

WESTRIDGE RESOURCES INC.
Suite 717-1030 West Georgia Street
Vancouver, British Columbia, V6E 2Y3
Telephone No.: 604-630-7494 Fax No.: 604-629-0923

INFORMATION CIRCULAR
as at December 10, 2012

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 January 21, 2013 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. 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 Common 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 December 10, 2012 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 December 10, 2012, there were 17,739,815 Common Shares issued and outstanding, each carrying the right to one vote. There are 458,900 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 December 10, 2012.

To the knowledge of the directors and executive officers of the Company, no person or corporation beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all issued and outstanding Common Shares of the Company as at December 10, 2012.

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 three. The board proposes that the number of directors be increased from three to four. Shareholders will therefore be asked to approve an ordinary resolution that the number of directors be increased from three to four.

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 table sets out the names of management's four nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, 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 December 10, 2012.

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 ⁽⁴⁾⁽⁵⁾ President, Chief Executive Officer and Director British Columbia, Canada	Since August 23, 2011	1,313,187
Anthony Jackson ⁽²⁾⁽³⁾⁽⁴⁾⁽⁶⁾ Chief Financial Officer and Director British Columbia, Canada	Since July 3, 2009	645,832
Dr. Robert W. Barker ⁽²⁾⁽³⁾⁽⁷⁾ Director Colorado, USA	Since February 22, 2011	10,000
Dr. Greg Myers ⁽²⁾⁽³⁾⁽⁴⁾ Director British Columbia, Canada	Since November 1, 2012	Nil

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. Member of the Audit Committee.
3. Member of the Compensation Committee. Dr. Myers is expected to be appointed to the Compensation Committee following the Meeting.
4. Member of the Corporate Governance Committee. Dr. Myers is expected to be appointed to the Corporate Governance Committee following the Meeting.
5. Mr. Schulhof holds options to purchase 50,000 Common Shares at an exercise price of \$0.65 per Common Share expiring on February 13, 2017 and also holds options to purchase 200,000 Common Shares at an exercise price of \$0.65 per Common Share expiring on February 24, 2017.
6. Mr. Jackson holds options to purchase 75,000 Common Shares at an exercise price of \$0.25 per Common Share expiring on May 4, 2015 and also holds options to purchase 125,000 Common Shares at an exercise price of \$0.65 per Common Share expiring on February 13, 2017.
7. Dr. Barker holds options to purchase 200,000 Common Shares at an exercise price of \$0.40 per Common Share expiring on February 22, 2016 and also holds options to purchase 50,000 Common Shares at an exercise price of \$0.65 per Common Share expiring on February 13, 2017.

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

The following disclosure sets out each nominee's principal occupation, business or employment within the five preceding years. The information as to principal occupation, business or employment is not within the knowledge of management of the Company and has been furnished by the respective nominees.

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 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, Chief Financial Officer and Director

Mr. Jackson has been a director of the Company since July 3, 2009 and has been Chief Financial Officer of the Company since November 30, 2011. 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. Most recently Mr. Jackson has had extensive experience as a Director and CFO of numerous publicly traded corporations in the metals and mining industry.

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 the former Chief Executive Officer and a current 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.

Dr. Greg Myers, PhD

Dr. Myers has over thirty years of experience in gold exploration, project evaluation, mine geology, resource estimation and project development. Dr. Myers is a professional geologist and has been President, Chief Executive Officer of Caza Gold Corp. since January 18, 2010 and he has been a Director of Caza Gold Corp. since April 2011. Dr. Myers has experience in North and South America in both the major and junior mining sectors. Dr. Myers has skills in managing projects and multinational personnel and experience in developing resources and reserves. Dr. Myers received his PhD from Washington State University in 1993. He was the exploration manager for Mexico for Phelps Dodge from 1990 to 1996, and subsequently served as President and CEO for RAM Minerals from 1996-2000. He also worked in project development at the Tintya Mine in Peru for BHP Billiton and he has been VP Business Development of Pacific North West Capital since 2000. Dr. Myers was President of Mystery Creek Resources and COO and VP Exploration of Zacorro Metals. Dr. Myers was consulting geologist for Newmont Mining, Coeur, IMA Exploration and Kennecott and Westmont Mining.

Cease Trade Orders and Bankruptcy

No proposed director is, as at the date of this Information Circular, or has been, within ten (10) years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company in respect of which the information circular is being prepared) that:

- (a) was subject to a cease trade or similar order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

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

No proposed director is, as at the date of this Information Circular, or has been within ten (10) years before the date of this Information Circular, a director or executive officer of any company (including the Company in respect of which the information circular is being prepared) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;

No proposed director has, within the past ten years, 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.

Penalties and Sanctions

No proposed director of the Company has been 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 has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

APPOINTMENT OF AUDITOR

Dale Matheson Carr-Hill Labonte LLP, Chartered Accountants, Suites 1500 and 1700, 1140 West Pender Street, Vancouver, BC, V6E 4G1 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 Grant Thornton LLP, Chartered Accountants, 1401 Scotia Place 2, 10060 Jasper Avenue, NW, Edmonton, Alberta. The Board resolved on December 4, 2012 that Grant Thornton LLP, Chartered Accountants, not be proposed for reappointment as the auditor of the Company at the Meeting. Grant Thornton LLP, was appointed to the position of auditor of the Company on October 18, 2011.

There have been no reportable disagreements between the Company and Grant Thornton LLP and no qualified opinions or denials of opinions by Grant Thornton LLP for the purposes of National Instrument 51-102. A copy of the Company's Reporting Package with respect to the termination of Grant Thornton LLP and proposed appointment of Dale Matheson Carr-Hill Labonte LLP as auditor of the Company (including the Notice of Change of Auditor, a letter from Grant Thornton LLP and a letter from Dale Matheson Carr-Hill Labonte 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" to the information circular for the 2011 annual general and special meeting and which was filed on SEDAR at www.sedar.com on October 5, 2011.

Composition of the Audit Committee

At present, the Audit Committee consists of Anthony Jackson (Chairman), Dr. Robert W. Barker and Dr. Greg Myers. Dr. Barker and Dr. Myers are independent within the meaning of that term as defined in section 1.4 of National Instrument 52-110 Audit Committees ("NI 52-110"). Mr. Jackson is not an independent member as he is the Chief Financial Officer of the Company. 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 financial 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 Stout & Company LLP and/or Grant Thornton 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 year ended July 31, 2012.

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, 2012 and the fiscal year ended July 31, 2011.

	Audit Fees (\$)	Audit-Related Fees (\$)	Tax Fees (\$)	Other Fees (\$)
For the Year ended July 31, 2012	17,000	Nil	Nil	Nil
For the Year ended July 31, 2011	17,000	Nil	Nil	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 Dr. Robert W. Barker and Dr. Greg Myers.

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

Directorships

Certain directors are currently serving on boards of 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. Bravura Ventures Corp. Nanton Nickel Corp.	TSX Venture Exchange TSX Venture Exchange TSX Venture Exchange TSX Venture Exchange
Dr. Robert W. Barker	Evolving Gold Corp.	Toronto Stock Exchange
Dr. Greg Myers	Caza Gold Corp.	TSX Venture Exchange and United States - Other

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 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 Peter Schulhof and Anthony Jackson . Dr. Greg Myers is expected to be appointed to the Corporate Governance Committee following the Meeting. 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 and Dr. Robert Barker. Richard Barclay was a member of the Compensation Committee until he resigned as a director on September 16, 2012. Dr. Greg Myers is expected to be appointed to the Compensation Committee following the Meeting. 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.

Peter Schulhof, current President and CEO, Anthony Jackson, current CFO, Christopher R. Cooper, former President and CEO, Dennis Mee, former CFO and Kamal K. Nagra, former CFO are each an "NEO" of the Company for the purposes of the following disclosure.

Compensation Discussion and Analysis

The members of the Compensation Committee for the fiscal year ended July 31, 2012 were Anthony Jackson, Dr. Robert Barker and Richard Barclay. Dr. Barker is an independent member and Mr. Barclay was an independent member of the Compensation Committee. Mr. Barclay resigned as a director of the Company on September 16, 2012. Peter Schulhof is expected to be appointed to the Compensation Committee following the Meeting to replace Mr. Barclay.

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 to review the strategic objectives of the share option plan 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.

The Compensation Committee has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The Compensation Committee has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Compensation Committee considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

The Company has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Company, none of the executive officers or directors have purchased such financial instruments.

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 share 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, 2012

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.

Option-Based Awards

The Board adopted a new share option plan on September 7, 2011 (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 Company's qualifying transaction in May 2010.

The compensation paid to the NEOs during the Company's three most recently completed financial years of July 31, 2012, July 31, 2011 and July 31, 2010 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 (\$)			
Peter Schulhof ⁽¹⁾ President and CEO	2012	187,000	Nil	Nil	Nil	Nil	Nil	187,000
Anthony Jackson ⁽²⁾ CFO	2012	32,000	Nil	Nil	Nil	Nil	Nil	32,000
Dennis Mee ⁽³⁾ CFO	2011	11,000	Nil	Nil	Nil	Nil	Nil	11,000
Christopher R. Cooper ⁽⁴⁾ 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 ⁽⁵⁾ Former CFO	2011	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2010	7,800	Nil	Nil	Nil	Nil	Nil	7,800

Notes:

- (1) Mr. Schulhof was appointed President on August 24, 2011 and was appointed CEO on September 27, 2011.
- (2) Mr. Jackson was appointed CFO on November 30, 2011.
- (3) Mr. Mee was appointed CFO on August 26, 2010 and resigned as CFO on November 30, 2011.

(4) Mr. Cooper resigned as President and CEO on August 24, 2011.

(5) Mr. Nagra resigned as CFO on August 10, 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, 2012, 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 options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Peter Schulhof	50,000	\$0.65	February 13, 2017	Nil	Nil	Nil
	200,000	\$0.65	February 24, 2017	Nil	Nil	Nil
Anthony Jackson	75,000	\$0.25	May 4, 2015	Nil	Nil	Nil
	125,000	\$0.65	February 13, 2017	Nil	Nil	Nil

Notes:

- The amount is calculated based on the difference between the market value of the securities underlying the options at the end of July 31, 2012, which was \$0.225, and the exercise or base price of the option.

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, 2012, 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 (\$)
Peter Schulhof	Nil	Nil	Nil
Anthony Jackson	Nil	Nil	Nil
Christopher R. Cooper ⁽¹⁾	Nil	Nil	Nil
Dennis Mee ⁽²⁾	Nil	Nil	Nil

Notes:

(1) Mr. Cooper resigned as President and CEO on August 24, 2011.

(2) Mr. Mee resigned as CFO on November 30, 2011.

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, 2012, 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

No directors receive 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 2012 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 (\$)
Glen Macdonald ⁽¹⁾	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2011	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Robert W. Barker ⁽²⁾	2012	6,000	Nil	Nil	Nil	Nil	Nil	6,000
	2011	5,000	Nil	Nil	Nil	Nil	Nil	5,000
Richard Barclay ⁽³⁾	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Mr. Macdonald resigned as a director on September 6, 2011.
- (2) Dr. Barker was appointed as a director on February 15, 2011.
- (3) Mr. Barclay was appointed a director on September 6, 2011 and resigned as a director on September 16, 2012.

The following table sets out all option-based awards and share-based awards outstanding as at July 31, 2012, 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 (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Dr. Robert W. Barker	200,000	\$0.40	Feb. 22, 2016	Nil	Nil	Nil
Richard Barclay ⁽²⁾	200,000	\$0.40	Feb. 22, 2016	Nil	Nil	Nil

Notes:

- (1) The amount is calculated based on the difference between the market value of the securities underlying the options at the end of July 31, 2012, which was \$0.225, and the exercise or base price of the option.
- (2) Richard Barclay was appointed as a director on September 6, 2011 and he resigned as a director on September 16, 2012. He was granted options to purchase 200,000 Common Shares on February 22, 2011, as a consultant.

The following table sets out the value vested or earned under incentive plans during the year ended July 31, 2012, 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 (\$)
Dr. Robert W. Barker ⁽¹⁾	Nil	Nil	Nil
Richard Barclay ⁽²⁾	Nil	Nil	Nil
Bill Radvak ⁽³⁾	Nil	Nil	Nil

Notes:

- (1) Dr. Barker was appointed as director on February 15, 2011.
- (2) Richard Barclay was appointed as a director on September 6, 2011 and he resigned as a director on September 16, 2012.
- (3) Mr. Radvak was appointed as a director on January 25, 2012 and he resigned as a director on September 16, 2012.

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, 2012.

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)	1,490,000	\$0.54	125,021
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	1,490,000	\$0.54	125,021

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. Share Option Plan

TSXV policy requires all of its listed companies to have a share option plan if the company intends to grant options. On September 7, 2011, the Board approved the adoption of a new share option plan (the "Plan") in order to comply with regulatory requirements of the TSXV. The Plan is a 10% maximum rolling plan. Options granted under the 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, 2012 and to the date of mailing of this Information Circular, options have been granted and remain outstanding to purchase an aggregate of 1,773,981 Common Shares.

Under TSXV policy, the continuation of the Plan requires annual shareholder approval at each annual meeting of the Company by ordinary resolution. The Board is of the view that the Plan provides the Company with the flexibility to attract and maintain the services of executives, employees and other service providers in compensation with other companies in the industry.

The 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 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 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 Plan

The following is a summary of the material terms of the 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 Plan;
- (b) Options granted under the 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 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 Plan with respect to all Plan shares in respect of options which have not yet been granted under the Plan.

A copy of the 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 ratify and confirm the Plan, with or without variation, as follows:

“**RESOLVED** that the Company’s Share Option Plan dated for reference September 7, 2011 be and is hereby ratified and confirmed until the next annual meeting of the Company.”

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. Amendment to Options

It is the policy of the TSX Venture Exchange that the approval of the disinterested shareholders be received with respect to any amendments to incentive stock options granted to insiders, either pursuant to a plan or otherwise. By directors’ resolution dated December 20, 2012, the exercise price per share with respect to certain incentive stock options granted by the Company, each for a period of five years, was reduced, subject to acceptance by the applicable regulatory authorities. The approval of the shareholders is therefore requested herein with respect to such amendment to the options (the “**Amended Options**”) granted to the following optionees:

Date of Grant	Name of Optionee	Number of Options	Exercise Price	Reduced Exercise Price	Expiry Date
May 4, 2010	Melissa Raynier Corporate Secretary	50,000	\$0.25	\$0.20	May 4, 2015
May 4, 2010	Anthony Jackson Director	75,000	\$0.25	\$0.20	May 4, 2015
February 22, 2011	Robert W. Barker Director	200,000	\$0.40	\$0.20	February 22, 2016
July 13, 2011	Melissa Raynier Corporate Secretary	150,000	\$0.53	\$0.20	July 13, 2016
February 13, 2012	Peter Schulhof President, CEO and Director	50,000	\$0.65	\$0.20	February 13, 2017
February 13, 2012	Anthony Jackson CFO and Director	125,000	\$0.65	\$0.20	February 13, 2017

Date of Grant	Name of Optionee	Number of Options	Exercise Price	Reduced Exercise Price	Expiry Date
February 13, 2012	Robert Barker Director	50,000	\$0.65	\$0.20	February 13, 2017
February 24, 2012	Peter Schulhof President, CEO and Director	200,000	\$0.65	\$0.20	February 24, 2017
	Total	900,000			

INSIDERS TO WHOM SHARES MAY BE ISSUED UNDER THE AMENDED OPTIONS, AND THEIR RESPECTIVE ASSOCIATES AND AFFILIATES, WILL ABSTAIN FROM VOTING ON THE FOREGOING TRANSACTION. THE APPROVAL OF A MAJORITY OF DISINTERESTED SHAREHOLDERS OF THE COMPANY IS THEREFORE SOUGHT.

As a result, at the Meeting, the votes attaching to the 900,000 shares held by insiders and their associates will not be counted.

In the event of a negative vote by the shareholders with respect to the proposed amendments, management reserves the right to submit such resolutions pertaining to incentive stock options to the next general meeting of the shareholders.

Reference is made to the section captioned “Election of Directors” for further details with respect to the present positions of the aforesaid persons and the number of shares held in the Company.

It is the view of management that it is in the best interests of the Company to approve of the amendment to provide adequate incentives to its directors, officers, and consultants as their compensation is based mainly upon options rather than cash remuneration.

Accordingly, disinterested shareholders will be asked to approve the following ordinary resolution in order to approve of the Amended Options:

“Resolved, as an ordinary resolution by disinterested shareholders, that the Amended Options be and are hereby approved in accordance with the policies of the TSX Venture Exchange.”

The Board of Directors recommends that the disinterested shareholders vote in favour of the ordinary resolution approving of the Amended Options.

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.

A “disinterested shareholder” means a shareholder that is not an Insider to whom the Amended Options were granted and any Associates of such Insider.

An “Insider” is a director or an officer of the Company, a director or an officer of a company that is itself an Insider or a subsidiary of an Insider, or a person that has beneficial ownership of, and/or control or direction, either directly or indirectly over, securities of the Company carrying more than 10% of the voting rights attached to all the Company’s outstanding voting securities.

An “Associate” means if used to indicate a relationship with any person,

- (a) a partner, other than a limited partner, of that person,

- (b) a trust or estate in which that person has a substantial beneficial interest or for which that person serves as trustee or in a similar capacity,
- (c) an issuer in respect of which that person beneficially owns or controls, directly or indirectly, voting securities carrying more than 10% of the voting rights attached to all outstanding voting securities of the issuer, or
- (d) a relative, including the spouse, of that person or a relative of that person's spouse, if the relative has the same home as that person.

ADDITIONAL INFORMATION

Financial information is provided in the audited financial statements of the Company for the fiscal year ended July 31, 2012 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) 629-0923. 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, December 20, 2012.

BY ORDER OF THE BOARD

"Peter Schulhof"

Peter Schulhof
President and Chief Executive Officer

Schedule "A"

Change of Auditor Reporting Package

WESTRIDGE RESOURCES INC.
Box 105
Suite 717, 1030 West Georgia Street
Vancouver, BC
V6E 2Y3 Canada

NOTICE OF CHANGE OF AUDITOR

TO: GRANT THORNTON LLP, CHARTERED ACCOUNTANTS
AND TO: DALE MATHESON CARR-HILTON LABONTE LLP, CHARTERED
ACCOUNTANTS

NOTICE IS HEREBY GIVEN that, on the advice of the Audit Committee of the Company, the Board of Directors of the Company resolved on December 4th, 2012 that:

- (a) The resignation of Grant Thornton LLP, Chartered Accountants, on November 29, 2012, as auditor of the Company be accepted , and
- (b) Dale Matheson Carr-Hilton Labonte LLP, Chartered Accountants, be appointed as auditor of the Company to be effective December 4, 2012, to hold office until the next annual meeting at a remuneration to be fixed by the directors.

In accordance with National Instrument 51-102 (“NI 51-102”) we confirm that:

- (a) Grant Thornton LLP, Chartered Accountants, resigned on its own initiative as auditor of the Company;
- (b) Grant Thornton LLP, Chartered Accountants, has not expressed any reservation in its reports for the two most recently completed fiscal years of the Company, nor for the period from the most recently completed period for which Grant Thornton LLP, Chartered Accountants, issued an audit report in respect of the Company and the date of this Notice;
- (c) the resignation of Grant Thornton LLP, Chartered Accountants, and appointment Dale Matheson Carr-Hilton Labonte LLP, Chartered Accountants, as auditor of the Company were considered by the Audit Committee and approved by the Board of Directors of the Company;
- (d) in the opinion of the Board of Directors of the Company, no “reportable event” as defined in NI 51-102 has occurred in connection with the audits of the two most recently completed fiscal years of the Company, nor any period from the most recently completed period for which Grant Thornton LLP, Chartered Accountants, issued an audit report in respect of the Company and the date of this Notice; and
- (e) the Notice, resignation and letters of the auditors have been reviewed by the Audit Committee and the Board of Directors.

Dated as of December 4th, 2012.

WESTRIDGE RESOURCES INC.

Per: “Peter Schulhof”
Peter Schulhof
President, CEO and a Director



Grant Thornton

Ontario Securities Commission
British Columbia Securities Commission
Alberta Securities Commission

Grant Thornton LLP
Suite 1600, Grant Thornton Place
333 Seymour Street
Vancouver, BC
V6B 0A4

T (604) 687-2711
F (604) 685-6569
www.GrantThornton.ca

December 19, 2012

MJZ-WESTR

Dear Sirs/Mesdames:

Re: **Westridge Resources Inc. – Change of Auditor**

Pursuant to National Instrument 51-102 – *Continuous Disclosure Obligations*, Section 4.11, we have reviewed the information contained in the Notice of Change of Auditor of Westridge Resources Inc. dated December 4, 2012 (the “Notice”) and, based on our knowledge of such information at this time, we agree with the statements made in the Notice.

Yours very truly,

Grant Thornton LLP

Chartered accountants

cc: Westridge Resources Inc.



DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED ACCOUNTANTS & BUSINESS ADVISORS

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Vancouver, BC V6E 4G1
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TRI-CITIES
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WHITE ROCK
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White Rock, BC V4A 6E7
TEL 604.531.1154 | FAX 604.538.2613

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December 4, 2012

British Columbia Securities Commission

PO Box 10142, Pacific Centre
9th Floor, 701 West Georgia Street
Vancouver, BC V7Y 1L2

Alberta Securities Commission

4th Floor, 300 – 5th Avenue SW
Calgary, AB T2P 3C4

Ontario Securities Commission

20 Queen Street West, Suite 1903
Toronto, ON M5H 3S8

Dear Sirs:

Re: Westridge Resources Inc.
Notice Pursuant to National Instrument 51-102 - Change of Auditor

As required by the National Instrument 51-102 and in connection with our proposed engagement as auditor of the Company, we have reviewed the information contained in the Company's Notice of Change of Auditor, dated December 4, 2012, and agree with the information contained therein, based upon our knowledge of the information relating to the said notice and of the Company at this time.

Yours very truly,

"DMCL"

DALE MATHESON CARR-HILTON LABONTE LLP

CHARTERED ACCOUNTANTS & BUSINESS ADVISORS

Per: Barry S. Hartley, CA

Incorporated Professional: Barry S. Hartley Inc.
Partner

cc: TSX Venture Exchange

PARTNERSHIP OF:

VANCOUVER Robert J. Burkart, Inc. James F. Carr-Hilton Ltd. Kenneth P. Chong Inc. Alvin F. Dale Ltd. David J. Goertz, Inc. Barry S. Hartley, Inc. Reginald J. LaBonte Ltd. Robert J. Matheson, Inc. Rakesh I. Patel Inc. F.M. Yada FCA Inc. **WHITE ROCK** Michael K. Braun Inc. Peter J. Donaldson, Inc. **TRI-CITIES** G.D. Lee Inc. Fraser G. Ross, Ltd. Brian A. Shaw Inc.