

JOSEPHINE MINING CORP.

INFORMATION CIRCULAR

for the Annual General Meeting
to be held October 24, 2011

Solicitation of Proxies

This Information Circular is furnished in connection with the solicitation of proxies by the Management of Josephine Mining Corp. ("Josephine" or the "Corporation") for use at the annual general meeting of shareholders of the Corporation (the "Meeting") to be held at the Red Lion Hotel at the Park, Riverside Boardroom #1, 201 W. North River Drive in Spokane, Washington, on October 24, 2011, at 10:30 a.m. (Pacific Standard Time) for the purposes set out in the accompanying Notice of Meeting. As a shareholder, you are cordially invited to be present at the Meeting. To ensure that you will be represented at the Meeting in the event that you are unable to attend personally, you are requested to complete, date and sign the accompanying form of proxy and return it to Computershare Trust Company by mail or fax no later than forty-eight (48) hours (excluding Saturday, Sunday and Holidays) prior to the time of the meeting or adjournment thereof.

The costs incurred in the preparation and mailing of the form of proxy, the Notice of Annual and Special Meeting and this Information Circular will be borne by the Corporation. The solicitation of proxies is expected to be primarily by mail but may also be made by personal interviews, telephone or other means of communication by the directors, officers and regular employees of the Corporation, at no additional compensation. The costs of proxy solicitation will be paid by the Corporation.

No person is authorized to give any information or make any representations other than those contained in this Information Circular and if given or made, such information or representations must not be relied upon as having been authorized to be given or made. Except where otherwise stated, the information contained herein is given as of September 20, 2011.

Appointment and Revocation of Proxies

The persons named in the enclosed form of proxy are directors or officers of the Corporation. **A shareholder has the right to appoint a nominee (who need not be a shareholder) to represent the shareholder at the Meeting other than persons designated in the enclosed proxy form, who are management designees, either by inserting the name of the chosen nominee in the blank space provided in the enclosed form of proxy or by completing another form of proxy.** Such shareholder should notify the nominee of his or her appointment, obtain his or her consent to act as proxy and instruct him or her on how the shareholder's shares are to be voted. In any case, the form of proxy should be dated and executed by the shareholder or 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 executed.

A form of proxy will not be valid and not be acted upon or voted unless it is signed and dated and reaches the office of Computershare Investor Services Inc. (the "Transfer Agent"), at their offices located on the 9th Floor, 100 University Avenue, Toronto, ON M5J 2Y1, or by toll-free fax 1-866-249-7775 by 11:59 PM (Pacific Standard Time) on October 20, 2011, to reach the addressee no later than forty-eight (48) hours (excluding Saturday, Sunday and holidays) prior to the time of the meeting, or if the Meeting is adjourned, by 3:00 pm (Pacific Standard Time) on the second business day prior to the date of the adjourned Meeting, or any further adjournment thereof.

A shareholder who has given a proxy may revoke it, in any manner permitted by law including, by instrument in writing executed by the shareholder or by his attorney authorized in writing or, if the shareholder is a corporation, executed by a duly authorized officer or attorney of the corporation and deposited either at the head office of the Corporation at any time up to and including the last business day immediately preceding the day of the Meeting or any adjournment thereof, or with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof.

Voting of Proxies

The common shares in the capital of the Corporation (the "Common Shares") represented by the enclosed Instrument of Proxy, if properly completed and executed, will be voted on any ballot that may be called for and, where a choice with respect to any matter to be acted upon has been specified in the Instrument of Proxy, the Common Shares represented by the proxy will be voted for, against or withheld from voting in accordance with the specifications so made. In the absence of any such instruction, the persons whose names appear on the printed form of proxy, will vote in favour of all the matters set out thereon. If any other business or amendments or variations to matters identified in the Notice properly come before the Meeting and where management of the Corporation is not aware of these amendments, variations or other matters to be presented to the Meeting, then discretionary authority is conferred upon the persons appointed in the proxy to vote in the manner they see fit.

At the time of printing of this Information Circular, the management of the Corporation knows of no such amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice.

Advice to Beneficial Holders of Common Shares

The information set forth in this section is of significant importance to many shareholders of the Corporation, as a substantial number of shareholders do not hold shares in their own name. Shareholders who do not hold 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 Corporation as the registered holders of Common Shares in the capital of the Corporation 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 Corporation. Such Common Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In Canada, the majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depositary for Securities, which acts as nominee for many Canadian brokerage firms). Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

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 Corporation. 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 ADP Investor Communications Corporation ("ADP"). ADP typically asks Beneficial Shareholders to return the proxy forms to ADP. ADP 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 an ADP proxy cannot use that proxy to vote Common Shares directly at the Meeting - the proxy must be returned to ADP well in advance of the Meeting in order to have the Common Shares voted.**

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.

Information Concerning the Corporation

Voting Securities and Principal Holders of Voting Securities

The voting securities of Josephine are comprised of Common Shares of which **25,451,010** are outstanding as at September 20, 2011. Each Common Share entitles the holder thereof to one vote at meetings of shareholders of the Corporation. To the knowledge of the directors and senior officers of Josephine, no person or corporation beneficially owns, directly or indirectly, or exercises control or direction over, more than 10% of the votes attached to the Common Shares of Josephine, except as follows:

Name	Number of Common Shares	Percentage of Outstanding Common Shares
RMB Resources Ltd.	3,500,000	13.75%
Russell Mining & Minerals Inc.	10,500,010	41.26%

As of September 20, 2011, the directors and officers of the Corporation as a group controlled or owned beneficially, directly and indirectly, 10,550,010 Shares, representing approximately 41.5% of the presently issued and outstanding Common Shares.

The directors of the Corporation have fixed September 20, 2011, at the close of business, as the record date for the determination of shareholders entitled to receive notice of the Meeting and to vote thereat. All holders of Common Shares of the Corporation at the close of business on the record date are entitled to attend and vote the Common Shares held by them, either in person or by proxy, at the Meeting or any adjournment thereof. However, a person appointed under a proxy will be entitled to vote the Common Shares represented by that proxy only if it is effectively delivered in the manner set out herein under the heading "Appointment and Revocation of Proxies" and has not been revoked.

To the extent that a person has transferred any Common Shares after the record date, and the transferee of those Common Shares produces a properly endorsed share certificate or otherwise establishes ownership no later than 10 days before the Meeting, such person shall be entitled to demand inclusion in the list of shareholders prepared by the Corporation before the Meeting and to vote thereat. The transfer books will not be closed.

Indebtedness of Directors and Senior Officers

There is not as of the date hereof, and has not been since the incorporation of the Corporation, any indebtedness owing to the Corporation by the directors, senior officers or other members of management of the Corporation, or any of their associates or affiliates.

Interest of Informed Persons in Material Transactions

There are no material interests, direct or indirect, of any directors or senior officers of the Corporation, nominees for director, any shareholder who beneficially owns more than 10% of the shares of the Corporation, or any known associate or affiliate of such persons in any transaction since the commencement of the Corporation's last completed financial year or in any completed or proposed transaction which has had a material affect or would materially affect the Corporation and which is not otherwise disclosed herein.

Interest of Certain Persons in Matters to be Acted Upon

Management of the Corporation is not aware of any material interests, direct or indirect, of any director or senior officer or anyone who has held office as such since the beginning of the Corporation's last financial year, or any associate or affiliate of such persons in any manner to be acted on at the Meeting, other than as described herein.

Equity Compensation Plan Information

The following table sets forth the number of Common Shares to be issued pursuant to equity compensation plans, the weighted average exercise price of such outstanding options and the number of Common Shares remaining available for future issuance under equity compensation plans of the Corporation as of September 20, 2011.

Plan Category	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)
Equity compensation plans approved by security holders	2,326,000	\$0.52	219,101
Equity compensation plans not approved by security holders	nil	nil	nil
Total	2,326,000	\$0.52	219,101

Pursuant to the Corporation's stock option plan (the "Option Plan"), the Corporation may grant incentive stock options to directors, officers, employees and consultants of the Corporation or any subsidiary thereof. The total number of shares issuable pursuant to the Option Plan is up to a maximum of 10% of the issued and outstanding common shares of the Corporation at any given time. The exercise price of each stock option is to be determined in the discretion of the board of directors at the time of the granting of the stock option, as is the term and vesting policies, provided that the exercise price shall not be lower than the market price or such discount from the market price as may be permitted by the stock exchange on which the Common Shares are listed and provided that no stock option shall have a term exceeding five years (or such longer period as is permitted by the stock exchange on which the Common Shares are listed). There may not be issued to insiders within a one-year period, a number of Common Shares

exceeding 10% of the outstanding issue and no one eligible optionee can receive stock options entitling the eligible optionee to purchase more than 5% of the total Common Shares. Finally, there may not be issued to any one consultant or employee conducting Investor Relations Activities, within a one-year period, a number of Common Shares of the Corporation exceeding 2% of the outstanding issue.

Executive Compensation

The following table discloses, for the period indicated, total compensation received by the following executive officers: (i) those who acted as the Corporation's Chief Executive Officer and Chief Financial Officer; and (ii) executive officers whose total salary and bonus exceeded \$150,000 (the "Named Executive Officers").

Name and Principal Position	Fiscal Year Ended Dec 31	Salary (\$)	Share-Based Awards (\$)	Option-Based Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation		All Other Compensation (\$) ⁽¹⁾	Total Compensation (\$)
					Annual Incentive Plans (\$)	Long-Term Incentive Plans (\$)		
Anthony Dutton, (2) CEO & CFO, President, and Secretary	2010	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2009	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2008	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) "Options" includes all options, share purchase warrants and rights granted by the Company as compensation for employment services or office.
- (2) Mr. Dutton was first appointed as President, Chief Executive Officer, and Chief Financial Officer on June 4, 2007 and Secretary on June 13, 2007. He resigned on March 24, 2011.

Outstanding Option-Based Awards

The following table sets forth information with respect to the outstanding Options granted under Option Plan granted to the Named Executive Officers as of December 31, 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 that Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested (\$)
Anthony Dutton, CEO, CFO, President, and Secretary	95,000	\$0.10	March 28, 2013	Nil ⁽¹⁾	Nil	Nil

Notes:

- (1) Calculated by multiplying the number of Common Shares purchasable on exercise of the Options by the difference between the market price of the Common Shares at December 31, 2010 and the exercise price of the Options. The most recent closing price of the Common Shares on the TSX-V on December 31, 2010 was \$0.10.

Incentive Plan Awards - Value Vested or Earned During the Year

The following table sets forth information with respect to the value of Options granted pursuant to the Option Plan and cash bonuses awarded pursuant to the annual incentive plan to the Named Executive Officers that vested during the period ending December 31, 2010.

Name	Option-Based Awards - Value Vested During Year (\$)	Share-Based Awards - Value Vested During Year (\$)	Non-Equity Incentive Plan Compensation Value Earned During Year (\$)
Anthony Dutton	Nil	Nil	Not applicable

Compensation Discussion and Analysis

Introduction

The purpose of this Compensation Discussion and Analysis ("CD&A") is to provide information about the Corporation's philosophy, objectives and processes regarding compensation for the Named Executive Officers of the Corporation. It explains how decisions regarding executive compensation are made by the independent directors of the Board of Directors ("Board") and the reasoning behind these decisions.

For the period ending December 31, 2010, the Corporation had the following Named Executive Officers:

Anthony Dutton CEO, CFO, President, and Secretary

Objectives of Any Compensation Program or Strategy

Compensation Philosophy and Objectives of Compensation Programs

The Board determines the compensation to be paid or awarded to the Named Executive Officers of the Corporation. The Board seeks to encourage advancement of exploration projects and growth in reserves, in order to enhance shareholder value. To achieve these objectives, the Corporation believes it is critical to create and maintain compensation programs that attract and retain committed, highly qualified personnel by providing appropriate rewards and incentives and that align the interest of the officers of the Corporation with those of the shareholders to provide incentive to the officers to enhance shareholder value. However, as a junior exploration company the Corporation is constrained by the amount of capital it has available to it. This element was the primary focus of all compensation decisions in 2010.

In 2010, compensation for the Named Executive Officers consisted of the three elements: base salary, bonus, and long-term equity incentives. The following provides an overview of the elements of compensation.

Compensation Element	Type of Compensation	Name of Plan	Performance Period	Form of Payment
Base Salary	Annual - Fixed Pay	Salary Program	1 year	Cash
Bonus	Annual - Variable Pay	Employee Bonus Plan	1 year	Cash or shares
Long-Term Equity Incentives	Long Term - Variable Pay	Stock Option Plan	up to 5 years	shares

How the Corporation Determines the Amount for Each Element

As indicated above, executive compensation is the responsibility of the Board.

During the fiscal year ended December 31, 2010, the Board had no formal meetings dedicated to compensation.

The Board uses all the data available to ensure that the Corporation is maintaining a level of compensation that is both commensurate with the size of the Corporation and sufficient to retain personnel it considers essential to the success of the Corporation. In reviewing comparative data, the Board does not engage in benchmarking for the purpose of establishing compensation levels relative to any predetermined point. In the Board's view, external and third-party survey data provides an insight into external competitiveness, but it is not an appropriate single basis for establishing compensation levels. This is primarily due to the differences in the size of comparable companies and the lack of sufficient appropriate matches to provide statistical relevance.

In the process used by the Board to establish and adjust executive compensation levels, third-party survey data may be considered, along with an assessment of individual performance, experience and potential to contribute to operations and growth of the Corporation. The Board can exercise both positive and negative discretion in relation to the compensation awards and its allocation between cash and non-cash awards.

The Chief Executive Officer of the Corporation makes recommendations to the Board regarding total compensation to the Named Executive Officer of the Corporation, including base salaries, bonuses, long-term equity incentive grants. These recommendations are considered by the Board against information derived from publicly available information and adjusted, as applicable, for inflation and anticipated increases in the current year.

Salary. Base salary represents the fixed element of the Named Executive Officer's cash compensation. The base salary reflects economic considerations for each individual's level of responsibility, expertise, skills, knowledge and performance. Base salaries for the Named Executive Officers of the Corporation are reviewed annually by the Board.

In 2010, the Corporation was inactive and the Board made no changes to the base salary amounts for the CEO and CFO.

Annual Cash Bonus Awards. The Board has the authority, based upon management recommendations, to award discretionary annual bonuses to the executive officers. The annual discretionary bonuses are intended to compensate officers for achieving superior financial and operational goals of the Corporation. The discretionary annual bonus may be paid in cash or shares in an amount reviewed with management and recommended by the Board and approved by the Board. The actual amount of bonus is determined following a review of each executive's individual performance.

Bonuses awarded by the Board are intended to be competitive with the market while rewarding senior executives for meeting qualitative goals, including delivering near-term financial and operating results, developing long-term growth prospects, improving the efficiency and effectiveness of business operations and building a culture of teamwork focused on creating long-term shareholder value. Consistent with a flexible nature of the annual bonus program, the Board does not assign any specific weight to any particular performance goal nor is any specific weight assigned to the performance goals in the aggregate. The Board considers not only the Corporation's performance during the year with respect to the qualitative goals, but also with respect to market and economic trends and forces, extraordinary internal

and market-driven events, unanticipated developments and other extenuating circumstances. In sum, the Board analyzes the total mix of available information on a qualitative, rather than quantitative, basis in making bonus determinations. No bonuses were awarded to the Named Executive Officer as the Corporation had not yet undertaken operations.

Long-Term Incentive Programs. The allocation of stock options and the terms designed in those options are an integral component of the compensation package of the senior officers of the Corporation. The Corporation has a stock option plan in place for the purpose of providing stock options to the officers. The Board believes that the grant of options to the executive officers and share ownership by such officers serves to motivate achievement of the Corporation's long-term strategic objectives and the result will benefit all shareholders of the Corporation. Stock options are awarded to employees of the Corporation by the Board based upon the recommendation of the Chief Executive Officer, who bases his decision upon the level of responsibility and contribution of the individuals toward the Corporation's goal and objectives. Also, the Board considers the overall number of stock options that are outstanding relative to the number of outstanding common shares of the Corporation in determining whether to make any new grants of stock options and the size of such grants. The granting of these specific options is reviewed by the Board for final recommendation to the Board for approval.

Director Compensation

The following table provides information concerning compensation paid to the non-executive directors for the fiscal year ended December 31, 2010 as compensation for acting as directors.

Name	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Malcolm Burke	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Donald Padgett	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Dal Brynelsen	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Steven Mantel	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Note:

(1) Calculated by multiplying the number of Common Shares purchasable on exercise of the Options by the difference between the market price of the Common Shares at December 31, 2010 and the exercise price of the Options. The closing price of the Common Shares on the TSX-V on December 31, 2010 was \$0.

Director Compensation - Outstanding Share-Based and Option-Based Awards

The following table sets forth information with respect to the outstanding Options granted under Option Plan granted to the directors as of December 31, 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 (\$) ⁽²⁾	Number of Shares or Units of Share that Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested (\$)
Malcolm Burke	95,000 ⁽¹⁾	\$0.10	March 25, 2012	Nil	Nil	Nil
Donald Padgett	95,000 ⁽¹⁾	\$0.10	March 25, 2012	Nil	Nil	Nil
Dal Brynelsen	95,000 ⁽¹⁾	\$0.10	March 25, 2012	Nil	Nil	Nil

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 (\$) ⁽²⁾	Number of Shares or Units of Share that Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested (\$)
Steven Mantel	95,000 ⁽¹⁾	\$0.10	March 25, 2012	Nil	Nil	Nil

Note:

- (1) Pursuant to their terms, options for these departing directors, who all resigned on March 25, 2011, expire one year after that date.
- (2) Calculated by multiplying the number of Common Shares purchasable on exercise of the Options by the difference between the market price of the Common Shares at September 30, 2010 and the exercise price of the Options. The closing price of the Common Shares on the TSX-V on December 31, 2010 was \$0.10.

Director Compensation - Incentive Plan Awards - Value Vested During the Year

The following table sets forth information with respect to the value of Options granted pursuant to Option Plan granted to the directors that vested during the period ending December 31, 2010. The directors are not eligible to receive cash bonuses pursuant to the annual incentive plan.

Name	Option-Based Awards - Value Vested During Year (\$)	Share-Based Awards - Value Vested During Year (\$)	Non-Equity Incentive Plan Compensation Value Earned During Year (\$)
Malcolm Burke	Nil	Nil	Not Applicable
Donald Padgett	Nil	Nil	Not Applicable
Dal Brynelsen	Nil	Nil	Not Applicable
Steven Mantel	Nil	Nil	Not Applicable

Note:

- (1) Calculated by multiplying the number of Common shares purchasable on exercise of the options by the difference between the market price of the Common Shares on the date of vesting and at year ending December 31, 2010. The closing price of the Common Shares on the TSX-V on December 31, 2010 was \$0.10.

Employment Contracts

The Corporation has not entered into an employment contract with the Named Executive Officer.

Audit Committee Disclosure

The Corporation's audit committee is currently composed of three directors: Anthony Dutton, Andrew Russell and R. Llee Chapman, none of whom may be considered to be independent, and all of whom are financially literate (as determined under Multilateral Instrument 52-110 *Audit Committees*). The charter of the Corporation's audit committee is set out in an appendix to this Information Circular.

As a company listed on the TSX Venture Exchange, the Corporation is exempt from the requirements of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of Multilateral Instrument 52-110 *Audit Committees*, and is relying on the exception contained in section 6.1 of that instrument.

Pre-Authorization of Non-Audit Services

The audit committee has pre-authorized non-audit services from the Corporation's auditors such as quarterly reviews of interim financial statements.

Fees Charged by External Auditors

The following table sets out the aggregate fees billed by the Corporation's external auditors in each of the last two fiscal years for the category of fees described.

	<u>2009</u>	<u>2010</u>
Audit Fees	13,200	49,203
Audit-Related Fees	600	Nil
Tax Fees	1,400	Nil
All Other Fees	Nil	Nil
Total	\$15,200	\$49,203

Additional Information

Additional information relating to the Corporation can be found on SEDAR at www.sedar.com or at the Corporation's website, www.josephinemining.com. To obtain copies of the Corporation's financial statements and Management's Discussion and Analysis, please contact Robert Dumont at (509) 343-1216, or email info@josephinemining.com.

The financial information is provided in the Corporation's comparative consolidated financial statements and Managements Discussion and Analysis for its most recently completed financial period.

Annual Meeting Business

Financial Statements

The financial statements of the Corporation for the year ended December 31, 2010 with the auditor's report thereon will be placed before the shareholders at the meeting. The presentation of such audited financial statements to the shareholders will not constitute a request for approval or disapproval.

Election of Directors

The Articles of the Corporation provide that the Board of Directors shall consist of a minimum of 4 to be elected annually subject to the ability of the board to appoint an additional director between meetings and the right of the shareholders to increase that number by ordinary resolution.

The term of office for each director is from the date of the meeting at which he or she is elected until the annual meeting next following or until his successor is elected or appointed. At the Meeting, a board of four directors is proposed to be elected. It is the intention of the persons named in the enclosed form of proxy, if not expressly directed to the contrary in such form of proxy, to vote such proxies FOR the election of the nominee specified below as directors of the Corporation. If, prior to the Meeting, any vacancies occur in the slate of proposed nominees herein submitted, the persons named in the enclosed form of proxy intend to vote FOR the election of any substitute nominee or nominees recommended by management of the Corporation and FOR the remaining proposed nominees. Management has been informed that each of the proposed nominees listed below is willing to serve as a director if elected.

The following table states the names of all persons proposed to be nominated for election as directors, the position or office now held by them, if applicable, their principal occupation or employment for the preceding five years, the date on which they became directors of the Corporation and the number of shares in the capital of the corporation owned by them or over which they exercise control or direction as at the date hereof.

Name and Municipality of Residence	Position with the Corporation	Period of Service	Common Shares Beneficially Owned or Controlled	Number of Options	Principal Occupation for past 5 years
Robert L. Russell, Washington, USA	President, Chief Executive Officer, Chairman of the Board	Since March 2011	Nil	300,000	President, Chief Executive Officer, Chairman of the Board for the Company. Chairman of the Board for St. August Gold & Copper Ltd. Director and Chairman of Russell Mining & Minerals Inc. Director of Mines Management, Inc. from 1999 to present. President and CFO of General Moly Inc. from 2004-2007. President of Russell Associates Engineering & Technology, LLC from 1998 to present.
R. Llee Chapman ⁽¹⁾ Nevada, USA	Chief Financial Officer and Director	Since March 2011	Nil	300,000	CFO and Director for the Company. Interim CFO for St. Augustine Gold & Copper Ltd. Director of Thunder Mountain Gold, Inc. Regional Vice President of Newmont Mining Corp. from 2007-2010. CFO and CAO for Copper Mesa Mining Corp. (formerly Ascendant Copper Corp.) from 2006 to 2007.
Anthony Dutton ⁽¹⁾ Vancouver, CAN	Director	Since March 2011	50,000	419,000	Director for the Company. Director of War Eagle Mining Company Inc. Director for 0903658 B.C. Ltd (formerly Centric Energy Corp) from September 2009 to present. President, CEO, and Secretary for IBC Advanced Alloys Corp. from July 2008 to present. President, CEO, and CFO for the Company (formerly Green Park Capital Corp.) from 2007 to March 2011. CEO of DELU Enterprises Ltd from 2006 to present.
Andrew J. Russell ⁽¹⁾⁽²⁾ Washington, USA	Director	Since March 2011	10,500,010	800,000	Director for the Company. President, CEO, and Director for St. Augustine Gold & Copper Ltd. President of Russell Mining & Minerals Inc. VP of Project Development for General Moly, Inc. until 2007. He was self-employed and worked as an independent contractor from 2005-2007.

Note:

- (1) Member of the audit committee.
- (2) Andrew J. Russell is the President of Russell Mining & Minerals Inc.

Appointment of Auditors

At the Meeting, the shareholders will be called upon to appoint the auditors to serve until the close of the next annual meeting of the Corporation and to authorize the directors to fix the remuneration of the auditors so appointed.

The Corporation proposes that Meyers Norris Penny LLP, of Calgary, Alberta, be appointed as auditors of the Corporation until the next annual meeting at such remuneration as may be approved by the Board

of Directors of the Corporation. Meyers Norris Penny LLP were appointed auditors effective March 29, 2011. Copies of Notices filed in accordance with National Instrument 51-102 are attached to this Information Circular.

Annual Approval of Stock Option Plan

At the Meeting, shareholders of the Corporation will be asked to consider and, if deemed advisable, approve a resolution approving the Corporation's existing stock option plan (the "Option Plan"). Annual shareholder approval of the Option Plan is required by the TSX Venture Exchange Inc. The terms of the Option Plan are described in this Information Circular (see "Information Concerning the Corporation – Executive Compensation – Stock Option Plan") and no changes to the Option Plan are proposed.

The form of resolution to be considered by shareholders at the Meeting is as follows:

"Be it resolved that:

1. the Corporation's existing stock option plan is hereby approved; and
2. any one officer or director of the Corporation is hereby authorized to execute and deliver all such documents and to do all such acts and things as may be deemed advisable in such individual's discretion for the purpose of giving effect to this resolution."

To be effective, the resolution must be passed by at least a majority of the votes cast at the Meeting. The persons named in the enclosed form of proxy intend to vote at the meeting in favour of this resolution.

Other Business

Management is not aware of any other business to come before the Meeting other than as set forth in the Notice. If any other business properly comes before the Meeting, it is the intention of the persons named in the Instrument of Proxy to vote the Common Shares represented thereby in accordance with their best judgement on such matter(s).

Certificate and Approval

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 the light of the circumstances in which it was made.

The Board of Directors of the Corporation has approved the contents, mailing and delivery of this Information Circular.

DATED: September 20, 2011

"Signed"
Robert L. Russell
President & Chief Executive Officer

"Signed"
R. Llee Chapman
Chief Financial Officer

**Appendix I to Notice of Meeting and Information Circular of
Josephine Mining Corp. dated September 20, 2011**

**JOSEPHINE MINING CORP.
(the Company")**

Audit Committee Charter

Mandate

The primary function of the audit committee (the "Committee") is to assist the 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. The Committee's primary duties and responsibilities are to:

- (1) serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements;
- (2) review and appraise the performance of the Company's external auditor;
- (3) provide an open avenue of communication among the Company's auditor, financial and senior management and the Board of Directors; and
- (4) report regularly to the Board of Directors the results of its activities.

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 Multilateral Instrument 52-110 entitled "Audit Committees"), then all of the members of the Committee shall be free from any material relationship with the Company that, in the opinion of the Board of Directors, would interfere with the exercise of their independent judgment as a member of the Committee.

If the Company ceases to be a venture issuer then all members of the Committee shall also have accounting or related financial management expertise. All members of the Audit Committee should have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company'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 or until their successors are duly elected. 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 once quarterly, or more frequently as circumstances dictate or as may be prescribed by securities regulatory requirements. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditor in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

A. Documents/Reports Review

1. review and update this Audit Committee Charter annually;
2. 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 auditor; and
3. review regular summary reports of directors and officers expense account claims at least annually. Establish and review approval policies for expense reports and, as required, request audits of expense claims and policies for expense approval and reimbursements. The Chairman of the Audit Committee or of the Compensation Committee to approve expense reports of the President and the CEO and the CEO to approve those of the directors and officers.

B. External Auditor

1. review annually, the performance of the external auditor who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company;
2. obtain annually, a formal written statement of external auditor setting forth all relationships between the external auditor and the Company;
3. review and discuss with the external auditor any disclosed relationships or services that may impact the objectivity and independence of the external auditor;
4. take, or recommend that the Board of Directors take, appropriate action to oversee the independence of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting;
5. recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditor nominated annually for shareholder approval;
6. recommend to the Board of Directors the compensation to be paid to the external auditor;
7. at each meeting, where desired, consult with the external auditor, 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;
8. review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company;

9. review with management and the external auditor the audit plan for the year-end financial statements; and
10. 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 auditor. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - (a) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditor during the fiscal year in which the non-audit services are provided,
 - (b) such services were not recognized by the Company at the time of the engagement to be non-audit services, and
 - (c) such services are promptly brought to the attention of the 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.

C. Financial Reporting Processes

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

8. review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;
9. review certification process;
10. establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters;
11. establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
12. on at least an annual basis, review with the Corporation's counsel, any legal matters that could have a significant impact on the Corporation's financial statements, the Corporation's compliance with applicable laws and regulations, and inquiries received from regulators or government agencies.

D. Authority

The Audit Committee will have the authority to:

1. review any related-party transactions;
2. engage independent counsel and other advisors as it determines necessary to carry out its duties;
3. to set and pay compensation for any independent counsel and other advisors employed by the Committee;
4. communicate directly with the auditors; and
5. conduct and authorize investigations into any matters within the Committee's scope of responsibilities. The Committee shall be empowered to retain independent counsel and other professionals to assist in the conduct of any investigation.

APPENDIX II

JOSEPHINE MINING CORP.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Disclosure Requirement	Our Corporate Governance Practices
1. <u>Board of Directors</u>	
(a) Disclose the identity of directors who are independent.	None.
(b) Disclose the identity of directors who are not independent, and describe the basis for that determination.	Anthony Dutton is not independent as that term is defined in section 1.4 of National Instrument 52-110 <i>Audit Committees</i> ("NI 52-110") as he was an executive of the corporation within the last three years. Robert L. Russell and R. Llee Chapman are not independent as they are officers of the Corporation. Andrew Russell is not independent as he is considered an immediate family member (as defined in NI 52-110) of an executive officer.
2. <u>Directorships</u>	
(a) If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.	<p>The directors are also directors or trustees of the reporting issuers set out beneath their respective names below.</p> <p>Robert L. Russell- St. Augustine Gold & Copper Ltd., Mines Management, Inc., CMX Gold & Silver Corp.</p> <p>Andrew Russell- St. Augustine Gold & Copper Ltd.</p> <p>Anthony Dutton- War Eagle Mining Company Inc.</p> <p>R. Llee Chapman- Thunder Mountain Gold, Inc.</p>
3. <u>Orientation and Continuing Education</u>	
(a) Describe what steps, if any, the board takes to orient new board members and describe any measures the board takes to provide continuing education for	New directors will be made aware of the nature and operation of the business of the Corporation through interviews with other board members and management during which

Disclosure Requirement	Our Corporate Governance Practices
directors	they are briefed on the Corporation and its current business issues. Information on courses pertaining to corporate governance is circulated to Board members who are encouraged to attend.
4. <u>Ethical Business Conduct</u>	
(a) Describe what steps, if any, the board takes to promote a culture of ethical business conduct.	<p>The Board has adopted a written Code of Business Conduct for all employees and consultants. The Board has also adopted a Whistleblower Policy.</p> <p>Compliance is monitored by the Board receiving, annually, certificates from the officers of the Corporation confirming their compliance with the Code of Conduct. Additionally, prior to such certification being given, each employee and consultant will have received a memo from management reiterating the need to comply with the Code of Conduct and reminding them that the Whistleblower Policy facilitates anonymous disclosure of any breach.</p> <p>Directors must disclose all interests and relationships of which the director is aware which may give rise to a conflict of interest. Directors are also required to disclose any actual or potential personal interest in a matter on which the Board is making a decision and withdraw from the deliberations.</p>
5. <u>Nomination of Directors</u>	
(a) Describe what steps, if any, are taken to identify new candidates for board nominations including:	The members of the Board share responsibility for proposing new nominees for the Board.
(i) who identifies new candidates; and	
(ii) the process of identifying new candidates.	

Disclosure Requirement	Our Corporate Governance Practices
6. <u>Compensation</u>	
(a) Describe what steps, if any, are taken to determine the compensation for the issuer's directors and CEO, including:	The board periodically reviews the adequacy and form of compensation of directors to ensure that the level of compensation realistically reflects the responsibilities and risks involved in being an effective director.
(i) who determines compensation; and	
(ii) the process of determining compensation.	The non-management directors on the Board set the annual salary, bonus and other benefits, direct and indirect, of the CEO and approve the compensation for all other designated officers after considering the recommendations of the CEO.
7. <u>Other Board Committees</u>	
(a) If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.	Given the small number of members, the Board does not have any other committees other than the audit committee, corporate governance and nominating committee, and the compensation committee.
8. <u>Assessments</u>	
(a) Disclose what steps, if any, that the board takes to satisfy itself that the board, its committees, and its individual directors are performing effectively.	The Board conducts an annual review of its effectiveness as well as the effectiveness and contribution of each Board committee and each individual director.

APPENDIX III

NATIONAL INSTRUMENT 51-102 NOTICES



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March 30, 2011

British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission
Saskatchewan Financial Services Commission
Manitoba Securities Commission
New Brunswick Securities Commission
Nova Scotia Securities Commission
Securities Commission of Newfoundland
Prince Edward Island Securities Office
TSX

Dear Sirs:

Re: Josephine Mining Corp. (formerly Green Park Capital Corp.) (the "Company")
Notice Pursuant to NI 51-102 - Change of Auditor

As required by National Instrument 51-102 *Continuous Disclosure Obligations* and in connection with our resignation as auditor of the Company as of March 29, 2011, we have reviewed the information contained in the Company's Notice of Change of Auditor, dated March 29, 2011, and agree with the information contained therein, based upon our knowledge of the information relating to the said notice and of the Company at this time.

Yours truly,

BDO Canada LLP

Chartered Accountants

JJ/sm



MEYERS NORRIS PENNY LLP

March 31, 2011

TSX Venture Exchange
Alberta Securities Commission
British Columbia Securities Commission
Ontario Securities Commission
Securities Commission of Newfoundland
Nova Scotia Securities Commission
Prince Edward Island Securities Office
Saskatchewan Financial Services Commission
Manitoba Securities Commission
New Brunswick Securities Commission

Dear Sirs/Madams:

**Re: Josephine Mining Corp. (formerly Green Park Capital Corp.), (the "Company")
Change of Auditors
Notice Pursuant to Part 4.11 of National Instrument 51-102**

As required by Section 4.11 of *National Instrument 51-102: Continuous Disclosure Obligations*, we have reviewed the information contained in the Company's Notice of Change of Auditor dated March 29, 2011 (the "Notice"), and hereby confirm our agreement with the information contained in the Notice, except that we are not in a position to agree or disagree with the Company's statement that there are no reportable events between the Company and BDO Canada LLP. The confirmation is based on our knowledge of the information as at the date of this letter.

We understand that the Notice of Change of Auditor, along with this letter and a similar letter from BDO Canada LLP, Chartered Accountants, will be filed with the securities regulatory authorities and provided to the Company's registered shareholders with the meeting materials relating to the Company's next meeting of shareholders.

Yours truly,

Chartered Accountants