name	Number of years credited service (#)	Annual benefits payable (\$)		Accrued obligation at start of year (\$)	Compensatory change (\$)	Non-compensatory change (\$)	Accrued obligation at year end (\$)
		At year end	At age 65				
Michael Romanik, President and Chief Executive Officer	0	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Kyle Picard Corporate Secretary	0	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Raymond Préfontaine Chief Financial Officer	0	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00

TERMINATION AND CHANGE OF CONTROL BENEFITS

The following section outlines the material terms of the written employment agreements entered into between the NEOs and the Corporation (the "Employment Agreements"). Unless otherwise indicated, all payments to be made under any of the following arrangements are made by the Corporation. The Compensation Committee understands the long-term implications of each of the Employment Agreements and the limitations that the Employment Agreements may impose on changing the compensation mix. The Company has no plans or arrangements in respect of remuneration received or that may be received by the NEOs in the Company's most recently completed financial year-end in respect of compensating such officers in the event of termination of employment (as a result of resignation, retirement, change of control, etc.) or a change in responsibilities following a change of control, with the exception of Michael Romanik, the President and a Director of the Company; Raymond Préfontaine, the Chief Financial Officer of the Company and Kyle Picard, the Corporate Secretary and a Director of the Company. Each of these individuals have Employment Agreements which entitle the individual to a severance equal to three months salary pursuant to their respective Employment Agreements, in the event of a change of control.

DIRECTOR COMPENSATION

The Corporation reviews director compensation arrangements to ensure that they are competitive in light of the time commitments required from directors and align directors' interests with those of shareholders.

Director Compensation Table

The following table sets out information concerning the compensation earned from the Corporation by the Corporation's directors during the financial year ended November 30, 2010.

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other Compensation (\$)	Total (\$)
James Darcel	\$0.00	\$0.00	\$840	\$0.00	\$0.00	\$0.00	\$840
Neil Sullivan	\$0.00	\$0.00	\$840	\$0.00	\$0.00	\$0.00	\$840
Dr. Andrew Nevin	\$0.00	\$0.00	\$840	\$0.00	\$0.00	\$0.00	\$840

Outstanding share-based awards and option-based awards

The following table sets out, for each director, information concerning all option-based and share-based awards outstanding as of November 30, 2010.

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Michael Romanik	100,000	\$0.10	Sept 2/14	\$0.00	N/A	N/A
Michael Romanik	300,000	\$0.10	Jun 29/15	\$0.00	N/A	N/A
Kyle Picard	30,000	\$0.27	Feb 19/12	\$0.00	N/A	N/A
Kyle Picard	130,000	\$0.36	Dec 3/12	\$0.00	N/A	N/A
Kyle Picard	50,000	\$0.10	Feb 18/14	\$0.00	N/A	N/A
Kyle Picard	300,000	\$0.10	Jun 29/15	\$0.00	N/A	N/A
Neil Sullivan	100,000	\$0.27	Feb 19/12	\$0.00	N/A	N/A
Neil Sullivan	130,000	\$0.36	Dec 3/12	\$0.00	N/A	N/A
Neil Sullivan	25,000	\$0.10	Feb 18/14	\$0.00	N/A	N/A
Neil Sullivan	300,000	\$0.10	Jun 29/15	\$0.00	N/A	N/A
James Darcel	300,000	\$0.10	Jun 29/15	\$0.00	N/A	N/A
Dr. Andrew Nevin	300,000	\$0.10	Jun 29/15	\$0.00	N/A	N/A

Incentive plan awards – value bested or earned during the year

The following table sets out, for each director, information concerning the value of incentive plan awards – option-based and share-based awards as well as non-equity incentive plan compensation – vested or earned during the financial year ended November 30, 2010.

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Michael Romanik	N/A	N/A	N/A
Neil Sullivan	N/A	N/A	N/A
James Darcel	N/A	N/A	N/A
Dr. Andrew Nevin	N/A	N/A	N/A
Kyle Picard	N/A	N/A	N/A

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Plan Category	Number of Securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity Compensation plans approved by Shareholders ⁽¹⁾	3,215,000	\$0.16	1,155,102 ⁽²⁾
Equity Compensation plans not approved by Shareholders	0	N/A	N/A
Total	3,215,000		1,155,102

Note 1: Please see Matters to Be Voted Upon Item 6 - Stock Option Plan for a description of the Stock Option Plan for which Shareholder approval will be sought at the Meeting.

Note 2: The Directors of the Company have issued an aggregate of 3,215,000 incentive stock options as of November 30, 2010, leaving a balance of 1,155,102 of incentive stock options available for future issuance pursuant to the Company's Stock Option Plan. Please see Matters to Be Voted Upon Item 6 - Stock Option Plan for a description of the Stock Option Plan.

INDEBTEDNESS OF DIRECTORS, SENIOR OFFICERS, EXECUTIVE OFFICERS AND OTHER MANAGEMENT

As at November 30, 2010, the most recently completed financial year, none of the directors, senior officers, Executive Officers, promoters, other members of management, proposed nominees for election as a director or their respective associates or affiliates, of the Company, was or had been indebted to the Company or its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No insider of the Company and no proposed nominee for election as a director of the Company or any associates or affiliates of the foregoing persons, has had any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction since the commencement of the Company's last financial year except as otherwise disclosed in this Circular or in the Financial Statements of the Company. None of the foregoing persons has any interest in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries, except as otherwise disclosed in this Circular or in the Financial Statements of the Company.

AUDITORS, REGISTRAR AND TRANSFER AGENT

Auditor

The auditor of the Company is Magnus & Buffie, Chartered Accountants, located at Suite 430, Five Donald Street Winnipeg, Manitoba R3L 2T4.

Registrar and Transfer Agent

The registrar and transfer agent of the Company is Computershare Trust Company of Canada, Suite 600, 530 - 8th Avenue SW, Calgary, Alberta, T2P 3S8.

MANAGEMENT CONTRACTS

There are no management functions of the Company which are to any substantial degree performed by a person other than the directors or senior officers of the Company, except for the following:

Related Party Transactions - Consulting, administrative and exploration fees	Total for the Fiscal Year Ended November 30th, 2010
Verenex Capital Corporation, a company owned by Michael Romanik, a director for consulting services relating to a position of office for the company	\$90,000.00
Raymond L. Préfontaine Advisory Services, a sole proprietorship owned by Ray Préfontaine, for consulting services relating to a position of office for the company	\$97,000.00
Kyle Picard, a director for consulting services relating to a position of office for the company	\$28,600.00
Total	\$215,600.00

FINANCIAL STATEMENTS

The audited financial statements of the Company for the financial years ended November 30, 2010 and 2009, together with the Auditor's Report thereon, will be presented to shareholders at the Meeting. Copies will be available, along with this Circular, and the accompanying proxy, from the Company's Registrar and Transfer Agent at the address noted above.

CORPORATE GOVERNANCE PRACTICES AND PROCESSES

Effective June 30, 2005, National Instrument 58-101 – Disclosure of Corporate Governance Practices, requires companies to disclose to its shareholders on an annual basis information about the Company's corporate governance practices and processes, and why they believe their practices and processes are appropriate and effective for the Company.

The Exchange has set out a series of guidelines for effective corporate governance (the "TSX Guidelines"). The TSX Guidelines address matters such as the constitution and independence of as corporation's board of directors, the functions to be performed by the directors and their committees, and the effectiveness and education of directors. The following disclosure sets out the Company's approach to corporate governance in relation to the TSX Guidelines.

Mandate of the Board of Directors

Pursuant to the *Canada Business Corporations Act*, the directors of the Company are required to manage, or supervise the management of, the affairs and business of the Company. The director's principal responsibilities are to supervise and evaluate management, to oversee the conduct of the Company's business, to set policies appropriate for the business of the Company and to approve corporate strategies and goals. The directors are to carry out its mandate in a manner consistent with the fundamental objective of enhancing shareholder value.

In discharging its duty of stewardship over the Company, the directors expressly undertake the following specific duties and responsibilities: (i) approving, supervising and providing guidance on the Company's strategic planning process; (ii) identifying the principal risks of the Company's business and ensuring the implementation of appropriate risk management systems; (iii) ensuring that the Company has management of the highest calibre and maintaining adequate and effective succession plans for senior management; (iv) overseeing the integrity of the Company's internal control and management information systems; (v) overseeing the Company's communications policy with its shareholders and with the public generally; (vi) ensuring that the Company has complied with the environmental standards and regulations imposed by the governments in its relevant jurisdictions and (vii) providing for the independent functioning of the Board.

Composition of the Board of Directors

The Company currently has five directors, three of whom qualify as unrelated directors who are independent of management and free from any interest or business relationship which could, or

could be perceived to materially interfere with their ability to act in the best interests of the Company.

Orientation and Continuing Education

The Board orientates new directors by having them review the Company's constating documents and the Mandate of the Board of Directors, along with other Company literature that describes the nature and scope of the Company's operations and business.

The Board encourages directors to participate in continuing education classes, lectures, seminars and symposiums to maintain their skill and knowledge necessary to meet their obligations as directors.

Significant Shareholder

The TSX Guidelines recommend that if a company has a "significant shareholder", the board of directors should, in addition to having a majority of unrelated directors, include a number of directors who do not have interests in, or relationships with, either the Company or the significant shareholder and should be constituted to fairly reflect the investment in the Company by shareholders other than the significant shareholder. A "significant shareholder" is defined as a shareholder with the ability to exercise a majority of the votes for the election of directors attached to the outstanding shares of the company.

Board Independence

The Executive Officers of the Company are active and central members of management of the Company. The directors believe that adequate structures and processes are in place to facilitate the functioning of the board of directors independently of the Company's Executive Officers. The Board is currently assessing whether independent directors should schedule meetings at which non-independent directors are not present. for the purpose of further ensuring the independence of the independent directors.

Position Descriptions

The Board is currently developing written position descriptions for the chair of each board committee.

Committees of the Board of Directors

(i) Audit Committee

Currently, the Audit Committee is comprised of three directors, Kyle Picard, James Darcel and Neil Sullivan. James Darcel and Neil Sullivan are not Executive Officers nor employees of the Company, and are therefore independent of management.

The Audit Committee reviews the annual and quarterly financial statements of the Company, oversees the annual audit process, the Company's internal accounting controls, the resolution of issues identified by the Company's auditors and recommends to the Board the firm of independent auditors to be nominated for appointment by the shareholders at the next annual general meeting. In addition, the Audit Committee meets annually with the external auditors of the Company, without the presence of any other members of management, with the exception of any member of the Audit Committee who is a related director.

The directors of the Company approved a written charter on June 12, 2007. That charter is summarized as follows:

The Audit Committee will assist the Board of Directors in fulfilling its responsibilities. The Audit Committee will review the financial reporting process, the system of internal control and management of financial risks, the audit process, and Mainstream Minerals Corporation's process

for monitoring compliance with laws and regulations and its own code of business conduct. In performing its duties, the Committee will maintain effective working relationships with the Board of Directors, Management, and the External Auditors and monitor the independence of those auditors. To perform his or her role effectively, each committee member will obtain an understanding of the responsibilities of committee membership as well as the Corporation's business, operation and risks.

The Board authorizes the Audit Committee, within the scope of its responsibilities, to seek information it requires from any employee and external parties, to obtain outside legal and professional advice and to ensure attendance of the Corporation's officers at meetings as appropriate.

The Audit Committee will be comprised of at least three members, a majority of which are not officers or employees of the Company.

Meetings shall not be held less than two times per year. Special meetings shall be convened as required. The External auditors may convene a meeting if they consider that to be necessary. The proceedings of all meetings will be recorded as minutes.

(ii) Compensation Committee

The Compensation Committee (the "Compensation Committee") consists of three directors, namely Kyle Picard, James Darcel and Neil Sullivan. James Darcel and Neil Sullivan are not Executive Officers nor employees of the Company, and are therefore independent of management. The board of directors has delegated to the Compensation Committee a broad mandate to oversee the management of the Company's human resource activities, including compensation matters. The Compensation Committee seeks to ensure that compensation is competitive and is aligned with the performance of the Company and shareholder interests. More specifically, the Compensation Committee reviews Executive Officer and board of director's compensation policies and administers the Company's compensation plans. The Compensation Committee also has responsibility for all issues relating to corporate governance, including oversight of the officers and directors of the Company and the committees of the board of directors.

(iii) Nominating Committee

The Company is in the process of establishing a nominating committee to develop a written mandate for the nomination of new candidates for the Board. At present, all directors of the Company participate in the identification and consideration of new candidates for nomination to the Board.

Decisions Requiring Prior Approval by the Board

The Board has delegated the day-to-day management of the business and affairs of the Company to the Executive Officers. Prior approval by the Board is also required in many specific instances under the *Canada Business Corporations Act*, securities legislation and the by-laws, rules and policies of the Exchange.

Ethical Business Conduct

The Board is currently developing a written Code of Ethical Business Conduct for its directors, officers and employees.

Assessments

The Board does not currently take steps to assess the performance of the Board, any committees of directors, or of any individual director. The Board will be taking steps to develop assessment criteria in the ensuing calendar year.

Shareholder Feedback and Concerns

The Company presently conducts an active shareholder relations program under the direction of its President and CEO. The program involves meeting with investors, brokers and analysts with respect to announcements by the Company. Shareholders are informed of developments in the Company by the issuance of timely press releases.

Management of the Company routinely make themselves available to shareholders to respond to questions and concerns. Shareholder concerns are dealt with on an individual basis, usually by providing requested information. Significant shareholders concerns are brought to the attention of the management of the Company or the Board.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Election of Directors

Pursuant to the bylaws of the Company, the Company is required to have a board of no more than ten (10) directors, with the specific number to be fixed by resolution of the shareholders from time to time, or by resolution of directors as permitted by the Company's articles of incorporation, as amended. Currently the number of directors is fixed at five directors.

The Company's current directors are: Kyle Picard, Neil Sullivan, Michael Romanik, James Darcel and Dr. Andrew Nevin.

The proposed directors and officers of the Company upon completion of the Meeting are set forth in the table below. The table provides the names of the individuals to be nominated for election as director, their current positions and offices in the Company, the period of time that they have been directors of the Company and their present principal occupation during the past five (5) years, the number of shares of the Company which each beneficially owns or over which control or direction is exercised. All of the nominees for director are residents of Canada, except Mr. Sullivan.

Name of Current Directors and Present Office Held, if applicable, and municipal address	Director Since	# of Common Shares Beneficially Owned, or controlled or Directed, Directly or Indirectly as at May 20, 2010⁽¹⁾	Principal Occupation and if not at Presently an Elected Director, Occupation During the Past Five (5) Years
Michael Romanik – Director and President and Chief Executive Officer. Brandon, MB	August 26 th , 2009	2,175,000	Presently President & CEO of Mainstream Minerals Corporation since September 3 rd , 2009. Director and President & CEO of Newcastle Minerals Ltd. since April 2008. Vice-President of Pebble Creek Mining Ltd. since September 2009. Director of Electra Gold Ltd. since January 2010. Director and President of the following: Verenex Capital Corp. since October 2006; First India Resources Inc. since March 2009; and Blue Star Capital Inc. since July 2009. Director of Accolade Resources Corporation

			since January 2010.
Kyle Picard – Director and Corporate Secretary. Winnipeg, MB	July 19 th , 2006	838,250	Presently Sales Consultant and Manager, MTS Allstream Inc. since July 2002. Director of Accolade Resources Corporation since January 2010. Director of Saint-Boniface General Hospital Auxiliary Inc.
Neil Sullivan B.A., LLB – Director and former President and Chief Executive Officer. San Pedro, Belize	July 19 th , 2006	888,500	Presently a real estate developer in Belize and a lawyer. Former President and Chief Executive Officer of Mainstream Minerals Corporation from September 2007 to July 2008.
Dr. Andrew Nevin Ph.D., P.Eng. – Director. North Vancouver, BC	October 14 th , 2009	300,000	Presently Director, President & CEO, and Geologist for Pebble Creek Mining Ltd. since April 1993. Director of Newcastle Minerals Ltd. since September 2009.
James Darcel B.A., CFA – Director. Winnipeg, MB	November 3 rd , 2009	300,000	Presently self-employed as a financial analyst since June 2007. From January 2005 to June 2007, Director, Trading Officer, Investment Counsel, Portfolio Manager, Compliance Officer of Regenesys (formerly Navigator) Capital Management of Toronto, ON. Director of Newcastle Minerals Ltd. Since December 2007.

Note 1: The above includes all Common Shares owned by the individuals and all options and warrants to acquire Common Shares pursuant to the exercise of stock options.

The Company does not have an executive committee of its board of directors.

Each Director will hold office until the next annual general meeting of the Company, unless his or her office is earlier vacated. Management does not contemplate that any of the nominees will be unable to serve as a director.

It is intended that on any ballot that may be called on the election of the above nominees, the shares represented by proxies IN FAVOUR OF the management nominees set out above will be voted IN FAVOUR OF the nominees, unless a shareholder has specified in his proxy that his shares are to be withheld from voting for the above nominees.

2. Appointment of Auditors and Authorization to Fix Remuneration of the Auditors

Management proposes to nominate Magnus & Buffie Chartered Accountants, located at Suite 430, Five Donald Street Winnipeg, Manitoba R3L 2T4, as the auditors of the Company to hold office until the close of the next annual meeting of shareholders. **Accordingly, on any ballot that may be called for relating to the nomination of the auditors, the shares represented by proxies IN FAVOUR OF the management nominees set out above will be voted in favour of the resolution nominating the auditors, unless a Shareholder has specified in his proxy that his shares are to be withheld from voting for the nomination of the auditors.**

In the past, the directors have negotiated with the auditors of the Company on an arm's length basis in determining the fees to be paid to the auditors. Such fees have been based upon the complexity of the matters in question and the time incurred by the auditors. Management believes that the fees negotiated in the past with the auditors of the Company were reasonable in the circumstances and would be comparable to fees charged by other auditors providing similar

services. The expectation of Management is that this will continue to be the case with Magnus & Buffie, Chartered Accountants.

Accordingly, on any ballot that may be called for relating to the authorization of the directors to fix the remuneration of the auditors, the shares represented by proxies IN FAVOUR OF the management nominees set out above will be voted in favour of the resolution authorizing the directors to fix the remuneration of the auditors, unless a Shareholder has specified in his proxy that his shares are to be voted against the authorization of the directors to fix the remuneration of the auditors.

3. Approval of Financial Statements

Management proposes to present the financial statements prepared for the fiscal years ending November 30, 2010 and 2009 by Magnus & Buffie, Chartered Accountants to the meeting, and to seek shareholder approval of such financial statements.

Accordingly, on any ballot that may be called for relating to the approval of the financial statements, the shares represented by proxies IN FAVOUR OF the management nominees set out above will be voted in favour of the resolution approving the financial statements, unless a Shareholder has specified in his proxy that his shares are to be withheld from voting for the approval of the financial statements.

4. Stock Option Plan

The Board of Directors of the Company originally approved the form of stock option plan (the "Stock Option Plan") by resolution of the Directors of the Company dated June 11, 2007. The Stock Option Plan is a "rolling plan" as defined in Exchange Policy 4.9. As such, the Stock Option Plan must be ratified by the Shareholders at this Annual General and Special Meeting, and approved annually thereafter at subsequent annual meetings of the Company.

The purpose of the Stock Option Plan is to allow the Company to grant options to directors, officers, employees and service providers, as additional compensation, and as an opportunity to participate in the profitability of the Company. The granting of such options is intended to align the interests of such persons with that of the Company. Options will be exercisable over periods of up to five years as determined by the board of directors of the Company and are required to have an exercise price not less than the Discounted Market Price as defined in the Plan prevailing on the day that the option is granted. Pursuant to the Stock Option Plan, the board of directors may from time to time authorize the issue of options to directors, officers, employees and consultants of the Company and its subsidiaries or employees of companies providing management services to the Company or its subsidiaries.

The maximum number of Common Shares which may be issued pursuant to options previously granted and those granted under the Stock Option Plan will be limited to 10% of the issued and outstanding Common Shares. In addition, the number of Common Shares which may be reserved for issuance to any one individual may not exceed 5% of the issued Common Shares on a yearly basis.

The Stock Option Plan must be approved by a majority of the votes cast by shareholders other than insiders or their associates to whom Common Shares may be issued pursuant to the Stock Option Plan.

It is intended that on any ballot that may be called relating to a resolution approving the Stock Option Plan, the shares represented by proxies in favour of the management nominees set out above will be voted IN FAVOUR OF the resolution approving the Stock Option Plan, unless a shareholder has specified in his proxy that his shares are to be voted against the resolution seeking the approval of the Stock Option Plan.

5. Approval of the Company's Shareholder Rights Plan (Item 5 of the Notice of Meeting)

Shareholder Rights Plan

The Board adopted a shareholder rights plan agreement (the "Rights Plan") effective April 27, 2011 (the "Effective Date"). The objective of the Board in adopting the Rights Plan is to ensure the fair treatment of Shareholders in connection with any take-over bid for the Common Shares of the Company. In accordance with the policies of the TSXV the Rights Plan must be approved by a majority of the votes cast at the Meeting within 180 days of the adoption by the Board of the Rights Plan.

The principal terms of the Rights Plan are summarized below. The full text of the Rights Plan was filed prior to the Meeting in a Material Change Report of the Company on September 2, 2010, and is available for download at www.sedar.com. As well, a copy of the Rights Plan will also be available for review at the Meeting. In addition, Shareholders may request a copy of the Rights Plan from the Company which will be promptly provided free of charge.

Purpose of Rights Plan

The primary objective of the Rights Plan is to ensure that all Shareholders of the Company are treated fairly in connection with any take-over bid for the Company by (a) providing shareholders with adequate time to properly assess a take-over bid without undue pressure and (b) providing the Board with more time to fully consider an unsolicited take-over bid, and, if applicable, to explore other alternatives to maximize shareholder value.

Summary of Rights Plan

The following summary of the Rights Plan does not purport to be complete and is qualified in its entirety by reference to the Rights Plan.

Issue of Rights

The Company issued one right (a "Right") in respect of each Common Share outstanding at April 27, 2011 (the "Record Time"). The Company has issued and will continue to issue Rights on the same basis for each Common Share issued after the Record Time but prior to the earlier of the Separation Time and the Expiration Time (both defined below).

The Rights

Each Right will entitle the holder, subject to the terms and conditions of the Rights Plan, to purchase additional Common Shares of the Company after the Separation Time.

Rights Certificates and Transferability

Before the Separation Time, the Rights will be evidenced by certificates for the Common Shares, and are not transferable separately from the Common Shares. From and after the Separation Time, the Rights will be evidenced by separate Rights Certificates, which will be transferable separately from and independent of the Common Shares.

Exercise of Rights

The Rights are not exercisable before the Separation Time. After the Separation Time and before the Expiration Time, each Right entitles the holder to acquire one Common Share for the exercise price of \$10 (subject to certain anti-dilution adjustments). This exercise price is expected to be in excess of the estimated maximum value of the Common Shares during the term of the Rights Plan. Upon the occurrence of a Flip-In Event (defined below) prior to the Expiration Time (defined below), each Right (other than any Right held by an Acquiring Person (defined below) which will become null and void as a result of such Flip-In Event) may be exercised to purchase that number of Common Shares which have an aggregate market price equal to twice the exercise price of the Rights for a price equal to the exercise price (subject to adjustment). Effectively, this means a Shareholder of the Company (other than the Acquiring Person) can acquire additional Common Shares from treasury at half their market price.

Definition of "Acquiring Person"

Subject to certain exceptions, an Acquiring Person is a person who becomes the Beneficial Owner (defined below) of 20% or more of the Company's outstanding Common Shares.

Definition of "Beneficial Ownership"

A person is a Beneficial Owner of securities if such person, or its affiliates or associates or any other person acting jointly or in concert with such person, owns the securities in law or equity, and has the right to acquire (immediately or within 60 days) the securities upon the exercise of any convertible securities or pursuant to any agreement, arrangement or understanding. However, a person is not a Beneficial Owner under the Rights Plan where:

(a) the securities have been deposited or tendered pursuant to a tender or exchange offer or takeover bid, unless those securities have been taken up or paid for; (b) the securities have been deposited with such person under a take-over bid pursuant to a permitted lock-up agreement (as defined below); (c) such person (including a fund manager, trust company, pension fund administrator, trustee or non-discretionary client accounts of registered brokers or dealers) is engaged in the management of mutual funds, investment funds or public assets for others, as long as that person: (i) holds those Common Shares in the ordinary course of its business for the account of others; (ii) is not making a take-over bid or acting jointly or in concert with a person who is making a take-over bid; or (iii) such person is a registered holder of securities as a result of carrying on the business of or acting as a nominee of a securities depository.

Definition of "Separation Time"

Separation Time occurs on the tenth trading day after the earlier of: (a) the first date of public announcement that a person has become an Acquiring Person; (b) the date of the commencement or announcement of the intent of a person to commence a takeover bid (other than a Permitted Bid or Competing Permitted Bid); and (c) the date on which a Permitted Bid or Competing Permitted Bid ceases to qualify as such; or such later date as determined by the Board.

Definition of "Expiration Time"

Expiration Time occurs on the date being the earlier of: (a) the time at which the right to exercise Rights is terminated under the terms of the Rights Plan; (b) immediately after the Company's annual meeting of Shareholders to be held in 2014 unless at such meeting the duration of the Rights Plan is extended; and (c) 180 days after the date of the Rights Plan if the Rights Plan is not ratified by Shareholders in accordance with the requirements of the TSXV.

Definition of a "Flip-In Event"

A Flip-In Event occurs when a person becomes an Acquiring Person, provided the Flip-In Event is deemed to occur at the close of business on the 10th day after the first date of a public announcement of facts indicating that an Acquiring Person has become such. Upon the occurrence of a Flip-In Event, any Rights that are beneficially owned by an Acquiring Person, or any of its related parties to whom the Acquiring Person has transferred its Rights, will become null and void and, as a result, the Acquiring Person's investment in the Company will be greatly diluted if a substantial portion of the Rights are exercised after a Flip-In Event occurs.

Definition of "Permitted Bid"

A Permitted Bid is a take-over bid made by a person (the "Offeror") pursuant to a take-over bid circular that complies with the following conditions: (a) the bid is made to all registered holders of Common Shares (other than the Offeror); (b) the Offeror agrees that no Common Shares will be taken up or paid for under the bid for at least 60 days following the commencement of the bid and that no Common Shares will be taken up or paid for unless at such date more than 50% of the outstanding Common Shares held by Shareholders, other than the Offeror and certain related parties, have been deposited pursuant to the bid and not withdrawn; (c) the Offeror agrees that the Common Shares may be deposited to and withdrawn from the takeover bid at any time before such Common Shares are taken up and paid for; and (d) if, on the date specified for take-up and payment, the condition in paragraph (b) above is satisfied, the bid shall remain open for an additional period of at least 10 business days to permit the remaining Shareholders to tender their Common Shares.

Definition of "Competing Permitted Bid"

A Competing Permitted Bid is a take-over bid that: (a) is made while another Permitted Bid or Competing Permitted Bid has been made and prior to the expiry of that Permitted Bid or Competing Permitted Bid; (b) satisfies all the requirements of a Permitted Bid other than the

requirement that no Common Shares will be taken up or paid for under the bid for at least 60 days following the commencement of the bid and that no Common Shares will be taken up or paid for unless at such date more than 50% of the outstanding Common Shares held by Shareholders, other than the Offeror and certain related parties, have been deposited pursuant to the bid and not withdrawn; and (c) contains the conditions that no Common Shares be taken up or paid for pursuant to the Competing Permitted Bid prior to the close of business on a date that is not earlier than the later of 35 days after the date of the Competing Permitted Bid and the earliest date on which the Common Shares may be taken up or paid for under any prior bid in existence at the date of such Competing Permitted Bid; and then only if, at the time that such Common Shares are first taken up or paid for, more than 50% of then outstanding Common Shares held by Shareholders, other than the Offeror and certain related parties, have been deposited pursuant to the Competing Permitted Bid and not withdrawn.

Definition of "Permitted Lock-Up Agreement"

A Permitted Lock-Up Agreement means an agreement (the "Lock-up Agreement") between a person or one or more holders of Common Shares (each referred to herein as a "Locked-up Person"), the terms of which are publicly disclosed and a copy of which is made available to the public, including the Company, pursuant to which such holders agree to deposit or tender Common Shares to a take-over bid (the "Lock-up Bid") made by the person or any of such person's affiliates or associates, whether such Lock-up Bid is made before or after the Lock-up Agreement is signed, provided that: (i) the Lock-up Agreement permits the Locked-up Person to terminate its agreement to deposit or tender to or to not withdraw Common Shares from the Lock-up Bid in the event a "Superior Offer" is made to the Locked-up Person. For the purposes of this subsection, a "Superior Offer" is any take-over bid, amalgamation, arrangement or similar transaction pursuant to which the cash equivalent value of the consideration per share to be received by holders of the Common Shares under the Lock-up Bid (the "Lock-up Bid Consideration"). Notwithstanding the foregoing, the Lock-up Agreement may require that the Superior Offer Consideration must exceed the Lock-up Bid Consideration by a specified percentage before such termination rights take effect, provided such specified percentage is not greater than 7%. For greater clarity, the Lock-up Agreement may contain a right of first refusal or require a period of delay to give the person who made the Lock-up Bid an opportunity to match a higher price in another take-over bid or transaction or similar limitation on the Locked-up Person's right to withdraw Common Shares from the agreement, so long as the limitation does not preclude the exercise by the Locked-up Person of the right to withdraw Common Shares during the period of the take-over bid or transaction; and (ii) no "break-up" fees, penalties, expenses, or other amounts that exceed, in the aggregate, the greater of: A. 2.5% of the Lock-up Bid Consideration payable under the Lock-up Agreement to the Locked-up Person; and B. one-half of the difference between the consideration under the Superior Offer payable to the Locked-up Person and the Locked-up Consideration the Locked-up Person would have received under the Lock-up Bid, shall be payable pursuant to the Lock-up Agreement in the event that the Locked-up Person fails to tender Common Shares pursuant to the Lock-up Bid or withdraws Common Shares from the Lock-up Bid in order to accept the other take-over bid or transaction.

Redemption of Rights

All (but not less than all) of the Rights may be redeemed by the Board with the prior approval of the Shareholders at any time before a Flip-In Event occurs at a redemption price of \$0.0001 per Right (subject to adjustment). In addition, in the event of a successful Permitted Bid, Competing Permitted Bid or a bid for which the Board has waived the operation of the Rights Plan, the Company will immediately upon such acquisition and without further formality, redeem the Rights at the redemption price. If the Rights are redeemed pursuant to the Rights Plan, the right to exercise the Rights will, without further action and without notice, terminate and the only right thereafter of the Rights holders is to receive the redemption price.

Waiver

Before a Flip-In Event occurs, the Board may waive the application of the "Flip-In" provisions of the Rights Plan to any prospective Flip-In Event which would occur by reason of a take-over bid made by a take-over bid circular to all registered holders of Common Shares. However, if the Board waives the Rights Plan with respect to a particular bid, it will be deemed to have waived the Rights Plan with respect to any other take-over bid made by take-over bid circular to all registered holders of Common Shares before the expiry of that first bid. The Board may also

waive the "Flip-In" provisions of the Rights Plan in respect of any Flip-In Event provided that the Board has determined that the Acquiring Person became an Acquiring Person through inadvertence and has reduced its ownership to such a level that it is no longer an Acquiring Person.

Term of the Rights Plan

Unless otherwise terminated, the Rights Plan will expire at the Expiration Time (defined above).

Amending Power

Except for amendments to correct clerical or typographical errors and amendments to maintain the validity of the Rights Plan as a result of a change of applicable legislation or applicable rules or policies of securities regulatory authorities, Shareholder (other than the Offeror and certain related parties) or Rights holder majority approval is required for supplements or amendments to the Rights Plan. In addition, any supplement or amendment to the Rights Plan will require the written concurrence of the Rights Agent and prior written consent of the TSXV.

Rights Agent

The Rights Agent under the Rights Plan is Computershare Trust Company of Canada.

Rights Holder not a Shareholder

Until a Right is exercised the holder thereof as such will have no rights as a Shareholder of the Company. At the Meeting, shareholders will be asked to vote on the following resolution, with or without variation:

"Resolved that: (a) the Rights Plan as described in the Information Circular of the Company dated as of April 27, 2011 be hereby ratified and approved;
(b) The Company be authorized to abandon the Rights Plan if the Board of the Company deems it appropriate and in the best interests of the Company to do so; and
(c) any one or more of the directors and officers of the Company be authorized to perform all such acts, deeds and things and execute, under seal of the Company or otherwise, all such documents as may be required to give effect to this resolution."

The Board of Directors recommends that shareholders vote in favour of the ratification and approval of the Rights Plan.

Unless otherwise indicated, the persons designated in the enclosed form of proxy will vote for the adoption, ratification and confirmation of the Shareholders Rights Plan. The proposal requires the approval of the majority of the votes cast.

8. General Matters

It is not known whether any other matters will come before the Meeting other than those set forth above and in the Notice of Meeting, however if any other matters do arise, the Management Nominees named in the proxy intend to vote on any poll, in accordance with their best judgment, exercising discretionary authority with respect to amendments or variations of matters set out in the Notice of Meeting and other matters which may properly come before the Meeting or any adjournment of the Meeting.

CERTIFICATE OF MAINSTREAM MINERALS CORPORATION

The foregoing contains no untrue statement of a 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 light of the circumstances in which it was made.

DATED at Winnipeg, Manitoba the 28th day of April, 2011.

"Michael Romanik"

Michael Romanik
Chief Executive Officer

"Raymond Préfontaine"

Raymond Préfontaine
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Kyle Picard"

Kyle Picard
Director

"James Darcel"

James Darcel
Director

IT IS AN OFFENCE UNDER THE SECURITIES ACT (MANITOBA) AND THE MANITOBA SECURITIES COMMISSION RULES FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE REGULATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.