

**WESTRIDGE RESOURCES INC.
Suite 1910 – 1055 West Hastings Street
Vancouver, British Columbia, V6E 2E9**

Telephone No.: 604-304-4087 Fax No.: 604-909-2679

INFORMATION CIRCULAR

as at September 20, 2011

This Information Circular is furnished in connection with the solicitation of proxies by the management of Westridge Resources Inc. (the “Company”) for use at the annual general meeting (the “Meeting”) of its shareholders to be held on October 28, 2011 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

In this Information Circular, references to “the Company”, “we” and “our” refer to Westridge Resources Inc. “Common Shares” means common shares without par value in the capital of the Company. “Beneficial Shareholders” means shareholders who do not hold Common Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “Proxy”) are officers and/or directors of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified on the Proxy and, if applicable, for the nominees of management for directors and auditors as identified in the Proxy.

Registered Shareholders

Registered shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered shareholders electing to submit a proxy may do so by:

- (a) completing, dating and signing the Proxy and returning it to the Company's transfer agent, Computershare Investor Services Inc. ("Computershare"), by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail to 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 or by hand delivery at 2nd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9;
- (b) using a touch-tone phone to transmit voting choices to the toll free number given in the proxy. Registered shareholders who choose this option must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll free number, the holder's account number and the proxy access number; or
- (c) using the internet at Computershare's website, www.computershare.com/ca/proxy. Registered shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's account number and the proxy access number;

in all cases ensuring that the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used.

Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares) or as set out in the following disclosure.

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 intermediaries. In the United States, the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of meetings of shareholders. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

There are two kinds of Beneficial Shareholders - those who object to their name being made known to the issuers of securities which they own (called "OBOs" for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called "NOBOs" for Non-Objecting Beneficial Owners).

The Company is taking advantage of the provisions of National Instrument 54-101 "Communication with Beneficial Owners of Securities of a Reporting Issuer" that permit it to deliver proxy-related materials directly to its NOBOs. As a result NOBOs can expect to receive a scannable Voting Instruction Form ("VIF") from our transfer agent, Computershare Trust Company of Canada ("Computershare"). The VIF is to be completed and returned to Computershare as set out in the instructions provided on the VIF. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

These securityholder materials are being sent to both registered and non-registered owners of the securities of the Company. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of securities, were obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your VIF as specified in the request for voting instructions that was sent to you.

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge") in the United States and in Canada. Broadridge mails a VIF in lieu of a proxy provided by the Company. The VIF will name the same persons as the Company's Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), other than any of the persons designated in the VIF, to represent your Common Shares at the Meeting and that person may be you. To exercise this right, insert the name of the desired representative (which may be you) in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting and the appointment of any shareholder's representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your Common Shares voted or to have an alternate representative duly appointed to attend the Meeting and vote your Common Shares at the Meeting.**

Notice to Shareholders in the United States

The solicitation of proxies involve securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States *Securities Exchange Act* of 1934, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia) (the "BCA"), as amended, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare or at the address of the registered office of the Company at 1500 Royal Centre, 1055 West Georgia Street, P. O. Box 11117, Vancouver, British Columbia, V6E 4N7, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or

(b) personally attending the Meeting and voting the registered shareholder's Common Shares.

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

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

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year end of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors and as may be set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors (the "Board") of the Company has fixed September 20, 2011 as the record date (the "Record Date") for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

The Common Shares of the Company commenced trading on the TSX Venture Exchange (the "TSXV") on May 4, 2010. As of September 20, 2011, there were 13,450,994 Common Shares issued and outstanding, each carrying the right to one vote. There are 1,835,598 Common Shares held in escrow. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares. The Company is also authorized to issue an unlimited number of preferred shares. There were no preferred shares issued and outstanding as at September 20, 2011.

To the knowledge of the directors and executive officers of the Company, the only persons or corporations that beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company as at September 20, 2011 are:

Shareholder Name	Number of Common Shares Held	Percentage of Issued Common Shares
Christopher R. Cooper	1,322,916	10%

Notes:

(1) The above information was supplied to the Company by the shareholders and from the insider reports available at www.sedi.ca.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein.

If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

ELECTION OF DIRECTORS

The size of the Board of the Company is currently determined at five. The board proposes that the number of directors remain at five. Shareholders will therefore be asked to approve an ordinary resolution that the number of directors elected be fixed at five.

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the BCA, each director elected will hold

office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

The following disclosure sets out the names of management's nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment (for the five preceding years for new director nominees), the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at September 20, 2011.

Name of Nominee; Current Position with the Company and Province or State and Country of Residence	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled⁽¹⁾
Peter Schulhof President, Chief Executive Officer and Director British Columbia, Canada	Since August 24, 2011	315,000
Anthony Jackson Director British Columbia, Canada	Since July 3, 2009	645,832
Dennis Mee Chief Financial Officer and Director British Columbia, Canada	Since August 26, 2010	Nil
Dr. Robert W. Barker Director Colorado, USA	Since February 15, 2011	Nil
Richard Barclay Director British Columbia, Canada	Since September 6, 2011	20,000

Notes:

1. The information as to Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees.
2. Mr. Jackson also holds options to purchase 75,000 Common Shares at an exercise price of \$0.25 per Common Share expiring on May 4, 2015.
3. Mr. Barker holds options to purchase 200,000 Common Shares at an exercise price of \$0.40 per Common Share, expiring on February 22, 2016.

None of the proposed nominees for election as a director of the Company are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and senior officers of the Company acting solely in such capacity.

Occupation, Business or Employment of Director Nominee

Peter Schulhof, President and Chief Executive Officer

Mr. Schulhof is an experienced businessman with over 30 years' experience in both the public markets and private enterprise. For the past decade Mr. Schulhof has worked in the mining industry, including in junior resource exploration and is well qualified to lead the Company through its next stage of growth which will entail oversight of the development of the Company's newly acquired Charay project in Mexico, and to pursue additional acquisitions and market expansion. A component of Mr. Schulhof's prior experience included significant development projects in Mexico. This experience will greatly assist the Company as it shifts its focus to its Mexican project. Mr. Schulhof's experience has been mostly in entrepreneurial activity at an executive management level, from early stage incubation to sales, mergers and other exit strategies. Formerly, he was the

Chief Executive Officer of Delbrook Corporation for two years, which became Argentex Mining Corp. (ATX.V). He was also the Executive Vice President of 2020 Group Inc. from 2001-2006, a Multifamily Syndication and Resort Development group.

Anthony Jackson

Mr. Jackson has been a director of the Company since July 3, 2009. Mr. Jackson holds a Bachelor of Business Administration degree from Simon Fraser University and a professional designation of Chartered Accountant (CA), where he is a member of the BC and Canadian Institute of Chartered Accountants.

Most recently Mr. Jackson has been the Principal of Bridge Mark Financial Corp. providing consulting services to developing and mature stage companies in all industries and sectors and by working as their Chief Financial Officer. Prior to his time at Bridge Mark Financial Corp., Mr. Jackson spent a number of years working at Ernst & Young LLP before moving onto work as a senior analyst at a boutique investment banking firm. During this time he worked on a broad range of public and private companies in a variety of industries including government, biotechnology, entertainment, technology, manufacturing and mining.

Mr. Jackson has been serving as a director and the Chief Financial Officer of Golden Touch Resources Corp. since September 2007, a director of Oceanside Capital Corp. since May 2010, and as the Chief Financial Officer of Dynasty Gold Corp. since September 2011, all of which are listed on the TSXV. Mr. Jackson expects to devote approximately 15% of his time to the affairs of the Company.

Dennis Mee, Chief Financial Officer

Mr. Mee has been the Chief Financial Officer of the Company since August 2010. Mr. Mee is a Chartered Accountant (C.A.) and received his degree while working at the KPMG office in Toronto, Ontario. Currently, Mr. Mee is the owner and President of Part Time CFO Inc. in Vancouver, British Columbia, a firm that specializes in providing financial management to start-ups in both the private and public sector.

Mr. Mee has acted as the Chief Financial or Operational Officer for a variety of small to mid size public and private companies in the Telecommunication, Health, and Distribution Industries.

Mr. Mee has gained valuable experience on both sides of the business cycle, having led teams through major downsizings and restructurings along with start-up companies that have experienced explosive growth.

Prior to starting Part Time CFO Inc., Dennis spent over five years with a health product company that grew to \$135 million in annual sales in two and a half years. Prior to that, Mr. Mee was the Chief Financial Officer of Cable & Wireless Telecommunication Canada Ltd and served on its Board of Directors.

Mr. Mee has a Bachelor of Commerce (honors), and is a member of both the British Columbia and Ontario Institute of Chartered Accountants.

Dr. Robert W. Barker, PhD, PGeo

Dr. Barker has spent 46 years in successful multi-commodity mining exploration, with 29 years in exploration and acquisition leadership. Dr. Barker is currently the Chief Executive Officer and a director of Evolving Gold Corp., a gold exploration and development company with mineral property interests in Nevada and Wyoming, U.S.A. As a General Manager, American Exploration for Newcrest Resources Inc., Dr. Barker established new exploration companies in North America and South America. Over his career, he has served as Exploration Manager with Newcrest Resources Inc., Homestake Mining and AMAX Inc., and provided consulting services in the mining and exploration and development industry through his company, GHC Inc., of which he is the sole shareholder. Dr. Barker's long experience in evaluations of advanced and developmental projects, review of resource estimates and mine development plans is critical to the Company at this stage of its growth. Dr. Barker has a PhD in Economic Geology from the University of California, Berkeley and is a Certified Professional Geologist, AIPG.

Richard Barclay

Mr. Barclay has more than 35 years' experience in the mining industry where he has a proven record of entrepreneurial success. Mr. Barclay was a co-founder and the chief financial officer and director of Adriana

Resources Inc. from 2004 to 2010, a company listed on the TSXV with a development-stage iron ore port facility in Brazil, and developing a six-billion-tonne iron project in Northern Quebec, in joint venture with Wisco, China's 3rd largest steel corporation. From 2002 until 2005, Mr. Barclay was chief executive officer and director of Nevada Pacific Gold Ltd., formerly a TSXV listed company which was acquired by U.S. Gold in April, 2007. He was the founding president and chief executive officer of Eldorado Gold Corp., a mid-tier international gold producer listed on the Toronto Stock Exchange (the "TSX") and New York Stock Exchange (the "NYSE"), and served in that position and as a director from 1991 to 1999. He was also a co-founder of Bema Gold Corp., formerly an international gold producer listed on the TSX and NYSE, serving as chief financial officer and director from 1982 to 1992. Bema was acquired by Kinross Gold Corp. in April, 2007. Mr. Barclay is currently an executive vice president and director of China Minerals Mining Company, a company listed on the TSXV.

Within the last 10 years before the date of this Information Circular no proposed nominee for election as a director of the Company was a director or executive officer of any company (including the Company in respect of which this Information Circular is prepared) acted in that capacity for a company that was:

- (a) subject to a cease trade or similar order or an order denying the relevant company access to any exemptions under securities legislation, for more than 30 consecutive days;
- (b) subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under the securities legislation, for a period of more than 30 consecutive days;
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or has become bankrupt, 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;
- (d) subject to 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
- (e) subject to any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

APPOINTMENT OF AUDITOR

Stout & Company LLP, Chartered Accountants, 1900 College Plaza, 8215 – 112 Street, Edmonton, Alberta, will be nominated at the Meeting for appointment as auditor of the Company at a remuneration to be fixed by the directors in place of Davidson & Company LLP. The Board resolved on July 5, 2011 that Davidson & Company LLP, Chartered Accountants, not be proposed for reappointment as the auditor of the Company at the Meeting.

There have been no reportable disagreements between the Company and Davidson & Company LLP and no qualified opinions or denials of opinions by Davidson & Company LLP for the purposes of National Instrument 51-102. A copy of the Company's Reporting Package with respect to the termination of Davidson & Company LLP and proposed appointment of Stout & Company LLP as auditor of the Company (including the Notice of Change of Auditor, a letter from Davidson & Company LLP and a letter from Stout & Company LLP) is attached as Schedule "A" to this Information Circular.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

Audit Committee Charter

The Audit Committee has a charter. A copy of the audit committee charter is attached as Schedule "B" hereto.

Composition of the Audit Committee

At present, the Audit Committee consists of Anthony Jackson, Peter Schulhof and Richard Barclay. Anthony Jackson and Richard Barclay are independent within the meaning of that term as defined in section 1.4 of National Instrument 52-110 Audit Committees (“NI 52-110”). All members of the Audit Committee are financially literate as required by section 1.6 of NI 52-110.

Relevant Education and Experience

See heading “Occupation, Business or Employment of Director Nominee” for relevant education and experience for each member of the audit committee.

Each of the members of the Audit Committee has a general understanding of the accounting principles used by the Company to prepare its financing statements and will seek clarification from the Company’s auditors, where required. Each of the members of the Audit Committee also has direct experience in understanding accounting principles for private and reporting companies and experience in preparing, auditing, analyzing or evaluating financial statements similar to those of the Company.

Audit Committee Oversight

The Audit Committee has not made any recommendations to the Board to nominate or compensate any auditor other than Davidson & Company LLP and/or Stout & Company LLP.

Reliance on Certain Exemptions

The Company has not relied on any exemptions under section 2.4 *De Minimis Non-Audit Services* of NI 52-110 or an exemption granted under Part 8 (Exemptions) of NI 52-110, during the financial years ended July 31, 2010 or July 31, 2011.

Pre-Approval Policies and Procedures

The Company has adopted specific policies and procedures for the engagement of non-audit services in its Audit Committee Charter. Pursuant to section 4.4 of the Audit Committee Charter, all non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) which are proposed to be provided by the external auditors to the Company or any subsidiary of the Company shall be subject to the prior approval of the Audit Committee. The Audit Committee may delegate to one or more independent members of the Audit Committee the authority to approve non-audit services, provided any non-audit services approved in this manner must be presented to the Audit Committee at its next scheduled meeting. The Audit Committee may satisfy the requirement for the pre-approval of non-audit services if: 1) the aggregate amount of all non-audit services that were non-pre-approved is reasonably expected to constitute no more than 5% of the total amount of fees paid by the Company to the external auditor during the fiscal year in which the services are provided; or 2) the services are brought to the attention of the Audit Committee and approved, prior to completion of the audit, by the Audit Committee or by one or more of its members to whom authority to grant such approvals has been delegated.

External Auditor Service Fees (By Category)

The following table sets forth the “audit fees,” “audit-related fees,” “tax fees,” and “other fees” billed in for the fiscal year ended July 31, 2010 and the fiscal year ended July 31, 2011.

	Audit Fees (\$)	Audit-Related Fees (\$)	Tax Fees (\$)	Other Fees (\$)
For the Year ended July 31, 2010	22,300	Nil	5,000	Nil
For the Year ended July 31, 2011	20,000	Nil	5,000	Nil

Notes:

(1) “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of the Company’s consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial

statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) “Audit-Related Fees” include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

(4) “All Other Fees” include all other non-audit services.

Exemption

Pursuant to section 6.1 of NI 52-110, the Company is a “venture issuer” and is exempt from the requirements of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of NI 52-110.

CORPORATE GOVERNANCE

General

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices, as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the view of a company’s board of directors, reasonably be expected to interfere with the exercise of a director’s independent judgment.

The Board facilitates its independent supervision over management by holding regular meetings at which members of management or non-independent directors are not in attendance and by retaining independent consultants where it deems necessary.

The independent members of the Board are Anthony Jackson, Robert W. Barker and Richard Barclay.

The non-independent directors are Peter Schulhof (President and Chief Executive Officer of the Company) and Dennis Mee (Chief Financial Officer of the Company).

A majority of the Board is independent.

Directorships

Certain directors are currently serving on boards of the following other reporting companies (or equivalent) as set out below:

Name of Director	Name of Reporting Issuer	Exchange Listed
Anthony Jackson	Oceanside Capital Corp. Golden Touch Resources Corp. Dynasty Gold Corp.	TSX Venture Exchange TSX Venture Exchange TSX Venture Exchange
Dennis Mee	Aroway Energy Inc. Colossal Resources Corp. Petrostar Petroleum Corporation OSE Corp.	TSX Venture Exchange NEX TSX Venture Exchange TSX Venture Exchange
Robert W. Barker	Evolving Gold Corp. Prosperity Goldfields Corp. Novo Resources Corp.	Toronto Stock Exchange TSX Venture Exchange Canadian National Stock Exchange
Richard Barclay	China Minerals Mining Corporation Zone Resources Inc. (member of the advisory committee to the board of directors)	Toronto Stock Exchange TSX Venture Exchange

Orientation and Continuing Education

If any new directors are appointed to the Board, then the existing directors will provide a brief orientation consisting of a telephone conference and a review of material transactions effected to-date by the Company, as well as the general nature and proceedings of the Company's Board.

Given the industry experience of the existing Board, the Company does not contemplate providing continuing education for directors at this time.

Ethical Business Conduct

The Company has not adopted a policies or codes of business conduct and ethics at this time. Given the experience of the Board, and their prior dealings, the Company, at this point in time, is not taking any additional steps to encourage and promote a culture of ethical business conduct.

Nomination of Directors

The Corporate Governance Committee is comprised of Anthony Jackson, Richard Barclay and Peter Schulhof. Pursuant to the Corporate Governance Committee Charter adopted by the Company on September 22, 2009, in fulfilling its oversight responsibilities for the nominations to the Board, the committee shall: 1) establish criteria for selecting new directors which shall reflect, among other facts, a candidate's integrity and business ethics, strength of character, judgment, experience, and independence, as well as factors relating to the composition of the Board, including its size and structure, the relative strengths and experience of current board members and principles of diversity; 2) consider and recruit candidates to fill new positions on the Board; 3) review any candidate recommended by the shareholders of the Company; 4) be responsible for conducting appropriate inquiries to establish a candidate's compliance with the independent and other qualification requirements established by the Corporate Governance Committee; 5) assess the contributions of current directors in connection with the annual recommendation of a slate of nominees and at that time review the criteria for Board candidates in the context of the evaluation process and other perceived needs of the Board; and 6) recommend the director nominees for election by the shareholders.

Compensation

The Compensation Committee is comprised of Anthony Jackson, Dr. Robert Barker and Richard Barclay. Pursuant to the Compensation Committee Charter adopted by the Company on September 22, 2009, in discharging its oversight responsibilities for executive compensation and Board compensation, the committee shall: 1) review and approve on an annual basis the corporate goals and objectives relevant to the CEO's compensation; 2) evaluate at least once a year the CEO's performance in light of established goals and objectives and, based on such evaluation, shall, together with all other independent members of the Board, determine and approve the CEO's annual compensation, including, as appropriate, salary, bonus, incentive, and equity compensation; 3) review and approve on an annual basis the evaluation process and compensation structure for the Company's executive officers, including parameters for salary adjustments (at the discretion of the CEO) for officers are established; and 4) review and make recommendations to the Board with respect to the adoption, amendment, and termination of the Company's management incentive-compensation and equity-compensation plans, oversee their administration and discharge any duties imposed on the Compensation Committee by any of those plans.

Other Board Committees

At this time, the Board does not have any standing committees other than the Audit Committee, Compensation Committee, and Corporate Governance Committee

Assessments

Pursuant to the Corporate Governance Committee Charter adopted by the Company on September 22, 2009, in discharging its oversight responsibilities for the performance review of the Board, committees, and directors, the Corporate Governance Committee shall: 1) evaluate the performance of the Board on an annual basis; 2) solicit comments from all directors and report annually to the Board on its assessment of the Board's performance; and 3) evaluate the performance of individual directors and committees of the Board on a periodic basis.

STATEMENT OF EXECUTIVE COMPENSATION

Executive Compensation

In this section “Named Executive Officer” (an “NEO”) means the Chief Executive Officer (the “CEO”), the Chief Financial Officer (the “CFO”) and each of the three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed fiscal year and whose total salary and bonus exceeds \$150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an officer of the Company at the end of the most recently completed financial year end.

Christopher R. Cooper, former President and CEO, Kamal K. Nagra, former CFO, and Dennis Mee, current CFO, are each an “NEO” of the Company for the purposes of the following disclosure. The compensation paid to the NEOs during the Company’s two most recently completed financial years is as set out below:

Compensation Discussion and Analysis

The members of the Compensation Committee for the fiscal years ended July 31, 2010 and July 31, 2011 were Christopher R. Cooper, Glen Macdonald and Anthony Jackson. Mr. Macdonald and Mr. Jackson were independent members of the Compensation Committee. Mr. Cooper resigned as an officer and director of the Company on August 24, 2011. Mr. Macdonald resigned as a director of the Company on September 6, 2011. A new Compensation Committee will be appointed following the Meeting.

The Company’s compensation policies and programs are designed to be competitive with similar mining companies and to recognize and reward executive performance consistent with the success of the Company’s business. These policies and programs are intended to attract and retain capable and experienced people. The Compensation Committee’s role and philosophy is to ensure that the Company’s compensation goals and objectives, as applied to the actual compensation paid to the Company’s CEO and other executive officers, are aligned with the Company’s overall business objectives and with shareholder interests.

In addition to industry comparables, the Compensation Committee considers a variety of factors when determining both compensation policies and programs and individual compensation levels. These factors include the long-range interests of the Company and its shareholders, overall financial and operating performance of the Company and the Compensation Committee’s assessment of each executive’s individual performance and contribution toward meeting corporate objectives.

The function of the Compensation Committee is to assist the Board in fulfilling its responsibilities relating to the compensation practices of the executive officers of the Compensation Company. The Committee has been empowered to review the compensation levels of the executive officers of the Company and to report thereon to the Board of Directors; to review the strategic objectives of the stock option and other stock-based compensation plans of the Company and to set stock based compensation; and to consider any other matters which, in the Committee’s judgment, should be taken into account in reaching the recommendation to the Board concerning the compensation levels of the Company’s executive officers.

Base Salary

In the Board’s view, paying base salaries which are reasonable in relation to the level of service expected while remaining competitive in the markets in which the Company operates is a first step to attracting and retaining qualified and effective executives.

Bonus Incentive Compensation

The Company’s objective is to achieve certain strategic objectives and milestones. The Board will consider executive bonus compensation dependent upon the Company meeting those strategic objectives and milestones and sufficient cash resources being available for the granting of bonuses. The Board approves executive bonus compensation dependent upon compensation levels based on recommendations of the Chief Executive Officer. Such recommendations are generally based on information provided by issuers that are similar in size and scope to the Company’s operations.

Equity Participation

The Company believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Company's stock option plan. Stock options are granted to executives and employees taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and competitive factors. The amounts and terms of options granted are determined by the Board based on recommendations put forward by the CEO. Due to the Company's limited financial resources, the Company emphasises the provisions of option grants to maintain executive motivation.

Actions, Decisions or Policies Made After July 31, 2011

Given the evolving nature of the Company's business, the Board continues to review and redesign the overall compensation plan for senior management so as to continue to address the objectives identified above.

On August 24, 2011, Peter Schulhof was appointed as President, CEO and a director. Christopher R. Cooper resigned as President, CEO and a director.

On September 6, 2011, Richard Barclay was appointed as a director to replace Glen Macdonald who resigned as a director.

Option-Based Awards

The Board adopted a share option plan on September 22, 2009 (the "Plan"), to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. Management proposes stock option grants to the Board based on such criteria as performance, previous grants, and hiring incentives. All grants require approval of the Board. The Plan is administered by the CEO and CFO and provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company.

Summary Compensation Table

The Company was designated as a "capital pool company" pursuant to the policies of the TSXV until May 4, 2010, when it commenced trading on the TSXV. Accordingly, no compensation was paid to any NEO of the Company until the completion of the qualifying transaction in May 2010.

The compensation paid to the NEOs during the Company's two most recently completed financial years of July 31, 2010 and July 31, 2011 is as set out below and expressed in Canadian dollars unless otherwise noted:

Name and principal position	Year	Salary (\$)	Option-based awards (\$)	Non-equity incentive plan compensation		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
				Annual incentive plans (\$)	Long-term incentive plans (\$)			
Dennis Mee ⁽³⁾ CFO	2011	11,000	Nil	Nil	Nil	Nil	Nil	11,000
Christopher R. Cooper ⁽¹⁾ Former President and CEO	2011	44,000	Nil	Nil	Nil	Nil	Nil	44,000
	2010	21,000	22,500	Nil	Nil	Nil	Nil	43,500
Kamal K. Nagra ⁽²⁾ Former CFO	2011	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2010	7,800	Nil	Nil	Nil	Nil	Nil	7,800

Notes:

- (1) Mr. Cooper resigned as President and CEO on August 24, 2011.
- (2) Mr. Nagra resigned as CFO on August 10, 2010.
- (3) Mr. Mee was appointed as CFO on August 26, 2010.

Incentive Plan Awards

Outstanding Share-based Awards and Option-based Awards

The following table sets out all option-based awards and share-based awards outstanding as at July 31, 2011, for each NEO:

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 ⁽²⁾ options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Christopher R. Cooper	150,000 ⁽¹⁾	\$0.25	Nov. 24/11	\$22,500	Nil	Nil
Kamal K. Nagra	Nil	Nil	Nil	Nil	Nil	Nil
Dennis Mee	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) These options were granted on May 4, 2010. As Mr. Cooper resigned as a director and officer on August 24, 2011, the options will expire on November 24, 2011.
- (2) These options were granted effective May 4, 2010. “In-the-money” options means the excess of the market value of the Common Shares on May 4, 2010 over the exercise price of the options. At the close of trading on May 4, 2010, the Common Shares had a market value of \$0.40 per Common Share.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out the value vested or earned under incentive plans during the year ended July 31, 2011, for each NEO:

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 (\$)
Christopher R. Cooper	Nil	Nil	Nil
Kamal K. Nagra	Nil	Nil	Nil
Dennis Mee	Nil	Nil	Nil

Notes:

- (1) Mr. Cooper resigned as President and CEO on August 24, 2011.
- (2) Mr. Nagra resigned as CFO on August 10, 2010.
- (3) Mr. Mee was appointed as CFO on August 26, 2010.

See “*Securities Authorized under Equity Compensation Plans*” below for further information on the Company’s Share Option Plan.

Termination and Change of Control Benefits

As of July 31, 2011, the Company had no agreements with any of its NEOs concerning severance payments of cash or equity compensation as a result of termination of their arrangement with the Company or as a result of a change of control of the Company

Director Compensation

Dr. Barker is paid \$1,000 per month. No other director receives monthly compensation and no director receives compensation for attending Board meetings or Committee meetings.

The compensation provided to the directors who were not an NEO for the Company's two most recently completed financial years of July 31 2010 and July 31, 2011 is:

Name	Year End	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Anthony Jackson ⁽¹⁾	2010	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2011	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Glen Macdonald ⁽²⁾	2010	Nil	Nil	\$11,250	Nil	Nil	Nil	\$11,250
	2011	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Robert W. Barker ⁽³⁾	2011	\$5,000	Nil	\$0	Nil	Nil	Nil	Nil

Notes:

- (1) Mr. Jackson was appointed as a director on July 3, 2009.
- (2) Mr. Macdonald resigned as a director on September 6, 2011.
- (3) Mr. Barker was appointed as a director on February 15, 2011.

The following table sets out all option-based awards and share-based awards outstanding as at July 31, 2011, for a director who was not an NEO for the Company:

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 (\$)
Anthony Jackson	75,000	\$0.25	May 4, 2015	\$11,250 ⁽³⁾	Nil	Nil
Glen Macdonald ⁽¹⁾	75,000	\$0.25	Dec. 6, 2011	\$11,250 ⁽³⁾	Nil	Nil
Robert W. Barker ⁽²⁾	200,000	\$0.40	Feb. 22, 2016	Nil ⁽⁴⁾	Nil	Nil

Notes:

- (1) As Mr. Macdonald resigned as a director on September 6, 2011, his options expire on December 6, 2011.
- (2) Richard Barclay was appointed as a director on September 6, 2011, following the year end of the Company. He was granted options to purchase 200,000 Common Shares on February 22, 2011, as a consultant.
- (3) These options were granted effective May 4, 2010. "In-the-money" options means the excess of the market value of the Common Shares on May 4, 2010 over the exercise price of the options. At the close of trading on May 4, 2010, the Common Shares had a market value of \$0.40 per Common Share.
- (4) These options were granted effective February 22, 2011. "In-the-money" options means the excess of the market value of the Common Shares on February 22, 2011 over the exercise price of the options. At the close of trading on February 22, 2011, the Common Shares had a market value of \$0.40 per Common Share.

The following table sets out the value vested or earned under incentive plans during the year ended July 31, 2011, for a director, excluding a director who is already set out in disclosure for an NEO for the Company:

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 (\$)
Anthony Jackson	Nil	Nil	Nil
Glen Macdonald	Nil	Nil	Nil
Robert W. Barker	\$0	Nil	Nil

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

See heading "Option Based Awards" above for disclosure on the only equity compensation plan which the Company has in place at the date hereof.

The following table sets out equity compensation plan information as at the end of the financial year ended July 31, 2011.

Equity Compensation Plan Information

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders - (the Share Plan)	1,050,000	\$0.387	272,599
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	1,050,000	\$0.387	272,599

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company as of the end of the most recently completed financial year or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

This Information Circular, including the disclosure below, briefly describes (and, where practicable, states the approximate amount) of any material interest, direct or indirect, of any informed person of the Company, any proposed director of the Company, or any associate or affiliate of any informed person or proposed director, 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 or any of its subsidiaries.

MANAGEMENT CONTRACTS

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

PARTICULARS OF MATTERS TO BE ACTED UPON

A. New Rolling Share Option Plan

TSXV policy requires all of its listed companies to have a stock option plan if the company intends to grant options. On September 22, 2009, the Board approved adoption of a share option plan (the "Existing Plan") in order to comply with regulatory requirements of the TSXV. The Existing Plan is a 10% maximum rolling plan. Options granted under the Existing Plan are not exercisable for a period longer than 10 years and the exercise price must be paid in full upon exercise of the option. During the Company's financial year ended July 31, 2011 and to the date of mailing of this Information Circular, options have been granted and remain outstanding to purchase an aggregate of 1,050,000 Common Shares.

Effective January 1, 2011, amendments to the *Income Tax Act* (Canada) require the Company to withhold, and remit to Canada Revenue Agency, the estimated tax on the deemed benefit arising from the exercise of options to purchase shares in the Company.

On September 7, 2011 the Board approved the adoption of a new share option plan (the "New Plan") to comply with the current policies of the TSXV and the amendments to the *Income Tax Act* (Canada) which impose withholding obligations on taxable benefits arising at the time options are exercised. The New Plan is subject to approval of the TSXV and the shareholders of the Company. The New Plan has been established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The New Plan is administered by the CEO and CFO of the

Company. The New Plan provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company. The New Plan also provides that the number of Common Shares issuable under the New Plan, together with all of the Company's other previously established or proposed share compensation arrangements, may not exceed 10% of the total number of the Company's issued and outstanding Common Shares from time to time. Pursuant to the New Plan all options expire on a date not later than 10 years after the date of grant of an option. All options outstanding under the Existing Plan will be rolled into the New Plan.

Pursuant to the policies of the TSXV, the New Plan requires shareholder approval for continuation at every annual meeting of the Company by ordinary resolution.

The New Plan, is also a rolling plan, and a maximum of 10% of the issued and outstanding Common Shares of the Company at the time an option is granted, less Common Shares reserved for issuance on exercise of options then outstanding under the New Plan, are reserved for options to be granted at the discretion of the Board to eligible optionees (an "Optionee"). The outstanding options to purchase an aggregate of 1,050,000 Common Shares granted under the Existing Plan represent approximately 7.8% of the outstanding Common Shares in the capital of the Company as at September 20, 2011. If the New Plan is approved by shareholders, all outstanding options will be rolled into and deemed granted under the New Plan.

The New Plan is subject to the following restrictions:

- (a) The Company must not grant an option to a director, employee, consultant, or consultant company (the "Service Provider") in any 12 month period that exceeds 5% of the outstanding Common Shares, unless the Company has obtained approval to do so by a majority of the votes cast by the shareholders of the Company eligible to vote at a shareholders' meeting, excluding votes attaching to Common Shares beneficially owned by Insiders and their Associates ("Disinterested Shareholder Approval");
- (b) The aggregate number of options granted to a Service Provider conducting Investor Relations Activities in any 12 month period must not exceed 2% of the outstanding Common Shares calculated at the date of the grant, without the prior consent of the TSXV;
- (d) The Company must not grant an option to a Consultant in any 12 month period that exceeds 2% of the outstanding Common Shares calculated at the date of grant of the option;
- (e) The aggregate number of Common Shares reserved for issuance under options granted to Insiders must not exceed 10% of the outstanding Common Shares (in the event that the New Plan is amended to reserve for issuance more than 10% of the outstanding Common Shares) unless the Company has obtained Disinterested Shareholder Approval to do so;
- (f) The number of Optioned Shares issued to Insiders in any 12 month period must not exceed 10% of the outstanding shares (in the event that the New Plan is amended to reserve for issuance more than 10% of the outstanding shares) unless the Company has obtained Disinterested Shareholder Approval to do so;
- (g) The issuance to any one Optionee within a 12 month period of a number of Common Shares must not exceed 5% of outstanding Common Shares unless the Company has obtained Disinterested Shareholder Approval to do so; and
- (h) The exercise price of an option previously granted to an Insider must not be reduced, unless the Company has obtained Disinterested Shareholder Approval to do so.

Material Terms of the New Plan

The following is a summary of the material terms of the New Plan:

- (a) Persons who are Service Providers to the Company or its affiliates, or who are providing services to the Company or its affiliates, are eligible to receive grants of options under the New Plan;

- (b) Options granted under the New Plan are non-assignable and non-transferable and are issuable for a period of up to 10 years;
- (c) For options granted to Service Providers, the Company must ensure that the proposed Optionee is a bona fide Service Provider of the Company or its affiliates;
- (d) an Option granted to any Service Provider will expire within one year (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the Optionee at any time prior to expiry of the Option), after the date the Optionee ceases to be employed by or provide services to the Company, but only to the extent that such Option was vested at the date the Optionee ceased to be so employed by or to provide services to the Company;
- (e) if an Optionee dies, any vested option held by him or her at the date of death will become exercisable by the Optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to such option;
- (f) in the case of an Optionee being dismissed from employment or service for cause, such Optionee's options, whether or not vested at the date of dismissal, will immediately terminate without right to exercise same;
- (g) the exercise price of each option will be set by the Board on the effective date of the option and will not be less than the Discounted Market Price (as defined in the New Plan);
- (h) vesting of options shall be at the discretion of the Board, and will generally be subject to: (i) the Service Provider remaining employed by or continuing to provide services to the Company or its affiliates, as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or its affiliates during the vesting period; or (ii) the Service Provider remaining as a Director of the Company or its affiliates during the vesting period; and
- (i) The Board reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the New Plan with respect to all New Plan shares in respect of options which have not yet been granted under the New Plan.

The Board has determined that, in order to reasonably protect the rights of participants, as a matter of administration, it is necessary to clarify when amendments to the New Plan may be made by the Board without further shareholder approval. Accordingly, the Board proposes that the New Plan also provide the following:

- (a) The Board may, without shareholder approval:
 - (i) amend the New Plan to correct typographical, grammatical or clerical errors;
 - (ii) change the vesting provisions of an option granted under the New Plan, subject to prior written approval of the TSX Venture, if applicable;
 - (iii) change the termination provision of an option granted under the New Plan if it does not entail an extension beyond the original expiry date of such option;
 - (iv) make such amendments to the New Plan as are necessary or desirable to reflect changes to securities laws applicable to the Company;
 - (v) make such amendments as may otherwise be permitted by the TSXV Policies;
 - (vi) if the Company becomes listed or quoted on a stock exchange or stock market senior to the TSXV, make such amendments as may be required by the policies of such senior stock exchange or stock market; and
 - (vii) amend the New Plan to reduce the benefits that may be granted to Service Providers.

A copy of the New Plan will be available for inspection at the Meeting.

Shareholder Approval

At the Meeting, Shareholders will be asked to consider and vote on an ordinary resolution to adopt the New Plan, with or without variation, as follows:

“Resolved, that:

- (a) the Share Option Plan dated for reference September 7, 2011 (the “New Plan”) be ratified and approved;
- (b) all outstanding options be rolled into the New Plan;
- (c) to the extent permitted by law, the Company be authorized to abandon all or any part of the New Plan if the directors deem it appropriate and in the best interests of the Company to do so; and
- (d) any one or more of the directors and officers of the Company be authorized to perform all such acts, deeds and things and execute, under seal of the Company or otherwise, all such documents as may be required to give effect to this resolution.”

The Board recommends that shareholders vote in favour of the New Plan.

An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast in person or by proxy.

B. Articles.

The Articles of a company, among other things, set out rules for the conduct of its business and affairs. The current Articles of the Company were adopted in 2007.

At the Meeting, Shareholders will be asked to approve certain alterations to the Company’s current Articles. The proposed alterations are considered appropriate as a result of the proclamation of the *Securities Transfer Act* (British Columbia) (“STA”) and to ensure that the Company’s corporate charter facilitates the use of uncertificated shares and electronic record keeping systems currently in use worldwide and which are being increasingly adopted in Canada.

STA permits the use of electronic record-keeping and uncertificated securities. Due to the proclamation of STA the Company wishes to amend certain sections of its Articles to ensure confirmation is sent to each holder of an uncertificated share by written notice to the shareholder pursuant to the current provisions of the BCA. The amendments are intended to modernize the Company’s corporate charter to more readily permit the use of uncertificated shares and electronic trading.

The material concerns arising from the amendments to the BCA and which are reflected in the proposed amendments to the Articles include the following:

1. If the shares of which a shareholder is the registered owner are not uncertificated shares, such shareholders will be entitled either to (a) one share certificate representing the shares of each class or series of shares registered in the shareholder’s name; or (b) a non-transferable written acknowledgment of the shareholder’s right to obtain such a share certificate. Shareholders holding uncertificated shares will receive written notice of any issue or transfer of those shares.
2. Currently, the Articles provide that for a share transfer to be effective the Company must receive a “duly signed instrument of transfer”. In electronic delivery, in certain circumstances where transfers are effected by brokers on behalf of their clients, a signed instrument of transfer is not provided to the Company. The amendments permit the transfer of shares to occur upon receipt by the Company or its transfer agent of a written instrument of transfer.
3. Currently, the Articles provide that the instrument of transfer must be in the form approved by the directors. The amendments make the acceptance of the form of instrument of transfer by providing that the instrument of transfer be in a form either approved by the directors or by the transfer agent and registrar of the Company.

The alterations to be made to the Company's existing Articles are detailed in Schedule C attached hereto.

At the Meeting, Shareholders will be asked to consider and vote on an ordinary resolution, with or without variation, as follows:

“Resolved, that:

- (1) the Articles of the Company be altered as set out on Schedule “C” hereto;
- (2) the alterations to the Articles of the Company referred to above do not take effect until the date and time that these resolutions are received for deposit at the records office of the Company;
- (3) any director of the Company be authorized for and on behalf of the Company to do such things and to execute and deliver, all such forms and other documents as such director may consider advisable in connection herewith and to take all such action and do all such things to give effect to the transaction contemplated herein and the execution by any one director shall be conclusive proof of his or her authority to execute the same for and on behalf of the Company; and
- (4) the directors have the right to revoke this resolution.”

The Board recommends that shareholders vote in favour of the above resolution.

A copy of the Articles will be available at the Meeting.

ADDITIONAL INFORMATION

Financial information is provided in the audited financial statements of the Company for the fiscal years ended July 31, 2010 and July 31, 2011 and in the related management's discussion and analyses, and additional information relating to the Company is filed on SEDAR at www.Sedar.com and is available upon request from the Company's Secretary at telephone no. (604) 630-7494 or fax number (604) 909-2679. Copies of documents will be provided free of charge to security holders of the Company. The Company may require payment of a reasonable charge from any person or company who is not a securityholder of the Company, who requests a copy of any such document.

OTHER MATTERS

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this Information Circular.

The contents of this Information Circular and its distribution to shareholders have been approved by the Board.

DATED at Vancouver, British Columbia, September 30, 2011.

BY ORDER OF THE BOARD

“Peter Schulhof”

Peter Schulhof
President and Chief Executive Officer

Schedule "A"

Change of Auditor Reporting Package

Westridge Resources Inc.
Suite 1910-1055 West Hastings Street, Vancouver, B.C. V6E 2E9
P - 604-304-4087 – F - 604-909-2679

Davidson & Company LLP
Chartered Accountants
1200 - 609 Granville Street
P.O. Box 10372, Pacific Centre
Vancouver, BC V7Y 1G6

and

Stout & Company LLP
Chartered Accountants
1900 College Plaza, 8215 - 112 Street
Edmonton, AB T6G 2C8

Dear Sirs:

Re: Notice of Change of Auditor

The Directors of Westridge Resources Inc. (the "Company") do not propose to re-appoint Davidson & Company LLP, Chartered Accountants, at its next annual general meeting of shareholders and have requested the resignation of Davidson & Company LLP as auditors for the Company effective July 5, 2011. The Directors of the Company propose to appoint Stout & Company LLP, Chartered Accountant, as auditor for the Company to fill the vacancy created by Davidson & Company LLP, effective July 5, 2011 and to appoint Stout & Company LLP, as the Company's auditors at its next annual general meeting of shareholders.

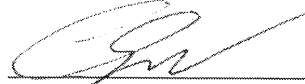
We confirm that there have been no reportable events as defined in NI 51-102 with Davidson & Company LLP, and there have been no adverse, qualified or denied audit opinions contained in the auditors' reports on the Company's annual financial statements for the preceding two fiscal years, and there are no similar reservations contained in any auditors' report or comments on interim financial statements for any subsequent period preceding the date of this notice.

The proposal to change the Company's auditor has been considered and approved by the Audit Committee and the Board of Directors of the Company, and is further subject to the approval of the shareholders of the Company, which will be sought at the Company's next annual general meeting.

DATED at Vancouver, British Columbia this 5th day of July, 2011.

BY ORDER OF THE BOARD

WESTRIDGE RESOURCES INC.



Chris Cooper
Chief Executive Officer

DAVIDSON & COMPANY LLP — Chartered Accountants — A Partnership of Incorporated Professionals

July 7, 2011

British Columbia Securities Commission
PO Box 10142, Pacific Centre
12th Floor, 701 West Georgia Street
Vancouver, BC
V7Y 1L2

Ontario Securities Commission
20 Queen Street West, 19th Floor, Box 55
Toronto Ontario
M5H 3S8

Alberta Securities Commission
4th Floor, 300 - 5th Avenue S.W.
Calgary, AB
T2P 3C4

Dear Sirs:

Re: Westridge Resources Inc. (the "Company")
Notice Pursuant to NI 51 – 102 of Change of Auditor

In accordance with National Instrument 51-102, we have read the Company's Change of Auditor Notice dated July 5, 2011 and agree with the information contained therein, based upon our knowledge of the information at this date.

Should you require clarification or further information, please do not hesitate to contact the writer.

Yours very truly,



DAVIDSON & COMPANY LLP
Chartered Accountants

cc: TSX Venture Exchange



1200 - 609 Granville Street, P.O. Box 10372, Pacific Centre, Vancouver, B.C., Canada V7Y 1G6
Telephone (604) 687-0947 Fax (604) 687-6172

STOUT & COMPANY LLP
Chartered Accountants
1900 College Plaza, 8215 – 112 Street
Edmonton, AB T6G 2C8

July 5, 2011

British Columbia Securities Commission
12th Floor, P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, B.C. V7Y 1L2

Alberta Securities Commission
4th Floor, 300 - 5th Avenue S.W.
Calgary, Alberta, T2P 3C4

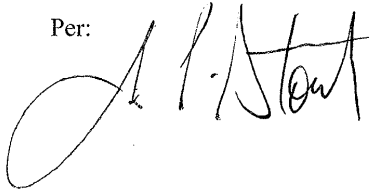
Ontario Securities Commission
Suite 1800, Box 55,
20 Queen Street West
Toronto, Ontario M5H 3S8

In accordance with National Instrument 51-102 *Continuous Disclosure Obligations*, we have read the Company's Notice of Change of Auditor dated July 5, 2011 and agree with the information contained therein, based upon our knowledge of the information as at this date.

Yours very truly,

Stout & Company Llp

Per:

A handwritten signature in black ink, appearing to read "A. P. Stout". The signature is written in a cursive style with a large loop at the beginning.

4564136.1

Schedule "B"

Audit Committee Charter

WESTRIDGE RESOURCES INC. (the "Company")

AUDIT COMMITTEE CHARTER

1. Mandate

The audit committee will assist the board of directors (the "Board") in fulfilling its financial oversight responsibilities. The audit committee will review and consider in consultation with the auditors the financial reporting process, the system of internal control and the audit process. In performing its duties, the audit committee will maintain effective working relationships with the Board, management, and the external auditors. To effectively perform his or her role, each audit committee member must obtain an understanding of the principal responsibilities of audit committee membership as well as the Company's business, operations and risks.

2. Composition

The Board will appoint from among their membership an audit committee after each annual general meeting of the shareholders of the Company. The audit committee will consist of a minimum of three directors.

2.1 *Independence*

A majority of the members of the audit committee must not be officers, employees or control persons of the Company.

2.2 *Expertise of Committee Members*

Each member of the audit committee must be financially literate or must become financially literate within a reasonable period of time after his or her appointment to the committee. At least one member of the audit committee must have accounting or related financial management expertise. The Board shall interpret the qualifications of financial literacy and financial management expertise in its business judgment and shall conclude whether a director meets these qualifications.

3. Meetings

The audit committee shall meet in accordance with a schedule established each year by the Board, and at other times that the audit committee may determine. The audit committee shall meet at least annually with the Company's Chief Financial Officer and external auditors in separate executive sessions.

4. Roles and Responsibilities

The audit committee shall fulfill the following roles and discharge the following responsibilities:

4.1 *External Audit*

The audit committee shall be directly responsible for overseeing the work of the external auditors in preparing or issuing the auditor's report, including the resolution of disagreements between management and the external auditors regarding financial reporting and audit scope or procedures. In carrying out this duty, the audit committee shall:

- (a) recommend to the Board the external auditor to be nominated by the shareholders for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company;
- (b) review (by discussion and enquiry) the external auditors' proposed audit scope and approach;
- (c) review the performance of the external auditors and recommend to the Board the appointment or discharge of the external auditors;
- (d) review and recommend to the Board the compensation to be paid to the external auditors; and
- (e) review and confirm the independence of the external auditors by reviewing the non-audit services provided and the external auditors' assertion of their independence in accordance with professional standards.

4.2 *Internal Control*

The audit committee shall consider whether adequate controls are in place over annual and interim financial reporting as well as controls over assets, transactions and the creation of obligations, commitments and liabilities of the Company. In carrying out this duty, the audit committee shall:

- (a) evaluate the adequacy and effectiveness of management's system of internal controls over the accounting and financial reporting system within the Company; and
- (b) ensure that the external auditors discuss with the audit committee any event or matter which suggests the possibility of fraud, illegal acts or deficiencies in internal controls.

4.3 *Financial Reporting*

The audit committee shall review the financial statements and financial information prior to its release to the public. In carrying out this duty, the audit committee shall:

General

- (a) review significant accounting and financial reporting issues, especially complex, unusual and related party transactions; and

- (b) review and ensure that the accounting principles selected by management in preparing financial statements are appropriate.

Annual Financial Statements

- (a) review the draft annual financial statements and provide a recommendation to the Board with respect to the approval of the financial statements;
- (b) meet with management and the external auditors to review the financial statements and the results of the audit, including any difficulties encountered; and
- (c) review management's discussion & analysis respecting the annual reporting period prior to its release to the public.

Interim Financial Statements

- (a) review and approve the interim financial statements prior to their release to the public; and
- (b) review management's discussion & analysis respecting the interim reporting period prior to its release to the public.

Release of Financial Information

- (a) where reasonably possible, review and approve all public disclosure, including news releases, containing financial information, prior to its release to the public.

4.4 *Non-Audit Services*

All non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) which are proposed to be provided by the external auditors to the Company or any subsidiary of the Company shall be subject to the prior approval of the audit committee.

Delegation of Authority

- (a) The audit committee may delegate to one or more independent members of the audit committee the authority to approve non-audit services, provided any non-audit services approved in this manner must be presented to the audit committee at its next scheduled meeting.

De-Minimis Non-Audit Services

- (a) The audit committee may satisfy the requirement for the pre-approval of non-audit services if:
 - (i) the aggregate amount of all non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount

of fees paid by the Company and its subsidiaries to the external auditor during the fiscal year in which the services are provided; or

(ii) the services are brought to the attention of the audit committee and approved, prior to the completion of the audit, by the audit committee or by one or more of its members to whom authority to grant such approvals has been delegated.

Pre-Approval Policies and Procedures

(a) The audit committee may also satisfy the requirement for the pre-approval of non-audit services by adopting specific policies and procedures for the engagement of non-audit services, if:

(i) the pre-approval policies and procedures are detailed as to the particular service;

(ii) the audit committee is informed of each non-audit service; and

(iii) the procedures do not include delegation of the audit committee's responsibilities to management.

4.5 *Other Responsibilities*

The audit committee shall:

(a) establish procedures for the receipt, retention and treatment of complaints received by the company regarding accounting, internal accounting controls, or auditing matters;

(b) establish procedures for the confidential, anonymous submission by employees of the company of concerns regarding questionable accounting or auditing matters;

(c) ensure that significant findings and recommendations made by management and external auditor are received and discussed on a timely basis;

(d) review the policies and procedures in effect for considering officers' expenses and perquisites;

(e) perform other oversight functions as requested by the Board; and

(f) review and update this Charter and receive approval of changes to this Charter from the Board.

4.6 *Reporting Responsibilities*

The audit committee shall regularly update the Board about audit committee activities and make appropriate recommendations.

5. Resources and Authority of the Audit Committee

The audit committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to

- (a) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (b) set and pay the compensation for any advisors employed by the audit committee; and
- (c) communicate directly with the internal and external auditors.

6. Guidance – Roles & Responsibilities

The following guidance is intended to provide the audit committee members with additional guidance on fulfillment of their roles and responsibilities on the committee:

6.1 Internal Control

- (a) evaluate whether management is setting the goal of high standards by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities;
- (b) focus on the extent to which external auditors review computer systems and applications, the security of such systems and applications, and the contingency plan for processing financial information in the event of an IT systems breakdown; and
- (c) gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.

6.2 Financial Reporting

General

- (a) review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements; and
- (b) ask management and the external auditors about significant risks and exposures and the plans to minimize such risks; and
- (c) understand industry best practices and the Company's adoption of them.

Annual Financial Statements

- (a) review the annual financial statements and determine whether they are complete and consistent with the information known to committee members, and assess whether

the financial statements reflect appropriate accounting principles in light of the jurisdictions in which the Company reports or trades its shares;

- (b) pay attention to complex and/or unusual transactions such as restructuring charges and derivative disclosures;
- (c) focus on judgmental areas such as those involving valuation of assets and liabilities, including, for example, the accounting for and disclosure of loan losses; warranty, professional liability; litigation reserves; and other commitments and contingencies;
- (d) consider management's handling of proposed audit adjustments identified by the external auditors; and
- (e) ensure that the external auditors communicate all required matters to the committee.

Interim Financial Statements

- (a) be briefed on how management develops and summarizes interim financial information, the extent to which the external auditors review interim financial information;
- (b) meet with management and the auditors, either telephonically or in person, to review the interim financial statements; and
- (c) to gain insight into the fairness of the interim statements and disclosures, obtain explanations from management on whether:
 - (i) actual financial results for the quarter or interim period varied significantly from budgeted or projected results;
 - (ii) changes in financial ratios and relationships of various balance sheet and operating statement figures in the interim financials statements are consistent with changes in the company's operations and financing practices;
 - (iii) generally accepted accounting principles have been consistently applied;
 - (iv) there are any actual or proposed changes in accounting or financial reporting practices;
 - (v) there are any significant or unusual events or transactions;
 - (vi) the Company's financial and operating controls are functioning effectively;
 - (vii) the Company has complied with the terms of loan agreements, security indentures or other financial position or results dependent agreement; and

(viii) the interim financial statements contain adequate and appropriate disclosures.

6.3 *Compliance with Laws and Regulations*

- (a) periodically obtain updates from management regarding compliance with this policy and industry “best practices”;
- (b) be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements; and
- (c) review the findings of any examinations by securities regulatory authorities and stock exchanges.

6.4 *Other Responsibilities*

- (a) review, with the Company’s counsel, any legal matters that could have a significant impact on the Company’s financial statements.

Schedule “C”

Alteration of Articles

Pursuant to Article 2 and the Articles of the Company, that the existing Articles of the Company be altered as follows:

1. Article 2.3 – Shareholder Entitled to Certificate or Acknowledgement be amended by deleting that paragraph and substituting the following:

Shareholder Entitled to Certificate Acknowledgment or Written Notice

2.3 Unless the shares of which the shareholder is the registered owner are uncertificated shares, each shareholder is entitled, without charge, to (a) one share certificate representing the shares of each class or series of shares registered in the shareholder’s name or (b) a non-transferable written acknowledgment of the shareholder’s right to obtain such a share certificate, provided that in respect of a share held jointly by several persons, the Company is not bound to issue more than one share certificate and delivery of a share certificate for a share to one of several joint shareholders or to one of the shareholders’ duly authorized agents will be sufficient delivery to all. The Company must send to a holder of an uncertificated share a written notice containing the information required by the Business Corporations Act (British Columbia) (the “Act”) within a reasonable time after the issue or transfer of such share.

2. Article 2.4 – Delivery by Mail be amended by deleting that paragraph and substituting the following:

Delivery by Mail

2.4 Any share certificate or non-transferable written acknowledgment of a shareholder’s right to obtain a share certificate, or written notice of the issue or transfer of an uncertificated share may be sent to the shareholder by mail at the shareholder’s registered address and neither the Company nor any director, officer or agent of the Company is liable for any loss to the shareholder because the share certificate, acknowledgement or written notice is lost in the mail or stolen.

3. Article 2.6 – Replacement of Lost, Stolen or Destroyed Certificate or Acknowledgement be amended by deleting that paragraph and substituting the following as paragraph 2.6:

Replacement of Lost, Stolen or Destroyed Certificate or Acknowledgment

2.6 If a share certificate or a non-transferable written acknowledgment of a shareholder’s right to obtain a share certificate is lost, stolen or destroyed, a replacement share certificate or acknowledgment, as the case may be, must be issued to the person entitled to that share certificate or acknowledgment, if the requirements of the Act are satisfied, as the case may be, if the directors receive:

Pursuant to Article 5 and the Articles of the Company, that the existing Articles of the Company be altered as follows:

4. Deleting Article 5.1, (a), (b), (c) & (d) – Registering Transfers in its entirety and substituting the following as paragraph 5.1, (a), (b), (c) & (d):

Registering Transfers

5.1 A transfer of a share of the Company must not be registered unless:

- (a) a duly signed instrument of transfer in respect of the share has been received by the Company (which may be a separate document or endorsed on the share certificate for the shares transferred) made by the shareholder or other

appropriate person or by an agent who has actual authority to act on behalf of the person;

(b) if a share certificate has been issued by the Company in respect of the share to be transferred, that share certificate has been surrendered to the Company; and

(c) if a non-transferable written acknowledgment of the shareholder's right to obtain a share certificate has been issued by the Company in respect of the share to be transferred, that acknowledgment has been surrendered to the Company;

(d) such other evidence, if any, as the Company or the transfer agent or registrar for the class or series of share to be transferred may require to prove the title of the transferor or the transferor's right to transfer the share, that the written instrument of transfer is genuine and the right of the transferee to have the transfer registered.

5. Article 5.2 – Form of Instrument of Transfer be amended by deleting that paragraph and substituting the following as paragraph 5.2:

Form of Instrument of Transfer

5.2 The instrument of transfer in respect of any share of the Company must be either in the form, if any, on the back of the Company's share certificates of that class or series or in any other form that may be approved by the directors from time to time or by the transfer agent or registrar for those shares.

6. Article 5.4 – Signing of Instrument of Transfer be amended by deleting that paragraph and substituting the following as paragraph 5.4:

Signing of Instrument of Transfer

5.4 If a shareholder, or his or her duly authorized attorney, signs an instrument of transfer in respect of shares registered in the name of the shareholder, the signed instrument of transfer constitutes a complete and sufficient authority to the Company and its directors, officers and agents to register the number of shares specified in the instrument of transfer or specified in any other manner, or, if no number is specified, all the shares represented by the share certificates or set out in the written acknowledgments deposited with the instrument of transfer, or if the shares are uncertificated shares, then all of the shares registered in the name of the shareholder on the central securities register;

Pursuant to Article 6 and the Articles of the Company, that the existing Articles of the Company be altered as follows:

7. Article 6.1 – Legal Personal Representative Recognized on Death be amended by deleting that paragraph and substituting the following as paragraph 6.1:

Legal Personal Representative Recognized on Death

6.1 In case of the death of a shareholder, the legal personal representative of the shareholder, or in the case of shares registered in the shareholder's name and the name of another person in joint tenancy, the surviving joint holder, will be the only person recognized by the Company as having any title to the shareholder's interest in the shares. Before recognizing a person as a legal personal representative of a shareholder, the Company shall receive the documentation required by the Act.

Pursuant to Article 23 and the Articles of the Company, that the existing Articles of the Company be altered as follows:

8. Adding the following as paragraph 23.3:

Remuneration of Auditor

23.3 The directors may set the remuneration of the auditor of the Company.

Pursuant to Articles 24 and the Articles of the Company, that the existing Articles of the Company be altered as follows:

9. Deleting Article 24. 2 – Deemed Receipt of Mailing in its entirety and substituting the following paragraph as 24.2 (a), (b) & (c):

Deemed Receipt of Mailing

24.2 A notice, statement, report or other record that is:

- (a) mailed to a person by ordinary mail to the applicable address for that person referred to in §24.1 is deemed to be received by the person to whom it was mailed on the day (Saturdays, Sundays and holidays excepted) following the date of mailing;
- (b) faxed to a person to the fax number provided by that person referred to in §24.1 is deemed to be received by the person to whom it was faxed on the day it was faxed;
and
- (c) emailed to a person to the e-mail address provided by that person referred to in §24.1 is deemed to be received by the person to whom it was e-mailed on the day that it was emailed.