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INFORMATION CIRCULAR

(As at August 23, 2011, except as indicated)

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INFORMATION CIRCULAR

Lynnwood Capital Inc. (the "**Company**") is providing this Information Circular and a form of proxy (the "**Proxy**") in connection with management's solicitation of proxies for use at the annual general meeting (the "**Meeting**") of the Company to be held on September 23, 2011, and at any adjournments. The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact. The Company will pay the cost of solicitation.

GENERAL PROXY INFORMATION

Appointment of Proxyholders

The purpose of a proxy is to designate persons who will vote the proxy on a shareholder's behalf in accordance with the instructions given by the shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or directors of the Company (the "**Management Proxyholders**").

A shareholder has the right to appoint a person or company other than a Management Proxyholder, to represent the shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person's name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a shareholder.

Proxy Instructions

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Shares represented by a properly executed proxy will be voted or be withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly.

If a shareholder does not specify a choice and the shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.

The enclosed form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

Completion and Return of Proxy

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, Computershare Investor Services Inc., Proxy Dept., 100 University Avenue, 9th Floor, Toronto Ontario, M5J 2Y1 (Fax: within North America: 1-866-249-7775; outside North America: 1-416-263-9524), not later than 10:00 a.m. (Vancouver time) on September 21, 2011, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

Non-Registered Holders

Only shareholders whose names appear on the records of the Company as the registered holders of shares or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" shareholders because the shares they own are not registered in their names but are instead registered in the name of a nominee such as a brokerage firm through which they purchased the shares; a bank, trust company, trustee or administrator of self-administered RRSP's, RRIFs, RESPs and similar plans; or a clearing agency such as The Canadian Depository for Securities Limited (a "**Nominee**"). If you purchased your shares through a broker, you are likely a non-registered holder.

In accordance with securities regulatory policy, the Company has distributed copies of the Meeting materials, being the Notice of Meeting, this Information Circular and the Proxy, to the Nominees for distribution to non-registered holders.

Nominees are required to forward the Meeting materials to non-registered holders to seek their voting instructions in advance of the Meeting. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered holder. The Nominees often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Nominee, in order that your shares are voted at the Meeting.

If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the form, as your vote will be taken at the Meeting.

In addition, Canadian securities legislation now permits the Company to forward meeting materials directly to "non-objecting beneficial owners". These securityholders' materials are being sent to both registered and non-registered owners of the securities. 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 have been obtained in accordance with applicable securities regulatory requirements from the Nominee holding on your behalf. By choosing to send these materials to you directly, the Company (and not the Nominee holding on your behalf) has assumed responsibility for: (i) delivering these materials to you; and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

Revocability of Proxy

Any registered shareholder who has returned a proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a registered shareholder, his attorney authorized in writing or, if the registered shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the offices of the Company's transfer agent, Computershare Investor Services Inc., at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting. **Only registered shareholders have the right to revoke a proxy. Non-registered holders may revoke a proxy or voting instruction form which has been given to a Nominee by written notice to the Nominee. In order to ensure that a Nominee acts upon a revocation of proxy form or voting instruction form, the written notice should be received by the Nominee well in advance of the Meeting or any adjournment thereof.**

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

Except as set out herein, no person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee of management of the Company for election as a director of the Company and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than the election of directors.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of common shares without nominal or par value, of which 9,250,000 common shares were issued and outstanding as of August 19, 2011 (the "**Record Date**"). Persons who are registered shareholders at the close of business on the Record Date will be entitled to receive notice of and vote at the Meeting or any adjournment thereof and will be entitled to one vote for each share held.

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

To the knowledge of the directors and executive officers of the Company, no person or company beneficially owns, directly or indirectly, or controls or directs shares carrying 10% or more of the voting rights attached to all outstanding shares of the Company, except the following:

Name	No. of Shares Owned or Controlled	Percentage of Outstanding Shares ⁽²⁾
Yewbrook Capital Inc., Vancouver, BC ⁽¹⁾	6,000,000	65%

⁽¹⁾ Yewbrook Capital Inc. is a corporation wholly owned and controlled by Greg Hryhorchuk, Carl Pescio, Janet Pescio and Robert Lipsett. In addition, Mr. Lipsett and Mr. Hryhorchuk each directly hold 100,000 common shares of the Company.

EXECUTIVE COMPENSATION

Named Executive Officers

In this section, "Named Executive Officer" or "NEO" means (a) each Chief Executive Officer ("CEO"), (b) each Chief Financial Officer ("CFO"), (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000; and (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year. The Company presently has two Named Executive Officers, namely Robert Lipsett, the President and CEO, and Foo Chan, the CFO and Corporate Secretary.

COMPENSATION DISCUSSION & ANALYSIS

Compensation Discussion & Analysis

The Company is a "Capital Pool Company" ("CPC"), as defined in Policy 2.4 (the "CPC Policy") of the TSX Venture Exchange (the "TSX-V") and, at present, does not conduct any active business operations.

The Named Executive Officers are not compensated for their services as executive officers of the Company, except for the granting from time to time of incentive stock options in accordance with the policies of the TSX-V.

Option-based Awards

On June 30, 2010, the date the Company closed its initial public offering, the Company granted a total of 315,000 stock options to its Named Executive Officers, exercisable for a period of ten years from the date of grant. Each option entitles its holder to purchase one common share of the Company at an exercise price of \$0.10 per share. The allocation and number of options granted was determined by the board of directors (the "Board") and the exercise price was established by the Board in accordance with the policies of the TSX-V and was based on the initial public offering price of the Company's shares. The purpose of granting such options is to assist the Company in compensating, attracting, retaining and motivating its Named Executive Officers and to closely align the personal interests of such persons to that of the shareholders.

Option-based awards are designed to reward individual performance and contribution to the Company's objectives. Previous grants of option-based awards are taken into account when considering new grants.

The Board granted stock options to management during the financial year ended February 28, 2011, but did not grant any stock options during the financial year ended February 28, 2010. See "Incentive Plan Awards" below.

Summary of Compensation

The following table contains information about the compensation paid to, or earned by, the Named Executive Officers during the financial years ended February 28, 2011, and February 28, 2010:

Summary Compensation Table								
Name and Principal Position	Year	Salary (\$)	Option-based awards ⁽²⁾ (\$)	Share-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension Value (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term Incentive Plans		
Robert Lipsett ⁽¹⁾ CEO & President	2011	Nil	\$12,396 ⁽³⁾	Nil	N/A	N/A	N/A	\$12,396
	2010	Nil	Nil	Nil	N/A	N/A	N/A	Nil
Foo Chan CFO & Secretary	2011	Nil	\$12,396 ⁽³⁾	Nil	N/A	N/A	N/A	\$12,396
	2010	Nil	Nil	Nil	N/A	N/A	N/A	Nil

⁽¹⁾ No additional compensation was paid to Mr. Lipsett in his capacity as director of the Company.

⁽²⁾ These stock options were granted on June 30, 2010 and are exercisable until June 30, 2020 at an exercise price of \$0.10 per share.

⁽³⁾ The fair value of options granted was \$0.08 per option. The Company calculated the compensation cost by using the Black-Scholes option pricing model assuming a risk free interest rate of 2.00%, a dividend yield of 0%,

an expected annual volatility of the Company's share price of 75% and an expected life of the options of ten years.

Narrative Discussion

As a CPC, the Company does not have any paid employees or employment agreements. Apart from the stock options listed above, no compensation was paid to any NEO. All of the stock options granted to the NEOs vested upon their grant date of June 30, 2010.

INCENTIVE PLAN AWARDS

The following table sets forth details of all incentive plan awards outstanding for each Named Executive Officer of the Company as of the most recently completed financial year end, including awards granted before the most recently completed financial year:

Outstanding Share-Based Awards and Option-Based Awards

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 that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Robert Lipsett CEO & President	157,500	\$0.10	June 30, 2020	\$3,150	N/A	N/A
Foo Chan CFO & Secretary	157,500	\$0.10	June 30, 2020	\$3,150	N/A	N/A

⁽¹⁾ "In-the-Money Options" means the difference between the market value of the securities on February 28, 2011, (\$0.12) being the Company's financial year end date, and the exercise or base price of the options.

The Company has not repriced downward any options or stock appreciation rights (SARs) during its most recently completed financial year and none of the awards have been transferred at other than fair market value.

The following table sets forth details of the value vested or earned for all incentive plan awards during the most recently completed financial year by the Named Executive Officers:

Value Vested or Earned for Incentive Plan Awards during the most recently completed financial year

Name	Option-based awards- Value vested during the year (\$) ⁽¹⁾	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
Robert Lipsett <i>CEO & President</i>	\$0	N/A	N/A
Foo Chan <i>CFO & Secretary</i>	\$0	N/A	N/A

⁽¹⁾ This value was determined by calculating the difference between the market price of the underlying common shares on the grant date and the exercise price of the options on the vesting date. The vesting date of these options was June 30, 2010, which is the date the Company closed its initial public offering for \$0.10 per common share. However, the Company did not commence trading until July 6, 2010. Accordingly, this value was calculated based on the closing price of the Company's common shares on July 7, 2010, which was \$0.10 per common share.

Narrative Discussion

Stock Option Plan

The Company's Stock Option Plan dated February 10, 2010 (the "**Plan**") originally received approval from the Company's directors on February 10, 2010. Initial shareholder approval of the Plan was not required as the Company adopted the Plan prior to completing its initial public offering and disclosed the details of the Plan in its final prospectus, dated April 28, 2010. Under the Plan, the Board can grant options to directors, officers, employees, and consultants for up to 10% of the issued and outstanding common shares of the Company. The exercise price of an option may not be less than the closing market price during the trading day immediately preceding the date of the grant of the option, less any applicable discount allowed by the TSX-V, and in any event is subject to a minimum price of \$0.10. The options can be granted for a maximum term of 10 years and vest at the discretion of the Board.

Any common shares acquired pursuant to the exercise of options prior to the completion of the qualifying transaction must be deposited in escrow and will be subject to escrow until the final exchange bulletin is issued.

On June 30, 2010, the Company granted, at the closing of its initial public offering, a total of 900,000 stock options to directors and officers, of which 315,000 options were granted to the Named Executive Officers. All of the stock options vested immediately upon their grant date and are exercisable at a price of \$0.10 per share until June 30, 2020.

Also on June 30, 2010, the Company granted a total of 200,000 non-transferable agent's stock options to Bolder Investment Partners Ltd. at an exercise price of \$0.10, exercisable for a period of 24 months from the date that the common shares were first listed on the TSX-V.

The closing market price of the common shares of the Company on the date the Company first commenced trading was \$0.10 per share. As at February 28, 2011, all of the options remained outstanding, however, on March 3, 2011, Bolder Investment Partners Ltd. exercised 50,000 of their 200,000 agent's stock options at \$0.10 per share. The 50,000 shares corresponding to that exercise were issued on April 4, 2011.

TERMINATION AND CHANGE OF CONTROL BENEFITS

The Company has no employment contracts with any of its Named Executive Officers.

There are no compensation plans or arrangements with respect to the Named Executive Officers resulting from the resignation, retirement, or any other termination of the Named Executive Officer's employment with the Company or from a change of control of the Company or a change in the Named Executive Officer's responsibilities following a change in control.

DIRECTOR COMPENSATION

The Company has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Company for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as a consultant or expert during the most recently completed financial year or subsequently, up to and including the date of this Information Circular.

The following table sets forth the details of compensation provided to the directors, other than the Named Executive Officers, during the Company's most recently completed financial year:

Director Compensation Table

Name ⁽¹⁾	Fees Earned (\$)	Share-based Awards	Option-based Awards (\$) ⁽²⁾	Non-Equity Incentive Plan Compensation	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Greg Hryhorchuk <i>Director & Promoter</i>	Nil	N/A	\$12,396	Nil	N/A	Nil	\$12,396
Carl Pescio <i>Director</i>	Nil	N/A	\$12,396	Nil	N/A	Nil	\$12,396
George Brazier <i>Director</i>	Nil	N/A	\$21,253	Nil	N/A	Nil	\$21,253

⁽¹⁾ Robert Lipsett does not appear on this table as he is a Named Executive Officer of the Company.

(2) The fair value of options granted was \$0.08 per option. The Company calculated the compensation cost by using the Black-Scholes option pricing model assuming a risk free interest rate of 2.00%, a dividend yield of 0%, an expected annual volatility of the Company's share price of 75% and an expected life of the options of ten years.

Value Vested or Earned for Incentive Plan Awards during the most recently completed financial year

Name	Option-based awards - Value vested during the year (\$) ⁽¹⁾	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
Greg Hryhorchuk <i>Director & Promoter</i>	\$0	N/A	N/A
Carl Pescio <i>Director</i>	\$0	N/A	N/A
George Brazier <i>Director</i>	\$0	N/A	N/A

(1) This value was determined by calculating the difference between the market price of the underlying common shares on the grant date and the exercise price of the options on the vesting date. The vesting date of these options was June 30, 2010, which is the date the Company closed its initial public offering for \$0.10 per common share. However, the Company did not commence trading until July 6, 2010. Accordingly, this value was calculated based on the closing price of the Company's common shares on July 7, 2010, which was \$0.10 per common share.

EQUITY COMPENSATION PLAN INFORMATION

Plan category	Number of securities to be issued upon exercise of outstanding options	Weighted average price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by securityholders	900,000	\$0.10	25,000
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	900,000	\$0.10	25,000

The only equity compensation plan which the Company has in place is the Plan, as described above.

INDEBTEDNESS TO COMPANY OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

No directors, executive officers, proposed nominees for election as directors or their respective associates or affiliates were indebted to or guaranteed or supposed by the

Company pursuant to any employee stock purchase program of the Company or otherwise, during the most recently completed financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person or proposed director of the Company and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect the Company except as set out in this section.

During the year ended February 28, 2011, the Company paid or accrued accounting fees of \$7,600 (2010 - \$Nil) to Hedden Chong LLP, an accounting firm whose address is 104 - 3989 Henning Drive, Burnaby, BC, V5C 6N5. Mr. Foo Chan, whose address is 18 West 22nd Avenue, Vancouver, BC, V54 2E8, is a partner of Hedden Chong LLP. As of February 28, 2011, \$3,000 (2010 - \$Nil) in accounts payable and accrued liabilities was due to the accounting firm. The transaction was in the normal course of operations and measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

AUDITOR

The Company appointed Davidson & Company LLP as auditor, effective September 28, 2009.

MANAGEMENT CONTRACTS

No management functions of the Company are performed to any substantial degree by any person other than the directors or executive officers of the Company.

CORPORATE GOVERNANCE

A summary of the responsibilities and activities and the membership of the audit committee (the "**Audit Committee**") is set out below.

National Policy 58-201 establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines; however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. National Instrument 58-101 mandates disclosure of corporate governance practices, which disclosure is set out below.

Independence of Members of Board

The Company's Board consists of four directors, three of which are independent based upon the test for independence set forth in National Instrument 52-110 ("**NI 52-110**"). Greg Hryhorchuk, Carl Pescio and George Brazier are independent. Robert Lipsett is not independent as he is the President and CEO of the Company.

Management Supervision by Board

The operations of the Company do not support a large board of directors and the Board has determined that the current constitution of the Board is appropriate for the Company's current stage of development. Independent supervision of management is accomplished through choosing management who demonstrate a high level of integrity and ability and having strong independent Board members.

Participation of Directors in Other Reporting Issuers

The following directors of the Company presently hold directorships in other reporting issuers as set out below:

Name	Name of Reporting Issuer	Exchange	Position	From	To
Robert Lipsett	RCG Capital Inc.	TSX-V	President, CEO and Director	September 2009	Present
Greg Hryhorchuk	RCG Capital Inc.	TSX-V	Director	September 2009	Present
Carl Pescio	Allied Nevada Gold Corp.	TSX	Director	March 2007	Present
	RCG Capital Inc.	TSX-V	Director	September 2009	Present
	Angus Mining (Namibia) Inc.	TSX-V	Director	September 2010	Present
George Brazier	Western Pacific Trust Company	TSX-V	Corporate Secretary	September 1999	March 2006
			Corporate Secretary	March 2007	Present
	Monument Mining Limited	TSX-V	Chairman & Director	December 2008	Present
	RCG Capital Inc.	TSX-V	Director	September 2009	Present

Orientation and Continuing Education

While the Company does not have formal orientation and training programs, new Board members are provided with:

- (a) information respecting the functioning of the Board, committees and copies of the Company's corporate governance policies;
- (b) access to recent, publicly filed documents of the Company; and
- (c) access to management.

Board members are encouraged to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and

changes in legislation with management's assistance; and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records.

Ethical Business Conduct

The Board views good corporate governance and ethical business conduct as an integral component to the success of the Company and to meet responsibilities to its shareholders. Due to the size of the Company and its present level of activity, the Company has not adopted a Code of Conduct or taken formal steps to encourage or promote a culture of ethical business conduct.

Nomination of Directors

The Board has responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors.

Compensation of Directors and the CEO and CFO

The independent directors are Greg Hryhorchuk, Carl Pescio and George Brazier. Independent directors have the responsibility for determining compensation for the directors and senior management.

To determine compensation payable, the independent directors review compensation paid for directors, CEOs and CFOs of companies of similar size and stage of development and determine an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Company. In settling the compensation the independent directors annually review the performance of the CEO and CFO in light of the Company's objectives and consider other factors that may have impacted the success of the Company in achieving its objectives.

Board Committees

As the directors are actively involved in the operations of the Company, the size of the Company's operations does not warrant a larger board of directors. The Board has (other than the Audit Committee), a Compensation Committee and a Corporate Governance Committee, each of which consists of Greg Hryhorchuk, Carl Pescio and George Brazier.

Assessments

The Board annually, and at such other times as it deems appropriate, reviews the performance and effectiveness of the Board, the directors and its committees to determine whether changes in size, personnel or responsibilities are warranted. To assist in its review, the Board conducts informal surveys of its directors, and reports from the Audit Committee respecting its own effectiveness. As part of the assessments, the Board or the committee may review their respective mandate or charter and conduct reviews of applicable corporate policies.

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 "A" hereto.

Composition of the Audit Committee

The following are the members of the Audit Committee:

Greg Hryhorchuk	Independent ⁽¹⁾	Financially literate ⁽¹⁾
Carl Pescio	Independent ⁽¹⁾	Financially literate ⁽¹⁾
George Brazier	Independent ⁽¹⁾	Financially literate ⁽¹⁾

⁽¹⁾ As defined by NI 52-110.

Relevant Education and Experience

See disclosure under "Election of Directors". All members of the Audit Committee have:

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breath and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

At no time since the commencement of the Company's most recent completed financial year was a recommendation of the Audit Committee to nominate or compensate external auditors not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Company's Audit Committee Charter, under the heading "External Auditors" attached hereto as Schedule "A".

External Auditor Service Fees (By Category)

The aggregate fees billed by the Company's external auditor in last fiscal year for audit fees are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees	Total
February 28, 2011(1)	\$7,650	Nil	Nil	Nil	\$7,650

(1) The Company became a reporting issuer on June 30, 2010.

Exemption

The Company is relying upon the exemptions in section 6.1 of NI 52-110 in respect of the composition of the Audit Committee and in respect of its reporting obligations under NI 52-110 for the year ended February 28, 2011.

PARTICULARS OF MATTERS TO BE ACTED UPON

Election of Directors

The directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. In the absence of instructions to the contrary, the enclosed Proxy will be voted for the nominees herein listed.

The size of the board of directors of the Company is currently determined at four (4). The Company is required to have an audit committee and members of the Audit Committee are set out below.

Management of the Company proposes to nominate each of the following persons for election as a director. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name, jurisdiction of residence and position	Principal occupation or employment during the past five years	Previous service as a director	Number of common shares beneficially owned, directly or indirectly, or controlled or directed
<p>Robert Lipsett <i>Vancouver, BC Canada Director, President and CEO</i></p>	<p>Since September 2009, Mr. Lipsett has served as president, CEO, and director of RCG Capital Inc. From March 2000 until June 2010, Mr. Lipsett was a director of Staccato Gold Resources Ltd. He was the Chief Executive Officer of Staccato Gold Resources Ltd. from March 2000 to November 2007, President from March 2000 to March 2008 and was Chairman of the Board from March 2008 to June 2010. From July 2004 to December 2007, he was also President of Ripple Lake Diamonds, Inc. (formerly, Ripple Lake Minerals Inc.).</p>	<p>Since September 28, 2009</p>	<p>100,000⁽²⁾⁽³⁾</p>
<p>Greg Hryhorchuk⁽¹⁾ <i>Vancouver, BC Canada Director and Promoter</i></p>	<p>Since September 2009, Mr. Hryhorchuk has served as a director of RCG Capital Inc. From May 2004 until June 2010, Mr. Hryhorchuk was the Chief Financial Officer of Staccato Gold Resources Ltd. He was a director of Staccato Gold Resources Ltd. from March 2000 until June 2010.</p>	<p>Since September 28, 2009</p>	<p>100,000⁽²⁾⁽³⁾</p>
<p>Carl Pescio⁽¹⁾ <i>Elko, Nevada United States Director</i></p>	<p>Since September 2009, Mr. Pescio has served as a director of RCG Capital Inc. Mr. Pescio has been a director of Allied Nevada Gold Corp. from March 2007 until present and of Angus Mining (Namibia) Inc. from September 2010 until present. He was also a director of Tornado Gold International from March 2004 until November 2008.</p>	<p>Since September 28, 2009</p>	<p>Nil⁽²⁾⁽³⁾</p>
<p>George Brazier⁽¹⁾ <i>West Vancouver, BC Canada Director</i></p>	<p>Since September 2009, Mr. Brazier has served as a director of RCG Capital Inc. Mr. Brazier has been a director and chairman of Monument Mining Limited since December 2008. From March 2008 until June 2010, Mr. Brazier was also a director of Staccato Gold Resources Ltd. He is also the corporate secretary of Western Pacific Trust Company and was the corporate secretary of UC Resources Ltd from January 2006 until February 2009.</p> <p>Prior to his retirement in 2008, Mr. Brazier practiced law for 42 years, the last 40 years at DuMoulin Black LLP.</p>	<p>Since September 28, 2009</p>	<p>100,000⁽³⁾</p>

(1) Member of the Audit Committee, Compensation Committee and Corporate Governance Committee.

(2) Yewbrook Capital Inc., a corporation wholly and equally owned and controlled by Robert Lipsett, Greg Hryhorchuk, Carl Pescio and Janet Pescio, is the beneficial owner of 6,000,000 common shares of the Corporation, amounting to 65% of the Corporation's total issued and outstanding share capital. Robert Lipsett and Greg Hryhorchuk each additionally own 100,000 common shares of the Corporation.

(3) Mr. Lipsett, Mr. Hryhorchuk and Mr. Pescio each hold options to purchase 157,500 common shares at an exercise price of \$0.10 expiring on June 30, 2020. Mr. Brazier holds options to purchase 270,000 common shares at an exercise price of \$0.10 expiring on June 30, 2020.

For the purposes of the statement below, "order" means:

- (a) a cease trade order;
- (b) an order similar to a cease trade order; or
- (c) an order that denied the relevant company access to any exemption under securities legislation,

that was in effect for a period of more than 30 consecutive days.

To the knowledge of the Company, no proposed director as described below:

- (a) is, at the date of the Information Circular, or has been within 10 years before the date of the Information Circular, a director or chief executive officer or chief financial officer of any company (including the Company) that, while that person was acting in that capacity:
 - (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer;
 - (ii) was subject to an order that was issued after the director ceased to be a director, chief executive officer or chief financial officer that resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (iii) 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; or
- (b) has, within the 10 years before the date of the Information Circular, 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; or

- (c) has been subject to any penalties or sanction 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
- (d) has been subject to any 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.

Robert Lipsett - Vancouver, British Columbia - President, Chief Executive Officer and Director (Age: 64)

Since September 2009, Mr. Lipsett has served as president, CEO, and director of RCG Capital Inc. From March 2000 until June 2010, Mr. Lipsett was a director of Staccato Gold Resources Ltd. He was the Chief Executive Officer of Staccato Gold Resources Ltd. from March 2000 to November 2007, President from March 2000 to March 2008 and was Chairman of the Board from March 2008 to June 2010. From July 2004 to December 2007, he was also President of Ripple Lake Diamonds, Inc. (formerly, Ripple Lake Minerals Inc.).

Greg Hryhorchuk - Vancouver, British Columbia - Director and Promoter (Age: 57)

Greg Hryhorchuk took the initiative in founding the Corporation and is therefore deemed to be the Promoter of the Corporation.

Since September 2009, Mr. Hryhorchuk has served as a director of RCG Capital Inc. From May 2004 until June 2010, Mr. Hryhorchuk was the Chief Financial Officer of Staccato Gold Resources Ltd. He was a director of Staccato Gold Resources Ltd. from March 2000 until June 2010. Mr. Hryhorchuk was also the Vice President of Telemedia Communications Inc. from April 1986 to November 2000.

Mr. Hryhorchuk obtained a Bachelor of Commerce from Concordia University in May 1981.

Carl Pescio - Elko, Nevada - Director (Age: 59)

In 1991, Mr. Pescio became a self-employed mining prospector for Pescio Exploration, and over the next 15 years he assembled a mineral claim package in Nevada, which was acquired through a merger arrangement with Vista Gold Corp. (and subsequent spinout of Allied Nevada Gold Corp.) in May 2007. Since September 2009, Mr. Pescio has served as a director of RCG Capital Inc. Mr. Pescio has been a director of Allied Nevada Gold Corp. from March 2007 until present and of Angus Mining (Namibia) Inc. from September 2010 until present. He was also a director of Tornado Gold International from March 2004 until November 2008 and Mill City International from July 2003 to November 2004.

Mr. Pescio obtained a Bachelor of Science, Geology from the University of Nevada in 1974 and has been a geologist and prospector for over 30 years.

George Brazier - West Vancouver, British Columbia - Director (Age: 70)

Since September 2009, Mr. Brazier has served as a director of RCG Capital Inc. Mr. Brazier has been a director and chairman of Monument Mining Limited since December 2008. From

March 2008 until June 2010, Mr. Brazier was also a director of Staccato Gold Resources Ltd. He is also the corporate secretary of Western Pacific Trust Company and was the corporate secretary of UC Resources Ltd from January 2006 until February 2009.

Mr. Brazier obtained a Bachelor of Arts from the University of British Columbia in 1962. He received his Bachelor of Laws from the University of Toronto in 1965. Mr. Brazier is a retired member of the Law Society of British Columbia. Prior to his retirement in 2008, Mr. Brazier practiced law for 42 years, the last 40 years at DuMoulin Black LLP.

Appointment of Auditor

On September 28, 2009, Davidson & Company LLP, Chartered Accountants of Vancouver, British Columbia were appointed auditor for the Company. Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the re-appointment of Davidson & Company LLP as auditor of the Company to hold office for the ensuing year at a remuneration to be fixed by the Board.

Approval of Stock Option Plan

Shareholders are being asked to approve the Plan which was initially approved by the Board on February 10, 2010. The purpose of the Plan is described in the section "Executive Compensation - Stock Option Plan" of this Information Circular.

In accordance with the policies of the Exchange, a plan with a rolling 10% maximum must be confirmed by shareholders at each annual general meeting.

The Plan is subject to receipt of annual Exchange acceptance to its filing. Shareholders will be asked to consider, and if thought fit, to approve a resolution ratifying and approving the Company's existing Plan. A copy of the Plan is available on SEDAR at www.sedar.com.

Shareholders will be asked to consider and, if deemed advisable, approve and pass the following ordinary resolution:

"RESOLVED, as an ordinary resolution, that the Company's 10% rolling stock option plan dated for reference February 10, 2010 be ratified and approved."

In accordance with the policies of the TSX-V, the Plan must be approved by the majority of votes cast at the Meeting on the resolution.

In the absence of instructions to the contrary, to vote FOR the ordinary resolution approving the Plan.

OTHER MATTERS

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the Notice of Meeting. If any other matters properly come before the Meeting, it is the intention of the persons named in the enclosed Proxy to vote the shares represented thereby in accordance with their best judgment on such matters.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Shareholders may contact the Company at (604) 682-7878 to request copies of the Company's financial statements and MD&A.

Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed year, which are filed on SEDAR.

DATED this 23rd day of August, 2011.

**APPROVED BY THE BOARD OF DIRECTORS
OF LYNNWOOD CAPITAL INC**

"Robert Lipsett"

Robert Lipsett, President and CEO

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

Mandate

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

- (a) Serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements.
- (b) Review and appraise the performance of the Company's external auditors.
- (c) Provide an open avenue of communication among the Company's auditors, financial and senior management and the Board.

Composition

The Audit Committee shall be comprised of three directors as determined by the Board, the majority of whom shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Audit Committee.

At least one member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Audit Committee's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

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

Meetings

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

Responsibilities and Duties

Documents/Reports Review

To fulfill its responsibilities and duties, the Audit Committee shall:

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

External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board and the Audit Committee as representatives of the shareholders of the Company.
- (b) Obtain annually, a formal written statement of the external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full Board take appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each meeting of the Audit Committee, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.

- (g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditor. The pre-approval requirement is waived with respect to the provision of non-audit services provided;
 - (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of fees paid by the Company to its external auditor during the fiscal year in which the non-audit services are provided;
 - (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - (iii) such services are promptly brought to the attention of the Audit Committee and approved, prior to the completion of the audit, by the Audit Committee or by one or more members of the Audit Committee to whom authority to grant such approvals has been delegated by the Audit Committee.

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

Financial Reporting Processes

- (a) In consultation with the external auditor, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditor and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditor as to appropriateness of such judgments.

- (e) Following completion of the annual audit, review separately with management and the external auditor any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the external auditor in connection with the preparation of the financial statements.
- (g) Review with the external auditor and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (i) Review the certification process.
- (j) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

Review any related-party transactions.