

## **BROOKEMONT CAPITAL INC.**

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### **INFORMATION CIRCULAR**

November 13, 2012

### **INTRODUCTION**

This Information Circular accompanies the Notice of Annual General and Special Meeting (the "Notice") and is furnished to shareholders holding common shares in the capital of Brookemont Capital Inc. (the "Company") in connection with the solicitation by the management of the Company of proxies to be voted at the annual general and special meeting (the "Meeting") of the shareholders to be held at 9:00 a.m. on Monday, December 17, 2012, at the offices of Clark Wilson LLP, 800 – 885 West Georgia Street, Vancouver, British Columbia or at any adjournment or postponement thereof.

#### **Date and Currency**

The date of this Information Circular is November 13, 2012. Unless otherwise stated, all amounts herein are in Canadian dollars.

### **PROXIES AND VOTING RIGHTS**

#### **Management Solicitation**

The solicitation of proxies by the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by the directors, officers and employees of the Company. The Company does not reimburse shareholders, nominees or agents for costs incurred in obtaining from their principals authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers, and the Company will reimburse such brokers and nominees for their related out of pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

#### **Appointment of Proxy**

Registered shareholders as of the Record Date are entitled to vote at the Meeting. A shareholder is entitled to one vote for each common share that such shareholder holds on the record date of November 12, 2012 on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

The persons named as proxyholders (the "Designated Persons") in the enclosed form of proxy are directors and/or officers of the Company.

**A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT**

**THE MEETING, OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY.**

**TO EXERCISE THE RIGHT, THE SHAREHOLDER MAY DO SO BY STRIKING OUT THE PRINTED NAMES AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE'S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER'S SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.**

In order to be voted, the completed form of proxy must be received by the Company's registrar and transfer agent, Computershare Investor Services Inc. (the "Transfer Agent") at their offices located at 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, by mail or fax, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof.

A proxy may not be valid unless it is dated and signed by the shareholder who is giving it or by that shareholder's attorney-in-fact duly authorized by that shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual shareholder or joint shareholders, or by an officer or attorney-in-fact for a corporate shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the form of proxy.

#### **Revocation of Proxies**

A shareholder who has given a proxy may revoke it at anytime before it is exercised by an instrument in writing: (a) executed by that shareholder or by that shareholder's attorney-in-fact authorized in writing or, where the shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

#### **Voting of Common Shares and Proxies and Exercise of Discretion by Designated Persons**

A shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the common shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. If the shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the common shares represented will be voted or withheld from the vote on that matter accordingly. **The common shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the common shares will be voted accordingly.**

**IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE COMMON SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY, INCLUDING THE VOTE FOR SETTING THE NUMBER OF DIRECTORS FOR THE ENSUING YEAR AT THREE, ELECTING OF THE NOMINEES TO THE COMPANY'S BOARD OF DIRECTORS, FOR THE APPOINTMENT OF THE**

**AUDITORS, FOR THE BOARD OF DIRECTORS, TO FIX THE REMUNERATION OF THE AUDITOR AND FOR THE APPROVAL OF STOCK OPTION PLAN.**

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the common shares on any matter, the common shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

**ADVICE TO BENEFICIAL SHAREHOLDERS**

**The information set out in this section is of significant importance to those shareholders who do not hold shares in their own name. Shareholders who do not hold their shares in their own name (referred to in this Information Circular as “Beneficial Shareholders”) should note that only proxies deposited by shareholders whose names appear on the records of the 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 common shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). **Beneficial Shareholders should ensure that instructions respecting the voting of their common shares are communicated to the appropriate person well in advance of the Meeting.**

The Company does not have access to names of Beneficial Shareholders. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders’ meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their common shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the Form of Proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“Broadridge”) in the United States and in Canada. Broadridge typically prepares a special voting instruction form, mails this form to the Beneficial Shareholders and asks for appropriate instructions regarding the voting of common shares to be voted at the Meeting. Beneficial Shareholders are requested to complete and return the voting instructions to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free number and access Broadridge’s dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and to vote the common shares held by them. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge voting instruction form cannot use that form as a proxy to vote common shares directly at the Meeting – the voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have its common shares voted at the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered shareholder and vote the common shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their common shares as proxyholder for the registered shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the same to their broker (or the broker’s agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

Alternatively, a Beneficial Shareholder may request in writing that his or her broker send to the Beneficial Shareholder a legal proxy which would enable the Beneficial Shareholder to attend at the Meeting and vote his or her common shares.

All references to shareholders in this Information Circular are to registered shareholders, unless specifically stated otherwise.

### VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of common shares without par value. As of the Record Date, determined by the Company's board of directors to be the close of business on November 12, 2012, a total of 60,350,262 common shares were issued and outstanding. Each common share carries the right to one vote at the Meeting.

Only registered Shareholders as of the Record Date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

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, common shares carrying more than 10% of the voting rights attached to the outstanding common shares of the Company, other than as set forth below:

Name of Shareholder	Number of Common shares Owned	Percentage of Outstanding Common Shares <sup>(1)</sup>
CDS & Co. (NCI) <sup>(2)</sup>	57,188,262 <sup>(2)</sup>	94.76%

<sup>(1)</sup> Based on 60,350,262 common shares issued and outstanding as of November 7, 2012, on an undiluted basis. The Company believes that all persons hold legal title and the Company has no knowledge of actual common share ownership.

<sup>(2)</sup> Management of the Company is unaware of the beneficial shareholders of the common shares registered in the name of CDS & CO (NCI).

### NUMBER OF DIRECTORS

The Articles of the Company provide for a board of directors of no fewer than three directors and no greater than a number as fixed or changed from time to time by majority approval of the shareholders.

At the Meeting, shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company for the ensuing year at three. The number of directors will be approved if the affirmative vote of the majority of common shares present or represented by proxy at the Meeting and entitled to vote are voted in favour to set the number of directors at three.

**Management recommends the approval of the resolution to set the number of directors of the Company at three (3).**

### ELECTION OF DIRECTORS

At present, the directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting, or until their successors are duly elected or appointed in accordance with the Company's Articles or until such director's earlier death, resignation or removal. In the absence of instructions to the contrary, the enclosed Form of Proxy will be voted for the nominees listed in the Form of Proxy, all of whom are presently members of the board of directors.

Management of the Company proposes to nominate the persons named in the table below for election by the shareholders as directors of the Company. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name Province Country of Residence and Position(s) with the Company	Principal Occupation Business or Employment For Last Five Years	Periods during which Nominee has Served as a Director	Number and Percentage of Common Shares Owned <sup>(1)</sup>
Conrad Clemiss <sup>(2)</sup> North Vancouver, British Columbia, Canada  <i>President, Chief                      Executive officer,                      Secretary and Director</i>	Self-employed businessman (2005 to present) offering consulting services to public companies; Director of Canasia Industries Corporation; Director and Officer of TAD Mineral Exploration Inc.; Director and Officer of Spearmint Resources Inc., all mineral exploration companies listed on the TSX Venture Exchange.	March 28, 2007 to present	1,052,000  2.0%
James Nelson <sup>(2)</sup> Vancouver, British Columbia, Canada  <i>Director</i>	Self-employed businessman (1996 – present) offering consulting services to public companies; Director of TAD Mineral Exploration Inc.; Officer of Canasia Industries Corporation; Officer of Habanero Resources Inc., all mineral exploration companies listed on the TSX Venture Exchange.	May 17 , 2010 to present	50,000  0.1%
Daniel Terrett <sup>(2)</sup> Vancouver, British Columbia, Canada  <i>Director</i>	Consultant	October 9, 2009 to present	Nil  Nil%

<sup>(1)</sup> Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at November 7, 2012, based upon information furnished to the Company by the individual directors. Based upon 60,350,262 common shares issued and outstanding as of November 7, 2012.

<sup>(2)</sup> Member of the Audit Committee.

**Management recommends the approval of each of the nominees listed above for election as directors of the Company for the ensuing year.**

Management does not contemplate that any of its nominees will be unable to serve as directors. If any vacancies occur in the slate of nominees listed above before the Meeting, then the Designated Persons intend to exercise discretionary authority to vote the common shares represented by proxy for the election of any other persons as directors.

*Corporate Cease Trade Orders*

To the best of management’s knowledge, no proposed director of the Company is, or within the ten (10) years before the date of this Information Circular has been, a director, chief executive officer or chief financial officer of any company that:

- (a) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

#### *Bankruptcies*

To the best of management's knowledge, no proposed director of the Company has, within the ten (10) years before the date of this Information Circular, been a director or officer of any company that, while that person was acting in that capacity, or 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.

To the best of management's knowledge, no proposed director of the Company has, within the ten (10) years before the date of this Information Circular, has made a proposal under any legislation relating to bankruptcy or insolvency, or become 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 proposed director.

#### *Penalties or Sanctions*

To the best of management's knowledge, no proposed director or director, officer, insider or promoter of the Company, or a shareholder of the Company holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

### **STATEMENT OF EXECUTIVE COMPENSATION**

#### **General**

For the purpose of this Information Circular:

“**CEO**” means an individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“**CFO**” means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“**Named Executive Officer**” or “**NEO**” means:

- (a) a CEO;
- (b) a CFO;
- (c) each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year and whose total compensation was, individually, more than \$150,000 as determined in accordance with applicable securities laws; and

- (d) each individual who would be a 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 most recently completed financial year.

#### *Compensation Discussion and Analysis and Compensation Governance*

The Company's compensation program is intended to attract, motivate, reward and retain the management talent needed to achieve the Company's business objectives of improving overall corporate performance and creating long-term value for the Company's shareholders. The compensation program is intended to reward executive officers on the basis of individual performance and achievement of corporate objectives, including the advancement of the exploration and development goals of the Company. The Company's current compensation program is comprised of base salary or fees, short term incentives such as discretionary bonuses and long term incentives such as stock options.

The board of directors of the Company (the "Board") has not created or appointed a compensation committee given the Company's current size and stage of development. All tasks related to developing and monitoring the Company's approach to the compensation of the Company's NEOs and directors are performed by the members of the Board. The compensation of the NEOs, directors and the Company's employees or consultants, if any, is reviewed, recommended and approved by the Board without reference to any specific formula or criteria. NEOs that are also directors of the Company are involved in discussion relating to compensation, and disclose their interest in and abstain from voting on compensation decision relating to them, as applicable, in accordance with the applicable corporate legislation.

In making compensation decisions, the Board strives to find a balance between short-term and long-term compensation and cash versus equity incentive compensation. Base salaries or fees and discretionary cash bonuses primarily reward recent performance and incentive stock options encourage NEOs and directors to continue to deliver results over a longer period of time and serve as a retention tool. The annual salary or fee for each NEO, as applicable, is determined by the Board based on the level of responsibility and experience of the individual, the relative importance of the position to the Company, the professional qualifications of the individual and the performance of the individual over time. The NEOs' performances and salaries or fees are to be reviewed periodically. Increases in salary or fees are to be evaluated on an individual basis and are performance and market-based. The amount and award of cash bonuses to key executives and senior management is discretionary, depending on, among other factors, the financial performance of the Company and the position of a participant.

Given the Company's current stage of development, the implications of the risks associated with the Company's compensation policies and practices have not been considered by the Board. Under the Company's compensation policies and practices, NEOs and directors are not prevented from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

During the financial year ended July 31, 2012, the Company paid management fees to two NEOs. The Company does not have any agreements with any NEOs for bonus payments or for the payment of a fee in the event of the resignation or termination of a NEO or a change of control of the Company.

The payment of \$90,000 per year to Conrad Clemiss as management fees was determined by the Board to be fair and reasonable given the responsibility and the performance of this NEO and the stage of the Company's development. At this time, the Board has not established any benchmarks or any performance goals that the NEOs must achieve in order to maintain their respective positions as NEOs with the Company. However, the NEOs are expected to carry out their duties in an effective and efficient way and advance the exploration and development goals of the Company. If the Board determines that these duties are not being met, the Board has the ability to replace such NEOs in its discretion.

#### *Share-based and Option-based Awards*

The Company regards the strategic use of incentive stock options as a cornerstone of the Company's compensation plan. The Company is committed to long-term incentive programs that promote the continuity of an excellent

management team and, therefore, the long-term success of the Company. The Company established a formal plan under which stock options may be granted to directors, officers, employees and consultants as an incentive to serve the Company in attaining its goal of improved shareholder value. It applies to personnel at all levels and continues to be one of the Company's primary tools for attracting, motivating and retaining qualified personnel which is critical to the Company's success. The Board is responsible for administering the Company's stock option plan and determining the type and amount of compensation to be paid to directors, officers, employees and consultants of the Company including the awards of any stock options under a stock option plan. Stock options are typically part of the overall compensation package for executive officers. See "Particulars of Matters to be Acted Upon – Approval of 10% Rolling Option Plan" for further details regarding the Company's incentive stock option plan.

All grants of stock options to the NEOs are reviewed and approved by the Board. In evaluating option grants to an NEO, the Board evaluates a number of factors including, but not limited to: (i) the number of options already held by such NEO; (ii) a fair balance between the number of options held by the NEO concerned and the other executives of the Company, in light of their responsibilities and objectives; and (iii) the value of the options (generally determined using a Black-Scholes analysis) as a component in the NEO's overall compensation package.

#### *SHARE-BASED AND OPTION-BASED AWARDS*

The Company regards the strategic use of incentive stock options as a cornerstone of the Company's compensation plan. The Company is committed to long-term incentive programs that promote the continuity of an excellent management team and, therefore, the long-term success of the Company. The Company established a formal plan under which stock options may be granted to directors, officers, employees and consultants as an incentive to serve the Company in attaining its goal of improved shareholder value. It applies to personnel at all levels and continues to be one of the Company's primary tools for attracting, motivating and retaining qualified personnel which is critical to the Company's success. The Board is responsible for administering the Company's stock option plan and determining the type and amount of compensation to be paid to directors, officers, employees and consultants of the Company including the awards of any stock options under a stock option plan. Stock options are typically part of the overall compensation package for executive officers. See "Particulars of Matters to be Acted Upon – Approval of Stock Option Plan" for further details regarding the Company's incentive stock option plan.

All grants of stock options to the NEOs are reviewed and approved by the Board. In evaluating option grants to an NEO, the Board evaluates a number of factors including, but not limited to: (i) the number of options already held by such NEO; (ii) a fair balance between the number of options held by the NEO concerned and the other executives of the Company, in light of their responsibilities and objectives; and (iii) the value of the options (generally determined using a Black-Scholes analysis) as a component in the NEO's overall compensation package.

#### **Summary Compensation Table**

Particulars of compensation paid to each NEO in the three most recently completed financial years are set out in the summary compensation table below.



Name and Principal Position	Year	Salary (\$)	Share-based Awards <sup>(2)</sup> (\$)	Option-based Awards <sup>(3)</sup> (\$)	Non-equity Incentive Plan Compensation <sup>(1)</sup> (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term Incentive Plans			
Conrad Clemiss <sup>(4)</sup> President, Chief Executive Officer, Secretary and Director	2012	Nil	Nil	Nil <sup>(5)</sup>	Nil	Nil	Nil	90,000 <sup>(6)</sup>	90,000
	2011	Nil	Nil	Nil	Nil	Nil	Nil	90,000 <sup>(6)</sup>	90,000
	2010	Nil	Nil	Nil <sup>(7)</sup>	Nil	Nil	Nil	82,500 <sup>(6)</sup>	82,500
Cindy Cai <sup>(8)</sup> Chief Financial Officer	2012	Nil	Nil	Nil <sup>(9)</sup>	Nil	Nil	Nil	250 <sup>(6)</sup>	250
	2011	Nil	Nil	Nil <sup>(10)</sup>	Nil	Nil	Nil	5,500 <sup>(6)</sup>	5,500

(1) “Non-equity Incentive Plan Compensation” includes all compensation under an incentive plan or portion of an incentive plan that is not an equity incentive plan.

(2) “Share-based Awards” means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

(3) “Option-based Awards” means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features.

(4) Conrad Clemiss was appointed a director of the Company on March 28, 2007. He was later appointed the President, Secretary and Chief Executive Officer of the Company on April 20, 2007.

(5) Conrad Clemiss was granted 100,000 incentive stock options on September 14, 2011. Each option may have been exercised at \$0.16 to purchase one common share of the Company until they expired on September 4, 2012. Calculated by subtracting the exercise price of \$0.16 per share from the market price of \$0.03 as of July 31, 2012, multiplied by the number of options held.

(6) Management fees.

(7) Conrad Clemiss was granted 62,500 incentive stock options on September 8, 2009. Each option may be exercised at \$0.11 to purchase one common share of the Company until expiry on September 8, 2014. Calculated by subtracting the exercise price of \$0.11 per share from the market price of \$0.075 as of July 31, 2010, multiplied by the number of options held. Mr. Clemiss was granted 153,000 incentive stock options on October 9, 2009. Each option may be exercised at \$0.10 to purchase one common share of the Company until expiry on October 9, 2014. Calculated by subtracting the exercise price of \$0.10 per share from the market price of \$0.075 as of July 31, 2010, multiplied by the number of options held.

(8) Cindy Cai was appointed as Chief Financial Officer on September 13, 2010.

(9) Cindy Cai was granted 100,000 incentive stock options on September 14, 2011. Each option may have been exercised at \$0.16 to purchase one common share of the Company until they expired on September 4, 2012. Calculated by subtracting the exercise price of \$0.16 per share from the market price of \$0.03 as of July 31, 2012, multiplied by the number of options held.

(10) Cindy Cai was granted 200,000 incentive stock options on March 31, 2011. Each option may be exercised at \$0.22 to purchase one common share of the Company until expiry on March 31, 2012. Calculated by subtracting the exercise price of \$0.22 per share from the market price of \$0.19 as of July 31, 2011, multiplied by the number of options held.

*Narrative Discussion*

Other than as set forth above, no NEO of the Company has received, during the most recently completed financial year, compensation pursuant to:

- (a) any standard arrangement for the compensation of NEOs for their services in their capacity as NEOs, 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 NEOs in their capacity as NEOs; or
- (c) any arrangement for the compensation of NEOs for services as consultants or expert.

**Incentive Plan Awards**

The Company has in effect a 10% rolling stock option plan approved by the shareholders of the Company at its annual general meeting on November 30, 2011 (the “10% Rolling Option Plan”), in order to provide effective incentives to directors, officers, senior management personnel and employees of the Company and to enable the Company to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for the Company’s shareholders. The Company has no equity incentive plans other than the 10% Rolling Option Plan. The size of stock option grants to NEOs is dependent on each officer’s level of responsibility, authority and importance to the Company and the degree to which such officer’s long-term contribution to the Company will be key to its long-term success.

The following table sets out all outstanding share based and option based awards held by NEOs as at July 31, 2012, including those options granted before the most recently completed year ended July 31, 2012:

**Outstanding Share-Based Awards and  
Option-Based Awards for NEOs**

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 (\$)
Conrad Clemiss <sup>(1)</sup> President, Chief Executive Officer, Secretary and Director	100,000	0.16	September 14, 2012	Nil <sup>(2)</sup>	Nil	Nil
	83,333	0.10	October 11, 2012	Nil <sup>(2)</sup>	Nil	Nil
	120,000	0.10	April 10, 2014	Nil <sup>(2)</sup>	Nil	Nil
	62,500	0.11	September 8, 2014	Nil <sup>(2)</sup>	Nil	Nil
	153,000	0.10	October 9, 2014	Nil <sup>(2)</sup>	Nil	Nil
Cindy Cai <sup>(3)</sup> Chief Financial Officer	50,000	0.10	April 1, 2014	Nil <sup>(2)</sup>	Nil	Nil
	50,000	0.11	September 8, 2014	Nil <sup>(2)</sup>	Nil	Nil
	100,000	0.16	September 14, 2012	Nil <sup>(2)</sup>	Nil	Nil
	200,000	0.11	March 31, 2011	Nil <sup>(2)</sup>	Nil	Nil

- (1) Conrad Clemiss was appointed a director of the Company on March 28, 2007. He was later appointed the President, Secretary and Chief Executive Officer of the Company on April 20, 2007.
- (2) Calculated based on the difference between the market value of the Company's common shares as at the financial year ended July 31, 2012 (\$0.03), and the exercise price of the options.
- (3) Cindy Cai was appointed as Chief Financial Officer on September 13, 2010.

### Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned for all incentive plan awards during the year ended July 31, 2012 by the NEOs.

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 (\$)
Conrad Clemiss <sup>(1)</sup> President, Chief Executive Officer, Secretary and Director	500 <sup>(2)</sup>	N/A	N/A
Cindy Cai <sup>(3)</sup> Chief Financial Officer	500 <sup>(4)</sup>	N/A	N/A

- (1) Conrad Clemiss was appointed a director of the Company on March 28, 2007. He was later appointed the President, Secretary and Chief Executive Officer of the Company on April 20, 2007.
- (2) The value is determined by calculating the difference between the market price of the underlying shares on the vesting date and the exercise price of the options. 100,000 of Mr. Clemiss' options vested upon the grant thereof on September 14, 2011. The closing price of the Company's common shares on September 13, 2011 was \$0.165.
- (3) Cindy Cai was appointed as Chief Financial Officer on September 13, 2010.
- (4) The value is determined by calculating the difference between the market price of the underlying shares on the vesting date and the exercise price of the options. 100,000 of Ms. Cai's options vested upon the grant thereof on September 14, 2011. The closing price of the Company's common shares on September 13, 2011 was \$0.165.

### Narrative Discussion

Refer to the sections titled "Compensation Discussion and Analysis" and "Share-Based and Option-Based Awards", above, and "Particulars of Other Matters To Be Acted Upon - Approval of 10% Rolling Option Plan", below, for a description of all plan based awards and their significant terms. A copy of the Company's incentive stock option plan is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) and will be available to Shareholders for review at the head office of the Company during normal business hours up to the date of the Meeting and at the Meeting. There was no re-pricing of stock options under the stock option plan or otherwise during the Company's most recently completed financial year ended July 31, 2012.

### Pension Plan Benefits

As of July 31, 2012, the Company had no pension, defined benefit or defined contribution plans in place.

### TERMINATION AND CHANGE OF CONTROL BENEFITS

The Company has no plan or arrangement whereby any NEO may be compensated in the event of that NEOs' resignation, retirement or other termination of employment, or in the event of a change of control of the Company or a change in the NEOs' responsibilities following such a change of control.

## Director Compensation Table

The following table sets out all compensation received by the directors of the Company during the year ended July 31, 2012 who are not otherwise NEOs:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
James Nelson <sup>(1)</sup>	Nil	Nil	Nil <sup>(2)</sup>	Nil	Nil	37,903 <sup>(3)</sup>	37,903
Daniel Terrett <sup>(4)</sup>	Nil	Nil	Nil <sup>(5)</sup>	Nil	Nil	Nil	Nil

<sup>(1)</sup> James Nelson was appointed a director of the Company on May 17, 2010.

<sup>(2)</sup> Mr. Nelson was granted 100,000 incentive stock options on September 14, 2011. Each option entitled Mr. Nelson to purchase one common share of the Company at an exercise price of \$0.16 per share until they expired on September 14, 2012. Calculated by subtracting the exercise price of \$0.16 per share from the market price of \$0.03 as of July 31, 2012, multiplied by the number of options held. Mr. Nelson's wholly owned company, BLB Consulting Inc. ("BLB") was granted 50,000 incentive stock options on January 13, 2012. Each option entitles BLB to purchase one common share of the Company at an exercise price of \$0.10 per share until expiry on January 13, 2017. Calculated by subtracting the exercise price of \$0.10 per share from the market price of \$0.03 as of July 31, 2012, multiplied by the number of options held.

<sup>(3)</sup> Management fees

<sup>(4)</sup> Daniel Terrett was appointed a director of the Company on October 9, 2010.

<sup>(5)</sup> Mr. Terrett was granted 50,000 incentive stock options on September 14, 2011. Each option entitled Mr. Terrett to purchase one common share of the Company at an exercise price of \$0.16 per share until they expired on September 14, 2012. Calculated by subtracting the exercise price of \$0.16 per share from the market price of \$0.03 as of July 31, 2012, multiplied by the number of options held.

### *Narrative Discussion*

The Company does not have any arrangements, standard or otherwise, pursuant to which non-NEO directors are compensated by the Company for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultants or experts. The Board intends to continue to compensate directors primarily through the grant of stock options and reimbursement of expenses incurred by such persons acting as directors of the Company.

Refer to the sections titled "Compensation Discussion and Analysis" and "Share-Based and Option-Based Awards", above, and "Particulars of Other Matters To Be Acted Upon - Approval of 10% Rolling Option Plan", below, for a description of all plan based awards and their significant terms. A copy of the Company's incentive stock option plan is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) and will be available to Shareholders for review at the head office of the Company during normal business hours up to the date of the Meeting and at the Meeting. There was no re-pricing of stock options under the stock option plan or otherwise during the Company's most recently completed financial year ended July 31, 2012.

### *Outstanding Share-Based Awards and Option-Based Awards for Directors*

The following table sets out all outstanding share based and option based awards held by the directors as at July 31, 2012, including those options granted before the most recently completed year ended July 31, 2012:

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 (\$)
James Nelson <sup>(1)</sup>	150,000	0.11	March 31, 2012	Nil <sup>(2)</sup>	Nil	Nil
	100,000	0.16	September 14, 2012	Nil <sup>(2)</sup>	Nil	Nil
	50,000 <sup>(3)</sup>	0.10	January 13, 2017	Nil <sup>(2)</sup>	Nil	Nil
Daniel Terrett <sup>(4)</sup>	100,000	0.11	March 31, 2012	Nil <sup>(2)</sup>	Nil	Nil
	50,000	0.16	September 14, 2012	Nil <sup>(2)</sup>	Nil	Nil

(1) James Nelson was appointed a director of the Company on May 17, 2010.

(2) Calculated based on the difference between the market value of the Company's common shares as at the financial year ended July 31, 2012 (\$0.03), and the exercise price of the options.

(3) Granted to Mr. Nelson's wholly owned company, BLB Consulting Inc.

(4) Daniel Terrett was appointed a director of the Company on October 9, 2010

#### Director's Incentive Plan Awards – Value Vested or Earned During Year

The following table sets forth details of the value vested or earned for all incentive plan awards during the year ended July 31, 2012 by directors.

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 (\$)
James Nelson <sup>(1)</sup> Director	500 <sup>(2)</sup>	N/A	N/A
Daniel Terrett <sup>(3)</sup> Director	250 <sup>(4)</sup>	N/A	N/A

(1) James Nelson was appointed a director of the Company on May 17, 2010.

(2) The value is determined by calculating the difference between the market price of the underlying shares on the vesting date and the exercise price of the options. 100,000 of Mr. Nelson's options vested upon the grant thereof on September 14, 2011. The closing price of the Company's common shares on September 14, 2011 was \$0.165. 50,000 of Mr. Nelson's options vested upon the grant thereof on January 13, 2012. The closing price of the Company's common shares on January 13, 2012 was \$0.01.

(3) Daniel Terrett was appointed a director of the Company on October 9, 2010.

(4) The value is determined by calculating the difference between the market price of the underlying shares on the vesting date and the exercise price of the options. 100,000 of Mr. Terrett's options vested upon the grant thereof September 14, 2011. The closing price of the Company's common shares on September 14, 2011 was \$0.165

#### Narrative Discussion

For a summary of the material provisions of the Company's stock option plan, pursuant to which all option-based awards are granted to the Company's directors, please see below under the heading "Particulars of Matters To Be Acted Upon – Approval of 10% Rolling Option Plan".

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of all our equity compensation plans as of July 31, 2012. Our equity compensation plan consists of the Company's 10% Rolling Option Plan:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights <sup>(1)</sup>	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 column (a))
Equity compensation plans approved by security holders <sup>(2)</sup>	5,484,166	\$0.12	550,860 <sup>(3)</sup>
Equity compensation plans not approved by security holders	Nil	Nil	Nil
<b>Total</b>	<b>5,484,166</b>	<b>\$0.12</b>	<b>550,860<sup>(3)</sup></b>

(1) The Company does not have any warrants or rights outstanding under any equity compensation plans.

(2) The shareholders of the Company approved the Company's 10% Rolling Option Plan at its Annual General and Special Meeting held on November 30, 2011.

(3) Based on the Company's issued and outstanding common shares of 60,350,262 as of July 31, 2012.

The Company's 10% Rolling Option Plan provides for the issuance of stock options to acquire up to 10% of the issued and outstanding common shares as of the date of granting of the options. Pursuant to the policies of the TSX Venture Exchange (the "Exchange"), a rolling stock option plan needs to be re-approved by the shareholders of the Company annually. A copy of the 10% Rolling Option Plan is available for review at the registered office of the Company, Suite 800 – 885 West Georgia Street, Vancouver, British Columbia V7Y 1C6 during normal business hours up to and including the date of the Meeting.

## APPOINTMENT OF AUDITOR

At the Meeting, Shareholders will be asked to vote for the appointment of Davidson & Company LLP, to serve as auditor of the Company for the Company's fiscal year ending July 31, 2013, at a remuneration to be fixed by the Company's board of directors. Davidson and Company LLP were first appointed as auditors of the Company on July 6, 2011.

**Management recommends that Shareholders vote in favour of the appointment of Davidson & Company LLP, as the Company's auditor for the Company's fiscal year ending July 31, 2013 at a remuneration to be fixed by the Company's board of directors.**

## AUDIT COMMITTEE DISCLOSURE

National Instrument 52-110 of the Canadian Securities Administrators requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor.

### The Audit Committee Charter

The Company adopted an audit committee charter on October 2, 2008.

### *Mandate*

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

- serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements;
- review and appraise the performance of the Company's external auditors; and
- provide an open avenue of communication among the Company's auditors, financial and senior management and the board of directors.

### *Composition*

The Committee shall be comprised of a minimum three directors as determined by the board of directors. If the Company ceases to be a "venture issuer" (as that term is defined in National Instrument 51-102), then all of the members of the Committee shall be free from any relationship that, in the opinion of the board of directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

If the Company ceases to be a "venture issuer" (as that term is defined in National Instrument 51-102), then all members of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Audit Committee Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

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

### *Meetings*

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

### *Responsibilities and Duties*

To fulfill its responsibilities and duties, the Committee shall:

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

2. External Auditors

- (a) review annually, the performance of the external auditors who shall be ultimately accountable to the Company's board of directors and the Committee as representatives of the shareholders of the Company;
- (b) obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard;
- (c) review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors;
- (d) take, or recommend that the Company's full board of directors take appropriate action to oversee the independence of the external auditors, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- (e) recommend to the Company's board of directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval;
- (f) recommend to the Company's board of directors the compensation to be paid to the external auditors;
- (g) at each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements;
- (h) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company;
- (i) review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements; and
- (j) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
  - (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided,
  - (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services, and
  - (iii) such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

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



3. Financial Reporting Processes
  - (a) in consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external;
  - (b) consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;
  - (c) consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management;
  - (d) review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments;
  - (e) following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
  - (f) review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements;
  - (g) review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented;
  - (h) review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;
  - (i) review certification process;
  - (j) establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
  - (k) establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
4. Other
  - (a) review any related-party transactions;
  - (b) engage independent counsel and other advisors as it determines necessary to carry out its duties; and
  - (c) to set and pay compensation for any independent counsel and other advisors employed by the Committee.

#### **Composition of the Audit Committee**

As of July 31, 2012, the Company's Audit Committee was comprised of three directors consisting of Conrad Clemiss, James Nelson and Daniel Terrett. As defined in National Instrument 52-110, Conrad Clemiss, the Company's President, Chief Executive Officer and Secretary, is not "independent" and James Nelson and Daniel Terrett were "independent". All of the Audit Committee members are "financially literate", as defined in National Instrument 52-110, as all have the industry experience necessary to understand and analyze financial statements of the Company, as well as the understanding of internal controls and procedures necessary for financial reporting.

The Audit Committee is responsible for review of both interim and annual financial statements for the Company. For the purposes of performing their duties, the members of the Audit Committee have the right at all times, to inspect all the books and financial records of the Company and any subsidiaries and to discuss with management and the external auditors of the Company any accounts, records and matters relating to the financial statements of

the Company. The audit committee members meet periodically with management and annually with the external auditors.

### **Relevant Education and Experience**

#### *Daniel Terrett*

Mr. Terrett is a consultant with over seven years experience in capital markets. Mr. Terrett has acted in an advisory role for a number of public mineral development and exploration companies. Mr. Terrett was previously an officer on a several companies listed on the TSX Venture Exchange. Mr. Terrett's years of experience with public companies has given him significant exposure to the preparation and review of financial statements.

#### *Conrad Clemis*

Mr. Clemis has been self-employed as a consultant since March 2005, offering consulting services for financing, corporate communications and investor relations to public companies. Mr. Clemis has been President and Chief Executive Officer since April 2007 and director since May 2007 of TAD Mineral Exploration Inc., a exploration mining company listed on the TSX Venture Exchange. Mr. Clemis is also a director of Canasia Industries Corporation and Spearmint Resources Inc., all of which are list on the TSX Venture Exchange. Mr. Clemis' years of experience with public companies has given him significant exposure to the preparation and review of financial statements.

#### *James Nelson*

Mr. Nelson has been involved in various capacities with several TSX Venture Exchange listed companies both as a director and a consultant specializing in investor relations, financing, and corporate communications. Mr. Nelson is a director of TAD Mineral Exploration Inc. and an officer of Canasia Industries Corporation and Habanero Resources Inc., all of which are listed on the TSX Venture Exchange. Mr. Nelson's years of experience with public companies has given him significant exposure to the preparation and review of financial statements.

### **Audit Committee Oversight**

Since the commencement of the Company's most recently completed financial year, the Company's board of directors has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

### **Reliance on Certain Exemptions**

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemptions contained in sections 2.4 or 8 of National Instrument 52-110. Section 2.4 (*De Minimis Non-audit Services*) provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 (*Exemptions*) permits a company to apply to a securities regulatory authority for an exemption from the requirements of National Instrument 52-110 in whole or in part.

### **Pre-Approval Policies and Procedures**

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as set out in the Audit Committee Charter of the Company. A copy of the Company's Audit Committee Charter was filed on SEDAR on October 15, 2008.

### **External Auditor Service Fees**

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the

performance of the audit review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The aggregate fees billed by the Company's external auditor in the years ended July 31, 2012 and 2011, by category, are as follows:

<b>Financial Year Ended July 31</b>	<b>Audit Fees</b>	<b>Audit Related Fees</b>	<b>Tax Fees</b>	<b>All Other Fees</b>
2012	\$35,190	\$Nil	\$8,318	\$11,468
2011	\$33,655	\$Nil	\$1,267	\$1,829

### **Exemption**

The Company is relying on the exemption provided by section 6.1 of National Instrument 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of National Instrument 52-110.

### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

No current or former director, executive officer or employee, proposed nominee for election to the board of directors, or associate of such persons is, or has been, indebted to the Company since the beginning of the most recently completed financial year of the Company and no indebtedness remains outstanding as at the date of this Information Circular.

None of the directors or executive officers of the Company is or, at any time since the beginning of the most recently completed financial year, has been indebted to the Company. None of the directors' or executive officers' indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year, has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Except as otherwise disclosed herein, no: (a) director, proposed director or executive officer of the Company; (b) person or company who beneficially owns, directly or indirectly, common shares or who exercises control or direction of common shares, or a combination of both carrying more than ten percent of the voting rights attached to the common shares outstanding (an "Insider"); (c) director or executive officer of an Insider; or (d) associate or affiliate of any of the directors, executive officers or Insiders, has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company, except with an interest arising from the ownership of common shares where such person or company will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of the same class of common shares.

### **MANAGEMENT CONTRACTS**

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

### **CORPORATE GOVERNANCE**

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices*, the Company is required to disclose its corporate governance practices as follows:

## Board of Directors

The board of directors of the Company facilitates its exercise of independent supervision over the Company's management through frequent meetings of the board of directors.

Daniel Terrett and James Nelson are "independent" in that they are independent and free from any interest and any business or other relationship which could or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Company, other than the interests and relationships arising from shareholders. Conrad Clemmiss is the President, Chief Executive Officer and Secretary of the Company and is therefore not independent.

## Directorships

Name of Director of the Company	Names of Other Reporting Issuers
Conrad Clemmiss	TAD Mineral Exploration Inc. <sup>(1)</sup>
	Canasia Industries Corporation <sup>(1)</sup>
	Spearmint Resources Inc. <sup>(1)</sup>
Daniel Terrett	N/A
James Nelson	TAD Mineral Exploration Inc. <sup>(1)</sup>

<sup>(1)</sup> TSX Venture Exchange

## Orientation and Continuing Education

The board of directors of the Company briefs all new directors with respect to the policies of the board of directors and other relevant corporate and business information. The board of directors does not provide any continuing education.

## Ethical Business Conduct

The board of directors has adopted a Code of Business Conduct and Ethics on September 9, 2008, a copy of which was filed on SEDAR on October 15, 2008. In addition, the board of directors 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 of directors in which the director has an interest have been sufficient to ensure that the board of directors 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 of directors members and recommending to the board of directors new director nominees for the next annual meeting of 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 required time, show support for the Company's mission and strategic objectives, and a willingness to serve.

## Compensation

The board of directors conducts reviews with regard to the compensation of the directors and Chief Executive Officer once a year. To make its recommendations on such compensation, the board of directors takes into account the types of compensation and the amounts paid to directors and officers of comparable publicly traded Canadian companies.

### **Other Board Committees**

The board of directors has no other committees other than the Audit Committee.

### **Assessments**

The board of directors regularly monitors the adequacy of information given to directors, communications between the board and management and the strategic direction and processes of the board of directors and its committees.

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

Except as disclosed elsewhere in this Information Circular, no director or executive officer of the Company who was a director or executive officer since the beginning of the Company's last financial year, each proposed nominee for election as a director of the Company, or any associate or affiliates of any such directors, officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of common shares or other securities in the Company or otherwise, in any matter to be acted upon at the Meeting other than the election of directors, the amending terms of stock options granted to insiders, and the grant of options which may be granted to such persons upon the approval of the 10% Rolling Option Plan, as discussed below.

### **PARTICULARS OF MATTERS TO BE ACTED UPON**

#### **Approval of 10% Rolling Option Plan**

At the Meeting, the shareholders will be asked to re-approve the Company's 10% Rolling Option Plan.

The purpose of the 10% Rolling Option Plan is to provide the directors, officers and key employees of, and certain other persons who provide services to, the Company and its subsidiaries with an opportunity to purchase shares of the Company and benefit from any appreciation in the value of the Company's shares. This will provide an increased incentive for these individuals to contribute to the future success and prosperity of the Company, thus enhancing the value of the Company's shares for the benefit of all the shareholders and increasing the ability of the Company and its subsidiaries to attract and retain skilled and motivated individuals in the service of the Company.

The 10% Rolling Option Plan is a "rolling" plan that provides that the aggregate number of shares reserved for issuance under it, and all of the Company's other previously established and outstanding stock option plans or grants, is 10% of the Company's issued common shares at the time of the grant of a stock option under the proposed 10% Rolling Option Plan.

Under the 10% Rolling Option Plan, the option exercise price must not be less than the closing price of the common shares on the Exchange on the day immediately preceding the date of grant, less the applicable discount permitted by the policies of the Exchange. An option granted under the 10% Rolling Option Plan must be exercised within a period of ten years from the date of granting. Within this ten-year period, the board of directors of the Company may determine the limitation period during which an option may be exercised and, notwithstanding that none is required by the policies of the Exchange because the 10% Rolling Option Plan is a "rolling" plan, whether a particular grant will have a minimum vesting period. As a "rolling" plan, any amendment to the 10% Rolling Option Plan will require the approval of the Exchange and may require shareholder approval.

In accordance with the terms of the 10% Rolling Option Plan, it is subject to its acceptance for filing by the Exchange and an annual re-approval by the Company's shareholders. Under the policies of the Exchange, if the grants of options under the 10% Rolling Option Plan to "insiders" of the Company, together with all of the Company's outstanding stock options, could result at any time in:

- a) the number of shares reserved for issuance pursuant to stock options granted to insiders of the Company exceeding 10% of the issued common shares of the Company; or
- b) the grant to insiders of the Company, within a 12-month period, of a number of options exceeding 10% of the issued common shares of the Company;

such shareholder approval must be “disinterested shareholder approval”.

The policies of the Exchange and the terms of the 10% Rolling Option Plan also provide that “disinterested shareholder approval” will be required for any agreement to decrease the exercise price of options previously granted to insiders of the Company but no such agreements are being brought before the Meeting.

The term “disinterested shareholder approval” means approval by a majority of the votes cast at the Meeting other than votes attaching to shares of the Company beneficially owned by insiders of the Company to whom options may be granted under the proposed 10% Rolling Option Plan and associates of such persons. The term “insiders” is defined in the *Securities Act* (British Columbia) and generally includes directors and senior officers of the Company and its subsidiaries, the five highest paid employees and holders of greater than 10% of the voting securities of the Company. The term “associates” is defined in the *Securities Act* (British Columbia).

If shareholder approval of the 10% Rolling Option Plan or a modified version thereof is not obtained, the Company will not continue to implement the 10% Rolling Option Plan nor grant options under it. Even if approved, the directors may determine not to proceed with the 10% Rolling Option Plan.

The 10% Rolling Option Plan will be available for inspection at the Meeting. The directors recommend that the shareholders re-approve the 10% Rolling Option Plan.

Accordingly, the shareholders of the Company will be asked at the Meeting to pass an ordinary resolution, the text of which will be in substantially the following form:

“Resolved, as an ordinary resolution, that:

1. the Company’s 10% rolling stock option plan (the “10% Rolling Option Plan”) as described in the Information Circular dated November 13, 2012 be and is hereby ratified, approved and confirmed including the reserving for issuance under the 10% Rolling Option Plan at any time of a maximum of 10% of the issued and outstanding shares of the Company, subject to any amendments that may be required by the TSX Venture Exchange;
2. the Company be authorized to abandon or terminate all or any part of the 10% Rolling Option Plan if the board of directors of the Company deems it appropriate and in the best interests of the Company to do so;
3. the Company be and is hereby authorized to grant options pursuant and subject to the terms and conditions of the 10% Rolling Option Plan;
4. the Company be and is hereby, at the discretion of the board of directors, to amend the exercise price of previously granted option agreements, without further approval by the shareholders, all in accordance with the policies of the TSX Venture Exchange; and
5. any one or more of the directors and officers of the Company be authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Company or otherwise, all such documents and other writings, including treasury orders, stock exchange and securities commissions forms, as may be required to give effect to the true intent of this resolution.”

**Management recommends the approval of the resolution to approve the 10% Rolling Option Plan.**

MANAGEMENT IS NOT AWARE OF ANY OTHER MATTER TO COME BEFORE THE MEETING OTHER THAN AS SET FORTH IN THE NOTICE OF MEETING. IF ANY OTHER MATTER PROPERLY COMES BEFORE THE MEETING, IT IS THE INTENTION OF THE MANAGEMENT APPOINTEES TO VOTE THE SHARES REPRESENTED BY THE FORM OF PROXY ACCOMPANYING THIS INFORMATION CIRCULAR ON A POLL IN ACCORDANCE WITH THEIR BEST JUDGMENT ON SUCH MATTER.

### **ADDITIONAL INFORMATION**

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).

Shareholders may contact the Company at its office by mail at 1470 – 701 West Georgia Street, Vancouver, British Columbia V7Y 1C6, to request copies of the Company's financial statements and related Management Discussion & Analysis for the financial years ended July 31, 2012 and July 31, 2011.

### **APPROVAL OF THE BOARD OF DIRECTORS**

The contents of this Information Circular have been approved and the delivery of it to each shareholder of the Company entitled thereto and to the appropriate regulatory agencies has been authorized by the board of directors of the Company.

Dated at Vancouver, British Columbia as of November 13, 2012.

**ON BEHALF OF THE BOARD**

**BROOKEMONT CAPITAL INC.**

*"Conrad Clemiss"*

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Conrad Clemiss

President, Chief Executive Officer,  
Secretary and Director